

**THIRD AMENDED AND RESTATED  
CHARTER OF THE FINANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
KNIGHT-SWIFT TRANSPORTATION HOLDINGS INC.**

May 17, 2022

**Recitals**

The Board of Directors (the “Board”) of Knight-Swift Transportation Holdings Inc., a Delaware corporation (the “Company”), has adopted this Third Amended and Restated Charter of the Finance Committee (this “Charter”) to be effective as of May 17, 2022. This Charter describes the duties and responsibilities of the Company’s Finance Committee (the “Committee”) and grants the Committee the authority necessary to perform its oversight responsibility.

**Charter**

1. **Purpose.** The Committee shall be a standing committee of the Board. The purpose of the Committee is to review and monitor the Company’s deployment of its financial resources, the management of its balance sheet, the investment of its cash and other assets, and to monitor and mitigate financial risks arising as a result of those Company activities.

2. **Qualification of Members.** The size of the Committee shall be determined by the Board, but shall consist of not less than two directors. The Committee shall be comprised of independent directors of the Board, as defined by the requirements of the New York Stock Exchange and the Corporate Governance Guidelines adopted by the Board, who have experience in business finance. Members of the Committee shall be elected by the Board, upon recommendation of the Nominating and Corporate Governance Committee of the Board annually, or as necessary to fill vacancies. The Board shall appoint one member of the Committee to act as chair (the “Chair”). The Board may replace any Committee member.

3. **Activities.** The Committee shall carry out the following activities, provided that the responsibilities outlined below are to serve as a guideline, and the Committee may carry out additional functions, and adopt additional policies and procedures, as may be appropriate considering existing circumstances:

- (a) review and recommend to the Board the Company’s annual financial plan and capital expenditure budget and monitor the Company’s actual performance against such plans and budgets;
- (b) review and recommend to the Board investments to be made by the Company and monitor investment performance;
- (c) annually review and recommend to the Board capital expenditure authorization levels;

- (d) review, at least annually, the Company's capital structure, liquidity, financing plans, and other significant Treasury policies, including off balance sheet financings;
- (e) review and approve the Company's policies governing the use of derivatives, if any, and any elections or designations relative to derivatives;
- (f) annually review the activities of the Company's retirement plan administrative committee to include performance, management of plan assets, fees and employee participation;
- (g) review with management and the Board the Company's major financial risk exposures relating to the Company's financing activities, and the steps taken by management to monitor and control such financial risks;
- (h) Coordinate annually the Committee's major financial risk assessment with enterprise risk assessment performed by other Board committees;
- (i) review and monitor loan terms, other financing arrangements and compliance with all financing covenants and agreements;
- (j) periodically assess the adequacy of this Charter, and recommend any proposed changes to the Board for approval; and
- (k) make regular reports to the Board.

The Committee shall review its performance annually and shall report its assessment to the Board.

4. Meetings. The Committee shall meet at such times as the Chair determines to be appropriate. Meetings of the Committee are governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may adopt its own rules of procedure that are not inconsistent with any provision of this Charter, any provision of the Company's Bylaws, or Delaware law. Written minutes shall be maintained for each meeting of the Committee. Any Member of the Committee may request that the Chair convene a meeting of the Committee. Meetings may be held in person, by telephone, or by any other means by which Committee members may communicate with each other.

5. Third Party Advisors. The Committee shall have access to outside legal counsel and, if the Committee believes necessary, to independent financial advisors in order to assist the Committee to perform its responsibilities. The Committee has authority to hire and terminate any of its independent advisors.

6. Access to Information. The Committee may request reports from management concerning the Company's financial plans and transactions to the extent necessary for the Committee to carry out its responsibilities hereunder.

7. Limitation of Committee Duties. The Committee shall exercise its business judgment in performing its duties under this Charter and may emphasize and prioritize those duties and responsibilities as it determines appropriate. This Charter imposes no duties on the Committee or its members that are greater than those duties imposed by law upon a director of a corporation under Delaware law and the Certificate of Incorporation and Bylaws of the Company.

8. Amendment. The Board may amend this Charter at any time.

9. Communication with Non-Management Directors. Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the Chair of the Committee, or to the non-management or Independent Directors as a group, may do so by addressing such communications or concerns to Knight-Swift Transportation Holdings Inc., Attn: Mr. David Vander Ploeg, Chair, Finance Committee, 2002 West Wahalla Lane, Phoenix, Arizona 85027, or by sending communications to the Company's General Counsel, at 2002 West Wahalla Lane, Phoenix, Arizona 85027, or the Company's legal counsel at Clark Hill PLC, Attn: Mr. James Brophy, 3200 North Central Avenue, Suite 1600, Phoenix, Arizona 85012. Such communications may be done confidentially or anonymously.