

**SECOND
AMENDED AND RESTATED
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
KNIGHT-SWIFT TRANSPORTATION HOLDINGS INC.**

November 3, 2020

Recitals

The Board of Directors (the “Board”) of Knight-Swift Transportation Holdings Inc., a Delaware corporation (the “Company”), has adopted this Second Amended and Restated Charter of the Nominating and Corporate Governance Committee (this “Charter”) to be effective as of November 3, 2020. This Charter describes the duties and responsibilities of the Company’s Nominating and Corporate Governance Committee (the “Committee”) and grants the Committee the authority necessary to perform its oversight responsibility.

Charter

1. Purpose of the Committee. The purpose of the Committee is to: (a) identify and nominate for election high quality independent directors; (b) develop and implement appropriate internal corporate governance procedures; (c) oversee implementation of appropriate corporate governance procedures; (d) monitor Company operating risks and report to the Board concerning measures to mitigate those risks; (e) review and recommend to the Board action to be taken on shareholder proposals; (f) orient and train new directors; (g) review the Committee’s charter and the charters of other Board committees for compliance with corporate governance standards; (h) review from time to time the composition of the Board and Board committees; and (i) identify and recommend the election of the Lead Independent Director.

2. Qualifications of the Committee. The size of the Committee shall be determined by the Board, but shall consist of not less than three directors, each of whom shall (a) be an “Independent Director” as defined under the applicable rules and regulations of the stock market exchange on which the Company is listed, and any other applicable laws, rules, and regulations governing independence; and (b) be free of any relationship that, in the Board’s discretion, would interfere with the exercise of a member’s independent judgment. 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 in Section 5 of this Charter. Each member of the Committee will serve for a one-year period, or until his successor is elected to the Committee or is no longer a Board member. The Board may remove a member of the Committee at any time for any reason, or no reason, in the Board’s discretion.

3. Duties and Authority of the Committee. The Committee will perform the following duties in the manner and priority the Committee determines, in its sole discretion and judgment, to be appropriate under the circumstances:

- (a) Consider and recommend the criteria, qualifications, and attributes of candidates for nomination to the Board and its committees;
- (b) In coordination with the Compensation Committee, review and make recommendations to the Board regarding the compensation arrangements necessary to attract and retain qualified Independent Directors;
- (c) Annually, review and assist the Board in assessing and developing succession plans for the executive officers and other appropriate management personnel;
- (d) Select and recommend to the Board, nominees for election to director at each annual meeting of shareholders and review of candidates nominated by shareholders pursuant to the Company's Bylaws, as well as director nominees to fill vacancies arising between annual meetings of shareholders. The Committee shall consider management and shareholder recommendations for director candidates. The Committee may consider such factors as it deems appropriate, including, without limitation, business background, experience, director independence requirements, and Board diversity, in accordance with the criteria set forth in the Corporate Governance Guidelines;
- (e) Evaluate and recommend whether incumbent directors should be nominated for reelection to the Board upon expiration of such director's term;
- (f) Evaluate the various director attributes that the Board currently lacks, or needs to strengthen;
- (g) Review periodically the size of the Board and recommend to the Board any appropriate changes;
- (h) Annually review the charter and composition of each Board committee for compliance with stock exchange listing requirements (including the Audit Committee financial expert and financial literacy requirements) and other regulatory compliance, and periodically review each committee's self-evaluation process;
- (i) Develop and implement a Board orientation, training, and continuing education program;
- (j) Periodically review the Committee's Charter to ensure it reflects a commitment to effective corporate governance;
- (k) Periodically review and make recommendations to the Board concerning the adoption of corporate governance policies and principles for the Company;
- (l) Evaluate the adequacy of various Board procedures, such as the frequency of meetings, advance document distribution, contents of the Board minutes, and meeting attendance by non-directors;
- (m) If necessary or appropriate, make recommendations to the Board regarding the appointment or replacement of the Chairman of the Board and the Vice-Chairman of the Board;

- (n) Review the continued propriety of Board membership for those members who have retired or have changed the position they held when they joined the Board;
- (o) Annually, evaluate simultaneous service by Board members on multiple boards of directors, including service by any Audit Committee member on the audit committees of more than three public companies;
- (p) Cause the identity of the Lead Independent Director to be disclosed on the Company's website and in its Annual Proxy Statement, and, at the request of the Board, have the Lead Independent Director preside at all executive sessions of Independent Directors, until the Board selects a new Lead Independent Director;
- (q) Convene periodic meetings of the Independent Directors without management present;
- (r) Establish procedures and protocols for instances, where one or more directors or members of senior management is involved, directly or indirectly, in a matter on which the Board is taking action and, to the extent that any should arise, consider possible conflicts of Board members and management and make recommendations to prevent, minimize, resolve or eliminate conflicts of interest;
- (s) Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees;
- (t) Review committee assignments and the rotation of committee memberships or chairpersonships, and report recommendations to the Board;
- (u) Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such recommendations under this Charter shall not affect the right of any other committee of the Board, or any individual director, to make such a recommendation at any time;
- (v) As required, obtain advice and assistance, as needed, from internal or external legal, accounting, search firms, or other advisors, including the retention, termination, and negotiation of terms and conditions of the engagement;
- (w) Delegate responsibility to subcommittees of the Committee as necessary or appropriate;
- (x) Establish a method for third parties to contact Independent Directors and cause such method to be disclosed on the Company's website or in its Annual Proxy Statement;
- (y) Periodically, review with management the Company's enterprise operating risks (excluding financial and internal controls risks), and make recommendations to the Board and management concerning risk management practices;

(z) Periodically review with management the Company's risks associated with the independence of the Independent Directors, and make recommendations to the Board and management as appropriate;

(aa) Periodically review the Company's Corporate Governance Guidelines, attached hereto as Exhibit "A," and recommend any proposed changes to the Board of Directors for approval; and

(bb) Perform such duties and make such investigations and reports as the Board shall by resolution determine, subject to the restrictions on the Committee's power and authority as set forth in the Company's Bylaws or applicable law.

4. Access to Legal Counsel and Advisors. The Committee shall have full access to any officer of the Company, any representative of the Company's advisors, any of the Company's outside legal counsel, and if requested, to its own independent legal counsel and other advisors. The Company will pay for the legal fees and related costs of any such legal counsel and advisors. The Committee may appoint a person who is not a member of the Committee to act as the secretary for the Committee.

5. Meeting Procedures.

(a) The Committee shall meet at least twice each calendar year.

(b) 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 or other electronic means), 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.

(c) Written minutes will be maintained for each meeting of the Committee.

(d) The records and minutes of the Committee shall be confidential, but members of the Board of Directors, legal counsel, and the Company's independent auditor shall have full access to such records and minutes.

6. Other Duties. The Committee will perform such other duties as the Board may assign to it or as may be imposed by applicable law, rule, or regulation.

7. Limitation of the Committee Duties. The Committee will 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 sole discretion and judgment, believes are the most important, given the particular circumstances. In performing its functions, the Committee may rely upon information provided to it by management, the Company's auditors, legal counsel, or other outside advisors. 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 stockholder 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.

8. Availability of Charter. This Charter, any amendments thereto and any restatement of this Charter shall be posted on the Company's website and available to members of the public.

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: Ms. Kathryn Munro, Chair, Nominating and Corporate Governance 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 outside legal counsel at Ryley Carlock & Applewhite, Attn: Mr. James Brophy, One North Central Avenue, Suite 1200, Phoenix, Arizona 85004. Such communications may be done confidentially or anonymously.

EXHIBIT “A”

CORPORATE GOVERNANCE GUIDELINES

**KNIGHT-SWIFT TRANSPORTATION HOLDINGS INC.
SECOND AMENDED AND RESTATED
CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors of Knight-Swift Transportation Holdings Inc. (the “Company”) has adopted these Second Amended and Restated Corporate Governance Guidelines (the “Guidelines”) to further its goal of providing effective governance of the Company’s business and affairs for the long-term benefit of the Company’s stockholders. These Guidelines are reviewed periodically by the Nominating and Corporate Governance Committee and are revised as appropriate to ensure the effective functioning of the Board of Directors and high quality corporate governance. These Guidelines are effective as of November 3, 2020 (the “Effective Date”), and supersede all prior guidelines.

1. Director Responsibilities and Functions of the Board. The fundamental responsibility of the Board of Directors is to promote the best interests of the Company and its stockholders by overseeing the management of the Company’s business and affairs. In doing so, Board members have two basic legal obligations to the Company and its stockholders: (a) a duty of care, which generally requires that Board members exercise appropriate diligence in making decisions and in overseeing management of the Company; and (b) a duty of loyalty, which generally requires that Board members make decisions based on the best interests of the Company and its stockholders. To carry out the duties of care and loyalty, each director is obligated to keep himself or herself adequately informed about the Company and its business.
2. Other Board Functions. The Board also performs a number of specific functions, including:
 - a. Selecting an Executive Committee to act, subject to the Company’s Bylaws, when the Board is not in session;
 - b. Selecting an Audit Committee and assuring the presence on the Audit Committee of at least one financial expert and other members who are knowledgeable about financial matters;
 - c. Selecting a Compensation Committee responsible for overseeing the compensation of the Company’s senior executives and the Board and assuring the compensation policies are properly aligned with the interests of the Company and its stockholders and do not encourage excessive risk taking;
 - d. Selecting a Nominating and Corporate Governance Committee from among the Board’s members, which is responsible for identifying and nominating qualified candidates to be Board members and to assure that proper corporate governance

systems are established and maintained;

- e. Selecting other committees of the Board to perform functions designated by the Board from time to time;
 - f. Selecting, evaluating and, through the Compensation Committee of the Board, compensating the Company's Chief Executive Officer ("CEO"), and overseeing CEO succession planning;
 - g. Providing counsel on and oversight of the selection, evaluation, retention and compensation of qualified senior executives;
 - h. Reviewing, approving and monitoring important financial and business decisions and corporate actions;
 - i. Reviewing the deployment of the Company's capital and approving an annual business plan;
 - j. Advising management on significant issues facing the Company;
 - k. Ensuring processes are in place for maintaining effective corporate governance practices;
 - l. Planning for management succession;
 - m. Reviewing and establishing long term corporate goals and strategies; and
 - n. Protecting the interests of the Company's stockholders.
3. Board Meetings. It is expected that each director will make every effort to attend each Board meeting, and each meeting of any committee on which he or she sits, as well as each annual meeting of the Company's stockholders. An agenda for each Board meeting and briefing materials will, to the extent practicable in light of the timing of the matters that require Board attention, be distributed to each director prior to the meeting.
4. Director Qualification Standards. The following standards have been adopted by the Board of Directors:
- a. Independent Directors. The Board shall have a majority of Independent Directors, as that term is defined in Section 303A Corporate Governance Standards of the NYSE listing standards and applicable law. At least sixty percent (60%) of the directors shall consist of persons who are not employees of the Company or of any subsidiary of the Company, as required by the Bylaws. No director will be considered independent if he or she has a material relationship with the Company, as determined by the Board. The Board will affirmatively determine, annually, based on the recommendations and findings of the Nominating and Corporate Governance Committee, the independence of each director. Independent Directors will serve on the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and any other committee of the Board. No

organization with which a director that is not an employee or former employee of the Company or any subsidiary of the Company is affiliated and no director that is not an employee or former employee of the Company or any subsidiary of the Company shall have any consulting or advisory relationship with the Company or any subsidiary of the Company.

- b. **Limitation on Number of Other Directorships.** Service as a member of the Company's Board of Directors is significant in terms of both time and responsibility. Accordingly, each Board member is encouraged to limit the number of other boards on which he or she serves and to be mindful of his or her other existing and planned future commitments, so that such other directorships and commitments do not materially interfere with his or her service as an effective and active member of the Company's Board. Specifically, a member of the Board of Directors may serve on no more than five (5) public company boards, including the Company's Board of Directors. The CEO may serve on no more than three (3) public company boards, including the Company's Board of Directors.
- c. **Size of Board.** The Company's Bylaws provide that the Board shall consist of not fewer than three (3) or more than fifteen (15) members (with the exact number to be determined by the Board).
- d. **Director Tenure.** The Board does not want to discourage experience, but believes that deliberate Board turnover can promote good governance practices. The Company values the contribution of directors who over time have developed increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. The Board's Nominating and Corporate Governance Committee reviews each director's continuation on the Board at the time when each director is up for re-election by the Company's stockholders.
- e. **Director Retirement.** The mandatory retirement age for all directors of the Company is 75 years of age. The Board has the authority to waive the mandatory retirement age in individual cases, if in the judgment of the Board the best interests of the Company and the stockholders would be served by a waiver. Each director will resign as a director immediately prior to the Company's annual meeting of stockholders first falling after the director attains 75 years of age. The mandatory retirement age shall not apply to Jerry Moyes, so long as he is serving as a designee under The Moyes Family Stockholders Agreement dated April 9, 2017 (the "Moyes Stockholders Agreement").
- f. **Director Succession.** The Board of Directors has a duty to the Company's stockholders to identify the most qualified candidates to serve as Board members. The Board is responsible for recommending director candidates for election by the stockholders and for electing directors to fill vacancies or newly created directorships. Director candidates shall include those designees identified pursuant to the terms and conditions of the Moyes Stockholders Agreement, which are incorporated herein by this reference. The Board has delegated the screening and evaluation process for director candidates to the Nominating and Corporate

Governance Committee, which will identify, evaluate and recruit highly qualified director candidates and recommend them to the Board.

5. Selection of Director Candidates. The Board's Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on a periodic basis, the requisite skills and characteristics of potential new Board members in the context of the current make-up of the Board. This assessment will include the candidate's qualification as independent, as well as consideration of the candidate's broad-based business skills and experiences, prominence and reputation in his or her profession, concern for the interests of the stockholders, other commitments and responsibilities, personal integrity and judgment and such other matters as the Nominating and Corporate Governance Committee deems appropriate. The following sets forth the selection criteria for director candidates. The following are used as guidelines and are not absolute prerequisites for selecting director candidates:
 - a. Director candidates should be committed to the Company's basic beliefs as set forth in the Company's Code of Business Conduct and Ethics, and other standards of conduct, and shall be individuals of integrity, intelligence and strength of character, and should support and enhance the Company's core values, culture and operating model;
 - b. Non-employee director candidates should be "independent," as defined under the applicable rules and regulations of the stock market or exchange on which the Company's shares are listed, and any other applicable laws, rules, and regulations governing independence (including the Sarbanes- Oxley Act of 2002, and any regulations issued thereunder), and the Guidelines;
 - c. Director candidates should maintain the independence necessary for an unbiased evaluation of management performance;
 - d. Director candidates should be able to effectively carry out responsibilities of oversight of the Company's business and strategy;
 - e. Director candidates should have a working knowledge of corporate governance issues and the changing role of boards, together with a firm commitment to attend and participate in Board meetings and related Board activities;
 - f. Director candidates should have demonstrated management and/or business skills or experience that will contribute substantially to the management of the Company; and
 - g. Director candidates should ideally have public company experience, a financial background, experience in the transportation industry or a related industry, large organization management experience, or experience with or unique knowledge regarding technology or logistics.
6. Director Orientation and Continuing Education. The Nominating and Corporate Governance Committee will develop and oversee an orientation program for new Board

members. New non-employee directors will be provided with a variety of materials to familiarize themselves with the Company, its management structure and operations and any key legal, financial, risk management and operational issues, as well as the policies, procedures and responsibilities of the Board and its committees. New non-employee directors will also meet with members of the Company's senior management and other non-employee directors as part of their orientation. In addition, the Company will periodically provide materials to the directors on subjects that would assist them in discharging their duties.

7. **Executive Sessions of the Board.** The non-management directors of the Company will meet in executive session without management at least once each year and may meet without management at any regularly scheduled meeting of the Board of Directors or at any other time a non-management director requests. The Independent Directors of the Board will choose from among their members a lead Independent Director (the "Lead Director"). The Lead Director will preside at the executive sessions of the Board. Any third party desiring to contact the non-management directors of the Company may do so by contacting the Lead Director.
8. **Lead Director.** The duties of the Lead Director include: acting as a liaison between the Chair and the independent directors; assuring that information is disseminated timely to the Board of Directors; participating in approving and setting Board meeting agendas in cooperation with the Chair; approving Board meeting schedules to assure there is sufficient time for discussion of all agenda items; calling and chairing meetings and executive sessions of the independent directors; communicating with major stockholders and responding to stockholder and stakeholder questions directed to the Lead Director; overseeing proper functioning of the Board; communicating with the Compensation Committee and the Nominating and Corporate Governance Committee regarding key compensation, nominating and governance issues; participating in the performance review of the CEO; and acting to assist the Board to retain independent, outside consultants, if needed.
9. **Director Access to Management and Independent Advisors.** The Board has full access to any officer of the Company, any representative of the Company's advisors, and to any of the Company's outside legal counsel and other advisors.
10. **Director Compensation.** The Board of Directors, upon the recommendation of the Compensation Committee, will establish the form and amount of compensation paid to non-management Board members. Board members who are also employees of the Company receive no additional compensation for serving on the Board of Directors. The Compensation Committee reviews director compensation periodically, including information obtained from one or more third-party reports or surveys in order to compare the Company's Board compensation practices with those of other public companies of comparable size. In making its recommendation to the Board, the Compensation Committee will consider that Board members' independence may be jeopardized if Board compensation exceeds appropriate levels or if the Company makes substantial charitable contributions to organizations with which a Board member is affiliated.
11. **Management Succession.** The Nominating and Corporate Governance Committee, in

consultation with the Executive Chairman, and the CEO, will report annually to the Board of Directors on succession planning. The Board will work with the Nominating and Corporate Governance Committee, the Executive Chairman, and the CEO to evaluate potential successors to the Executive Chairman, the CEO, President, Chief Financial Officer, and other key members of executive management. The Executive Chairman and the CEO will at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

12. Annual Performance Evaluation of the Board. The Nominating and Corporate Governance Committee is responsible for developing and recommending to the Board an annual self-evaluation process of the Board designed to assure that Board members contribute to the Company's corporate governance and to its performance. The Committee will develop, approve and implement a director evaluation program to measure the individual and collective performance of the Board and the fulfillment of their responsibilities to the Company's stockholders, including an assessment of the Board's compliance with general corporate governance guidelines and identification of areas in which the Board could improve its performance.
13. Conflicts of Interest. If a director's personal interests potentially conflict with the interests of the Company, the director should disclose this conflict to the Board, disclose the nature and effect of such potential conflict, and recuse himself or herself from voting on or discussing the matter.
14. Policy on Majority Voting. A director who fails to receive the required number of votes for re-election in accordance with the Bylaws will, within five days following the certification of the stockholder vote, tender his or her written resignation to the Chair for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider such tendered resignation and, within 30 days following the date of the stockholders' meeting at which the election occurred, make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of the Committee, including, without limitation, the observed reason or reasons why stockholders voted against such director's re-election, the qualifications of the director (including, for example, whether the director serves on the Audit Committee of the Board as an "audit committee financial expert" and whether there are one or more other directors qualified, eligible and available to serve on the Audit Committee in such capacity), and whether the director's resignation from the Board would be in the best interests of the Company and its stockholders.

The Nominating and Corporate Governance Committee also will consider a range of possible alternatives concerning the director's tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address the underlying reasons reasonably believed by the Committee to have substantially resulted in such director failing to receive the required number of votes for re-election.

The Board will take formal action on the Nominating and Corporate Governance Committee's recommendation no later than 60 days following the date of the stockholders' meeting at which the election occurred. In considering the Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.

Following the Board's decision on the Nominating and Corporate Governance Committee's recommendation, the Company, within four business days after such decision is made, publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

No director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Nominating and Corporate Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Nominating and Corporate Governance Committee fail to receive the required number of votes for re-election, then the Independent Directors then serving on the Board will appoint an ad hoc committee from amongst themselves, consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations and serve in place of the Nominating and Corporate Governance Committee and perform the Committee's duties for purposes of these Guidelines. Notwithstanding the foregoing, if an ad hoc committee would have been created but fewer than three directors would be eligible to serve on it, the entire Board (other than any individual director who, in accordance with this Policy, is required to tender his or her resignation,) will make the determination to accept or reject the tendered resignation without any recommendation from the Nominating and Corporate Governance Committee and without the creation of an ad hoc committee.

15. **Directors Who Change Their Present Job Responsibility.** A director shall tender his resignation from the Board if any significant change in his or her primary job responsibilities occurs. The Nominating and Corporate Governance Committee shall review the director's continuation on the Board, in light of all the circumstances, and recommend to the Board whether the Board should accept such proposed resignation or request that the director continue to serve on the Board. The affected director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.
16. **Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.
17. **Public Announcement Policy.** In order to ensure appropriate review of press releases and other public announcements, the Company's policy is not to issue any press release or

similar public announcement without the approval of the Company's General Counsel or the Chief Financial Officer, unless under exigent circumstances where the delay required to obtain such approvals could result in significant harm to the Company or a violation of law or listing rules.

18. **Communication with Independent Directors.** Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the Chair of any of the Audit, Nominating and Corporate Governance and Compensation Committees, or to the non-management or Independent Directors as a group, may do so by: (a) addressing such communications or concerns to the Company's General Counsel, Mr. Todd Carlson, who will forward such communications to the appropriate party; or (b) sending an e-mail to the appropriate person or persons. Such communications may be done confidentially or anonymously.
19. **Review of Governance Guidelines.** The Board expects to review these Guidelines at least every two years, or as appropriate.