

**CHARTER OF THE AUDIT COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
KNIGHT-SWIFT TRANSPORTATION HOLDINGS INC.**

May 7, 2019

Recitals

The Board of Directors (the “Board”) of Knight-Swift Transportation Holdings Inc., a Delaware corporation (the “Company”), has adopted this Charter of the Audit Committee (this “Charter”) to be effective as of May 7, 2019. This Charter describes the duties and responsibilities of the Company’s Audit Committee (the “Committee”) and grants the Committee the authority necessary to perform its oversight responsibility.

Charter

1. Purpose of the Committee. The primary purpose of the Committee is to oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements and, in connection therewith, assist the Board in its oversight of (a) the integrity, fairness, and accuracy of the Company’s financial statements, (b) the Company’s compliance with legal and regulatory requirements, (c) the independent auditor’s qualifications and independence, (d) the performance of the Company’s internal audit function and independent auditor, and (e) the assessment of the Company’s financial risk. The Committee also is responsible for carrying out the duties set forth in Section 3 below.

2. Qualifications of the Audit Committee Members. The Audit Committee shall consist of not less than three members of the Board, each of whom shall, as determined by the Board: (a) meet independence requirements of the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) implementing Section 301 of the Sarbanes-Oxley Act of 2002, the rules of the New York Stock Exchange (“NYSE”), and any other applicable laws, rules, and regulations governing independence promulgated by any regulatory authority with proper jurisdiction (collectively, with the SEC and NYSE, the “Regulatory Authorities”), unless an exemption from the requirement to meet such definition applies; (b) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; (c) be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement; (d) have all other qualifications required by law or the Regulatory Authorities; and (e) be free of any relationship that, in the Board’s discretion, would interfere with the member’s independent judgment. At least one member of the Committee shall in the judgment of the Board be an “audit committee financial expert” in accordance with the rules and regulations of the Regulatory Authorities. The chairperson of the Committee (the “Chair”) shall be designated by the Board, provided that, if the Board does not so designate a Chair, the members of the Committee may designate a Chair in accordance with the procedures set forth in Section 8 below.

3. Duties and Authority of the Committee. The following functions shall be the common recurring activities of the Committee in carrying out its duties and responsibilities outlined in Section 1 of this Charter. The functions outlined below serve only as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section 1 of this Charter or activities the Committee determines to be appropriate to carry out its obligations under the Charter, the Company's Bylaws, and as required by law. Subject to the foregoing, the Committee shall:

(a) Meet to review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" as set forth as part of the Company's report on Form 10-Q and Form 10-K;

(b) Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies with management, the Company's internal auditor, and the Company's independent auditor;

(c) Assure that the Company's interim financial statements are reviewed by the Company's independent auditor, as required by SEC rules, prior to the filing of such interim financial statements with the SEC as part of the Company's report on Form 10-Q;

(d) Review and discuss the Company's audited financial statements with management and recommend to the Board whether the audited financial statements should be included in the Company's report on Form 10-K;

(e) Review and discuss the Company's audited financial statements with the Company's independent auditor and review those matters required to be discussed by Auditing Standard No. 16, as modified or supplemented from time to time;

(f) Receive the written disclosures and the letter from the Company's independent auditor required by the Public Company Accounting Oversight Board Rule 3526, as modified or supplemented from time to time;

(g) Discuss with the independent auditor their independence, and, as required by SEC rules, pre-approve all audit services and permitted non-audit services to be performed by the independent auditor;

(h) Discuss with the independent auditor the potential impact of proposed Financial Accounting Standards Board/ SEC and other accounting pronouncements on the Company;

(i) Establish policies and procedures for the engagement of the independent auditor to provide permitted non-audit services;

(j) Review and approve in advance all non-audit related work performed on behalf of the Company by the independent auditor;

(k) Review annually the scope of the independent auditor's work, including any non-audit or consulting services;

(l) Review with the Company's independent auditor all adjustments made to the Company's audited financial statements, including a reconciliation of any adjustments made in the audited financial statements from the Company's quarterly interim financial statements;

(m) Review with the Company's management and the Company's independent auditor any significant financial reporting issues or judgments called for in connection with the preparation of the Company's financial statements, including the adequacy and appropriateness of any reserves, policies relating to the recognition of revenue, the quality and appropriateness of the Company's accounting principles, and any other matters which, in the Committee's judgment, or the judgment of the Company's independent auditor, could have a material impact on the Company's financial statements;

(n) Meet with the Company's independent auditor and with management to review and assess any material financial risk exposure to the Company and the steps management has or plans to take to monitor and control financial risk;

(o) Discuss with the Company's management policies with respect to financial risk assessment and financial risk management;

(p) Review with the Company's management the Annual Audit Plan prepared by the Internal Audit Department;

(q) Review with the Company's independent auditor and management the adequacy of the Company's internal financial controls and reporting systems;

(r) Review and discuss any significant changes or deficiencies in internal controls over financial reporting;

(s) Confer with the Company's independent auditor about any audit requirements as specified in the Securities Exchange Act of 1934, as amended, that may have come to the attention of the independent auditor;

(t) Review any major changes to the Company's auditing and accounting policies and practices suggested by the Company's independent auditor, the Internal Audit Department, or by management;

(u) Review and receive report from the independent auditor on, among other things, critical accounting policies and practices, critical accounting estimates, significant unusual transactions, and alternative treatments of financial information, passed adjustments, required communications, and independence and discuss those matters with management;

(v) At least annually, obtain and review a report from the independent auditor describing: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (iii) (to assess the auditor's independence) all relationships between the independent auditor and the Company;

(w) Approve, without independent Board action, the appointment, compensation, retention, and oversight of the Company's independent auditor;

(x) Review the proposed scope and plan of the annual audit;

(y) Review the independent auditor's management letter and consider any comments made by the independent auditor with respect to improvements in the internal accounting controls of the Company, consider any corrective action recommended by the independent auditor, and review any corrective action taken by management;

(z) Review any areas in which management and the Company's independent auditor disagree and determine the reasons for such disagreement;

(aa) Review the performance of the independent auditor and act, if appropriate, to replace any independent auditor failing to perform satisfactorily;

(bb) Review the performance of the Company's Chief Financial Officer, Chief Accounting Officer, Controller, and the other financial management staff, and provide independent and skilled guidance to the Board;

(cc) Review any difficulties the independent auditor may have encountered with respect to performance of an audit, including, without limitation, any restrictions placed upon the scope of the audit on access to information, or any changes in the proposed scope of the audit;

(dd) Review and discuss any other matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 1301, *Communications with Audit Committees*;

(ee) Provide, as part of the Company's proxy filed pursuant to SEC regulations, the report required by SEC regulations relating to proxies and cause a copy of that report to be included annually in the Company's proxy solicitation materials;

(ff) Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters (a copy of the Company's current Complaint Review Policy and Procedure is attached hereto);

(gg) Assist management with the investigation of potential fraud or other financial irregularities and evaluate investigation results;

(hh) Establish, in accordance with law and the rules and regulations of the Regulatory Authorities, procedures for accepting, reviewing, investigating and acting upon the

confidential, anonymous submission by employees of the Company, or others, about concerns regarding any questionable accounting, auditing matters, or other illegal or unethical acts;

(ii) Obtain the advice and assistance, as appropriate, of independent counsel and other advisors as necessary to fulfill the responsibilities of the Committee;

(jj) Establish policies for the hiring of employees or former employees of the independent auditor;

(kk) Review and approve in advance all related party transactions as defined in Item 404 of Regulation S-K;

(ll) Review and approve all director-related conflicts of interest between a director's obligations to the Company and his or her personal interests;

(mm) Establish policies and procedures for the review, approval, or ratification of any transaction required to be reported under Item 404(a) of Regulation S-K;

(nn) Review codes of conduct applicable to directors, officers, employees and consultants and review and act upon any requests for waivers of compliance with the Company's Code of Business Conduct and Ethics;

(oo) Meet separately on a periodic basis with management, the internal auditors, and the independent auditor;

(pp) Review recommendations from, and assign special examinations to, the Internal Audit Department, from time to time, as necessary or appropriate;

(qq) Review annually the performance of the Committee;

(rr) Report regularly to the Board; and

(ss) Periodically review the adequacy of this Charter and make recommendations to the Board with respect to any changes in this Charter.

4. Access to Information. In order to perform its obligations, the Committee shall have unrestricted access to all relevant internal and external Company information and to any officer, director, or employee of the Company.

5. Employee Access to the Audit Committee. Any person employed by the Company and any of the Company's independent contractors shall have access to the Committee, pursuant to procedures adopted by the Committee, to report any matter that such person believes would be of interest to the Committee or of general concern to the Committee or the Board. Contacting a member of the Committee to report any irregularity, questionable activity, or other matter shall not subject the person making the report to discipline.

6. Frequency of Meetings.

(a) The Committee shall meet at such times as may be necessary and shall meet each quarter prior to the release of the Company's earnings statements to review the earnings release. It also is anticipated that the Committee meetings will be held in conjunction with selected Board meetings. Special meetings of the Committee may be called by any member of the Committee, any member of the Board, the Chief Financial Officer, or the Chief Executive Officer.

(b) The Committee, at least once a year, shall meet privately with the Company's independent and internal auditors, and no representative of the Company's management shall attend such meetings.

7. Access to Legal Counsel, Outside Advisors, and Funding. The Audit Committee shall have full and free access to the Company's outside legal counsel, and in its discretion, to engage its own independent legal counsel and other advisors. The Company shall pay for the cost of any such legal counsel and advisors. The Company also shall pay for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.

8. Meeting Procedures.

(a) Members of the Committee shall endeavor to attend all meetings of the Committee. The Committee is governed by the same rules regarding meetings (including meetings by telephone conference), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Company's Bylaws, or the laws of the State of Delaware.

(b) Written minutes shall be maintained for each meeting of the Committee.

9. Other Duties. The Audit Committee shall perform such other duties as the Board may assign to it or as may be imposed by law or by rule or regulation of the Regulatory Authorities

10. Limitation of Audit Committee Duties. The Committee is not an investigative committee of the Board and shall have no investigative duties unless expressly assigned to the Committee by the Board or pursuant to the Company's Code of Ethical Conduct. The Committee shall exercise its business judgment in performing its duties under this Charter, including the duties outlined in Section 3, and may emphasize and prioritize those duties and responsibilities set forth above which the Committee, in its discretion and judgment, believes are the most important, given the particular circumstances. It is not the duty of the Committee to undertake the audit of the Company itself, to plan the audit, or to undertake any of the responsibilities of the Company's internal or independent auditors. The Committee is not required to follow the procedures required of auditors in performing reviews of interim financial statements or audited financial statements. In performing its functions, the Committee may rely upon information provided to it by management, by the Company's internal and independent auditors, or by legal counsel. 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 Delaware corporation. If any claim is asserted against the Committee, any of its members, or the Company by a shareholder or any other person, nothing in

this Charter shall be construed to limit or restrict any defense or indemnification available to the Committee, any of its members, or the Company.

11. 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. Michael Garnreiter, Chair, Audit Committee, 20002 North 19th Avenue, Phoenix, Arizona 85027, or by sending communications to the Company's General Counsel, at 20002 North 19th Avenue, Phoenix, Arizona 85027, or the Company's legal counsel at Ryley Carlock & Applewhite, Attn: Mr. James Brophy, 3200 North Central Avenue, Suite 1600, Phoenix, Arizona 85012. Such communications may be done confidentially or anonymously.

**KNIGHT-SWIFT TRANSPORTATION HOLDINGS INC.
AUDIT COMMITTEE COMPLAINT REVIEW POLICY AND PROCEDURE**

(September 8, 2017)

Background

Pursuant to the Charter of the Audit Committee of the Board of Directors of Knight-Swift Transportation Holdings Inc. (the "**Company**") (the "**Charter**"), the Audit Committee (the "**Committee**") is to and hereby does establish a complaint review policy and procedure (the "**Policy**") for the receipt, retention and treatment of complaints received by the Company and Committee on issues regarding accounting, internal accounting controls, auditing matters or irregularities or improper or unethical conduct related to Company policies or operations (a "**Complaint**"). If Complaints are received dealing with matters outside these areas, they will be referred to the appropriate person.

Policy

The Company desires to establish a procedure for all employees of the Company ("Employees") to report any known or suspected questionable accounting or auditing matters, or other illegal or improper conduct relating to the Company. Employees may submit good faith reports of such information without fear of dismissal or retaliation of any kind. This Policy is intended to cover reporting of items including, but not limited to:

- Questionable accounting or auditing matters;
- Unlawful actions by any Employee or representative in violation of any state or federal law or agency;
- Violations of Company policy, including our Code of Business Conduct and Ethics, and Securities Trading Policy; or
- Any other serious improper or unethical conduct related to the Company.

As used in this Policy, the phrase "questionable accounting or auditing matters" includes, but is not limited to, suspected or known acts of: (a) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company; (b) fraud or deliberate error in the recording and maintenance of financial records of the Company; (c) deficiencies in or noncompliance with the Company's internal accounting controls; (d) misrepresentation or false statement to or by a senior officer or accountant of the Company regarding any matters contained in the financial records or any financial or audit reports of the Company; (e) misappropriation of Company funds; or (f) deviation from full and fair reporting of the Company's financial condition.

Reporting Complaints

Pursuant to the Company's Code of Business Conduct and Ethics, Employees, independent contractors, and third parties may submit Complaints to the Committee; the Complaints may be anonymous. In order to submit a Complaint, the Complaint should be sent to any one of the following persons:

Knight-Swift Transportation Holdings Inc.
Attention: Audit Committee Chair
20002 North 19th Avenue
Phoenix, AZ 85027

or

Knight-Swift Transportation Holdings Inc.
Attention: General Counsel – Audit Committee
20002 North 19th Avenue
Phoenix, AZ 85027

or

Ryley Carlock & Applewhite
Attention: James Brophy – KNX Audit Committee
3200 North Central Avenue, Suite 1600
Phoenix, Arizona 85012

or

A confidential conversation with the Company's General Counsel or Director of Internal Audit;

or

A Complaint may also be submitted by email to either of the following addresses: whistleblower@knighttrans.com or whistleblower@swifttrans.com, or reported by leaving a voicemail message at either of the following numbers: 866-936-2749 or 800-422-3076.

Complaints involving safety related to Knight equipment shall be reported to the following number: 800-489-2000.

Complaints involving safety related to Swift equipment shall be reported to the following number: 800-347-1656 or roadreports@swifttrans.com.

Timing

We encourage our Employees to report concerns as soon as possible so that timely action may be taken.

Complaint Procedure

1. Any Complaint submitted to the Committee shall first be reviewed by the Company's General Counsel. If the Complaint involves an audit matter, the Company's General Counsel shall also review the Complaint with the Company's Director of Internal Audit.
2. If the Company's General Counsel (and, if applicable, the Director of Internal Audit) believes the Complaint is without merit, no further action shall be taken, but the receipt of the Complaint and its subject matter shall be promptly reported to the Chair of the Committee and to the Company's outside legal counsel.
3. If the Company's General Counsel determines that a Complaint requires further inquiry, the Complaint shall also be referred to the Chair of the Committee, and to the Company's outside legal counsel. The Committee Chair, the Company's General Counsel, and the Company's outside legal counsel will determine what additional action is to be taken, if any.
4. If the Chair of the Committee, the Company's General Counsel, or outside legal counsel believes the Complaint requires further inquiry, or appears to involve credible allegations of a material violation of any Company policy or practice, or could, if true, potentially have an adverse effect on the Company's financial statements, results of operations, or financial controls, constitute illegality, or involve an ethical violation, the full Committee shall be informed of the Complaint and the Committee shall have the sole responsibility to investigate the Complaint. The Committee may investigate any matters alleged in the Complaint in such manner as the Committee determines to be appropriate under the circumstances, and may retain and use the services of the Company's General Counsel, outside legal counsel, or other experts to assist the Committee in its investigation.
5. If after further inquiry, it is determined that a Complaint lacks merit, no further action shall be taken, but the Committee shall retain the Complaint for a period of not less than three years, together with a record of what actions the Committee took.
6. If it is determined that a Complaint requires further inquiry or may have merit, the matter shall also be reported to the Chairman, Chief Executive Officer, and the Chief Financial Officer, so long as none of them is involved in the substance of the Complaint.
7. If a Complaint that requires further inquiry involves an accounting matter or potentially affects the Company's results of operations, or financial controls, or involves allegations of any illegality or an ethical violation, the Complaint shall also be reported separately to the Company's independent public accountants.
8. If the Committee determines that further action may be necessary, the matter shall also be reported to the Company's full Board of Directors.

9. No employee shall be subject to discipline for bringing a Complaint to the Committee's attention. Any person making a Complaint to, or filing a Complaint with, the Committee shall not be subject to retaliation for doing so. Employee contact information (if provided) will be used for the sole purpose of conducting a thorough investigation.
10. The Committee shall ensure that the Company's policy concerning Complaints for ethical violations is communicated to the Company's employees. This Complaint procedure shall be posted on the Company's website.
11. The Company shall establish a Whistleblower Hotline which shall be monitored by the office of the Company's General Counsel and shall establish and maintain a procedure pursuant to which Complaints may be made to an email address established by the Company's General Counsel.
12. Information relating to any Complaint, including results of any investigation shall be confidential, until such time as the Committee directs that the information be released.
13. This Complaint procedure shall be administered to preserve Employee confidentiality and anonymity.
14. The Chair of the Committee and the Company's General Counsel will maintain a record of all Complaints received, all investigations conducted, all evidence and materials collected, and the disposition of each matter.
15. Upon the conclusion of an investigation, the Committee will report the results of the investigation to the Board and to the Company's independent public accountants.

No Retaliation

The Company strictly prohibits retaliation against any person who makes a Complaint in good faith or participates in any investigation of a Complaint in accordance with this Policy. (See below for a discussion on bad faith Complaints.) Employees who believe they have been subjected to dismissal or retaliation for having submitted a complaint or for participating in an investigation relating to such a Complaint should immediately report the concern to either a member of the Company's Legal Department or the Committee. This includes, but is not limited to, (i) harassment; (ii) victimization; (iii) intimidation; and/or (iv) adverse employment-related consequences, which may take the form of: (a) job assignment or reassignment, in each instance with adverse or perceived adverse implications; (b) promotion with adverse or perceived adverse implications; (c) demotion; (d) compensation-related actions or inactions with adverse or perceived adverse implications; (e) training with adverse or perceived adverse implications; (f) discipline; (g) suspension; and/or (h) termination.

Any complaint of retaliation will be promptly and thoroughly investigated and, if substantiated, appropriate disciplinary action will be taken, up to and potentially including termination.

Reporting in Good Faith

This Policy is intended to protect Employees who comply with this Policy in good faith. This Policy does not protect any Employee who makes, files, or causes the making, filing of, or taking of any action with respect to, a Complaint: (i) in bad faith; (ii) not in good faith; (iii) with a malicious intent; and/or (iv) knowing that such Complaint is false or baseless (“**Bad Faith Acts**”). Filing a Complaint in which the suspected conduct reported is ultimately determined to be proper conduct does not, in and of itself, constitute a Bad Faith Act.

Engaging in a Bad Faith Act is a serious offense and a violation of this Policy. Any Employee who engages in a Bad Faith Act will be subject to appropriate disciplinary action, up to and including termination.

Confidentiality of Complaints

If the identity of any person submitting a Complaint under this Policy (a “**Reporting Person**”) is known, unless such Reporting Person has authorized the Company to disclose his or her identity, the Company shall not disclose the identity of such person unless: (1) such disclosure is determined by the Committee to be required to complete the investigation of the Complaint; (2) such disclosure is required by law; or (3) the Committee determines such Complaint was made as a Bad Faith Act. In all cases, unless otherwise determined by the Committee Chair, other members of the Committee, the Company’s General Counsel, Chief Financial Officer and outside legal counsel will have access to all information contained in the Complaint, including the Reporting Person’s identity.