

**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  
One North Central Avenue, Suite 1200  
Phoenix, Arizona 85004

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](mailto:whistleblower@knighttrans.com) or [whistleblower@swifttrans.com](mailto: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](mailto: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.