

**Corporate Governance Guidelines**  
**of**  
**Swift Transportation Company**

**Updated as of December 22, 2016**

## **Corporate Governance Guidelines of Swift Transportation Company**

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Swift Transportation Company (the “Company”) to assist the Board in the exercise of its responsibilities and to promote the effective functioning of the Board and its committees. The Guidelines are not intended to change or interpret any Federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Company’s Certificate of Incorporation or Bylaws. The Guidelines are subject to modification from time to time by the Board and will be reviewed by the Nominating and Corporate Governance Committee at least annually.

A current version of the Guidelines will be posted on the Company’s website.

### **THE BOARD**

#### **Role of Directors**

A Director is expected to spend the time and effort necessary to properly discharge such Director’s responsibilities. Accordingly, a Director is expected to regularly attend meetings of the Board and committees on which he or she serves, and to review in advance material distributed for such meetings. In addition, a Director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and the competition it faces, to ensure active and effective participation in the deliberations of the Board and the committees on which he or she serves.

A Director is also expected to comply with the Company’s Code of Business Conduct and Ethics (the “Code”). Certain portions of the Code deal with activities of Directors, particularly with respect to potential conflicts of interest, the taking of corporate opportunities for personal use (except as otherwise provided in the Company’s Certificate of Incorporation), and transactions in the securities of the Company. Directors should be familiar with the Code’s provisions in these areas and should consult with the Company’s General Counsel in the event any questions or issues arise.

#### **The Board’s Goals**

The business and affairs of the Company shall be managed by or under the direction of the Board. The Board’s goal is to oversee and direct management in building long-term value for the Company’s stockholders. In pursuing this goal, one of the Board’s principal roles is to select and oversee a well-qualified and responsible CEO and executive team to manage the Company. In addition to serving the long-term interests of stockholders, the Board’s goal is to assure the vitality of the Company for its customers, clients, employees and the communities in which it operates, including the promotion of the highest ethical standards.

To achieve these goals, the Board monitors both the performance of the Company (in relation to its goals, strategy and competitors) and the performance of the Chief Executive Officer and the executive team.

### **Conflicts of Interest**

If a Director's personal interests potentially conflict with the interests of the Company, a Director should bring this conflict to the Board's attention, disclose the nature and effect of such potential conflict and recuse himself or herself from voting on or discussing the matter.

### **Chair of the Board**

The Board requires the separation of the offices of the Chair of the Board (the "Chair") and the Chief Executive Officer ("CEO"). The Board shall be free to choose its Chair in any way that it deems best for the Company at any given point in time, provided that the Chair shall not be the CEO or other employee of the Company. In addition, so long as the CEO (or if there is no CEO, then the person performing the duties of the CEO) is a Permitted Holder or Affiliated Person (as such terms are defined in the Company's Certificate of Incorporation), the Chair shall be an Independent Director (as defined in the Company's Certificate of Incorporation).

The Chair shall preside at all meetings of the stockholders and of the Board as a whole, and shall perform such other duties, and exercise such powers, as from time to time shall be prescribed in the Company's Bylaws or by the Board of Directors.

The Chair's duties will include:

- presiding at all executive sessions of the Independent Directors if the Chair is an Independent Director;
- presiding at all meetings of the Board and the stockholders;
- coordinating the activities of the Independent Directors if the Chair is an Independent Director;
- preparing Board meeting agendas in consultation with the CEO and the Lead Independent Director if there is one, and coordinating Board meeting schedules;
- authorizing the retention of outside advisors and consultants who report directly to the Board;
- requesting the inclusion of certain materials for Board meetings;
- consulting with respect to, and where practicable receiving in advance, information sent to the Board;

- collaborating with the CEO and the Lead Independent Director if there is one, in determining the need for special meetings;
- communicating to the CEO, together with the Lead Independent Director and the Chair of the Compensation Committee, the results of the Board's evaluation of the CEO's performance;
- responding directly to stockholder and other stakeholder questions and comments that are directed to the Chair or, if the Chair is an Independent Director, to the Independent Directors as a group; and
- performing such other duties as the Board may delegate from time to time.

### **Lead Independent Director**

If the Chair is not an Independent Director, the Company's Independent Directors will designate one of the Independent Directors on the Board to serve as a Lead Independent Director (the "Lead Independent Director"). The Lead Independent Director's duties will include:

- presiding at all executive sessions of the Independent Directors;
- presiding at meetings of the Board at which the Chair is not present;
- coordinating the activities of the Independent Directors;
- preparing Board meeting agendas in consultation with the Chair and the CEO, and coordinating Board meeting schedules;
- authorizing the retention of outside advisors and consultants who report directly to the Board;
- requesting the inclusion of certain materials for Board meetings;
- consulting with respect to, and where practicable receiving in advance, information sent to the Board;
- collaborating with the Chair and the CEO in determining the need for special meetings;
- acting as liaison for stockholders between the Independent Directors and the Chair, as appropriate;
- communicating to the CEO, together with the Chair of the Compensation Committee, the results of the Board's evaluation of the CEO's performance;

- responding directly to stockholder and other stakeholder questions and comments that are directed to the Lead Independent Director or to the Independent Directors as a group; and
- performing such other duties as the Board may delegate from time to time.

### **Size of the Board**

The Board believes that it should generally have not fewer than five and not more than nine Directors. The Board believes this range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could, however, be increased or decreased if determined to be appropriate by the Board.

### **Selection of New Directors**

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider advice and recommendations from others as it deems appropriate.

The Nominating and Corporate Governance Committee will consider candidates recommended by stockholders. In considering candidates submitted by stockholders, the Nominating and Corporate Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Nominating and Corporate Governance Committee may establish procedures, from time to time, regarding stockholder submission of candidates.

### **Board Membership Criteria**

The Nominating and Corporate Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members.

The Nominating and Corporate Governance Committee may apply several criteria in selecting nominees. The Committee shall consider all factors it deems appropriate, including whether each such nominee has the experience, knowledge or skills useful to the oversight of the Company's business, and the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities. Additional factors which the Committee may consider include a candidate's specific experiences and skills, relevant industry background and knowledge, time availability in light of other commitments, age, potential conflicts of interest, material relationships with the Company, and independence from management and the Company. The Nominating and Corporate Governance Committee also may seek to have the Board represent a diversity of backgrounds, experience and other qualifications.

## **Director Tenure and Retirement**

The Company does not have established term limits or a set retirement age for Directors. The Company's policy regarding Director tenure and retirement is determined on a case-by-case basis depending upon various factors, including the age and experience of the Director and his or her history of service on the Board.

Directors will be considered by the Board for re-election annually.

## **Stock Ownership Guidelines**

The Board believes that it is important for each Director to have a financial stake in the Company to help align the Director's interests with those of the Company's stockholders. To meet this objective, each Director who is not an employee of the Company shall be expected to own Common Stock and/or fully vested restricted stock units in accordance with policies from time to time recommended by the Compensation Committee and approved by the Board.

## **Other Public Company Directorships**

The Company does not have a policy limiting the number of other public company boards of directors upon which a Director may sit, in general. However, the Nominating and Corporate Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member. In addition, the Corporate Governance Committee will consider whether the other public company is a competitor or supplier to the Company.

Although the Company does not impose a limit on outside directorships, it recognizes the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at meetings. Directors should also advise the Chair of the Nominating and Corporate Governance Committee before accepting a seat on the board of another for-profit corporation, particularly those that may result in significant time commitments, a change in the Director's relationship to the Company or involve a company that is a competitor or supplier.

## **Independence of the Board**

Other than the CEO of the Company and up to one additional non-Independent Director, the Board shall consist entirely of Directors who qualify as Independent Directors; provided that at least 2/3 of the Board shall be Independent Directors. All Directors serving on the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee must be Independent Directors, and, in the case of the Compensation Committee, each Director must also meet the definition of "outside Director" as defined by Section 162(m) of the Internal Revenue Code and "Non-Employee Director" as defined by Rule 16b-3 of the Exchange Act.

The Board shall review annually the relationships that each Director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those Directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the governance standards of the New York Stock Exchange (the “NYSE”) applicable to directors (but not applicable to directors by virtue of such director being a member of a committee of the Board of Directors), or if the Company is not an NYSE listed company, such other exchange or trading system on which the Company is primarily listed or under applicable law. In addition, in making any such determination, the Board shall also take into account any relationships each Director has with any officer or employee of the Company. In the event that a Director becomes aware of any change in circumstances that may result in such Director no longer being considered independent under the relevant listing rules or under applicable law, the Director shall promptly inform the Chair of the Nominating and Corporate Governance Committee.

### **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 Governance Committee.

The Nominating and Governance Committee will consider such tendered resignation and, within 30 days following the date of the stockholders’ meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Nominating and 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 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 and cure 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 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 Governance Committee's recommendation, the Company, within four business days after such decision is made, will 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 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 Governance Committee fails to receive the required number of votes for re-election, then the Independent Directors then serving on the Board who were elected at the stockholders' meeting at which the election occurred, and the Independent Directors, if any, who were not standing for election at such stockholders' meeting, 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 Governance Committee and perform the Committee's duties for purposes of this Policy. 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 Governance Committee and without the creation of an ad hoc committee.

### **Directors Who Change Their Present Job Responsibility**

A Director shall tender his resignation from the Board in the event of any significant change in their primary job responsibilities. 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.

### **Board Compensation**

A Director who is also an officer of the Company shall not receive additional compensation for such service as a Director.

The Company believes that compensation for non-employee Directors should be competitive and, in order to more closely align the interests of Directors with those of stockholders, should encourage increased ownership of the Company's stock through the payment of a portion of Director compensation in Company stock, options to purchase Company stock or similar compensation. The Compensation Committee will periodically review the level and form of the Company's Director compensation. Such review will also include a review of both direct and indirect forms of compensation to the Company's Directors, including any charitable contributions by the Company to organizations in which a Director is affiliated and consulting or other similar arrangements between the Company and a Director. The full Board shall set the level and form of Director compensation, taking into account the recommendations of the Compensation Committee.

Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company; provided, however, that a member of the Audit Committee may also receive fixed amounts of compensation under a retirement plan (including deferred compensation) from the Company for prior service with the Company so long as such compensation is not contingent in any way on continued service.

### **Self-Evaluation by the Board**

The Nominating and Corporate Governance Committee will sponsor an annual self-assessment of the Board's performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board believes the Board can make a better contribution to the Company. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

### **Board Access to Management and Advisors**

Directors shall have full access to any member of management for the purpose of understanding issues facing the Company. In addition, the Board encourages management to bring into Board meetings from time to time (or otherwise make available to Board members) individuals who can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas or individuals with future potential that senior management believes should be given exposure to the Board.

Each committee established by the Board shall have the authority to retain independent advisors; further, by a majority vote, the Board, non-employee Directors, or Independent Directors may also retain independent advisors, the cost of which such advisors shall be

paid by the Company. Directors have complete access to the Company's independent auditors and internal auditor.

### **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.

### **Board Interaction with Institutional Investors, Analysts, Press and Customers**

The Board believes that under ordinary circumstances management should speak for the Company. Directors should refer all inquiries from institutional investors, analysts, the press, customers or clients to the CEO, Chief Financial Officer, or General Counsel or his or her designee.

### **Board Orientation and Continuing Education**

The Company shall provide new Directors with a Director orientation program to familiarize such Directors with, among other things, the Company's business; strategic plans; significant financial, accounting and risk management issues; compliance programs; conflicts policies; code of ethics; the Guidelines; principal officers; internal auditors, and independent auditors. Directors are encouraged to attend, at Company expense, continuing educational programs to further their understanding of the Company's business and enhance their performance on the board.

### **Director Attendance at Annual Meetings of Stockholders**

Directors are invited and encouraged to attend the Company's annual meeting of stockholders.

## **BOARD MEETINGS**

### **Frequency of Meetings**

The Board shall meet as frequently as needed for Directors to discharge their responsibilities. At least four regularly scheduled meeting of the Board should be held each year, generally on a quarterly basis.

### **Selection of Agenda Items for Board Meetings**

The Chair, in consultation with the CEO and the Lead Independent Director, if there is one, shall prepare the agenda for each Board meeting. Each committee Chair, in consultation with appropriate members of the committee and with management, shall prepare the agenda for each committee meeting. Any Board member may suggest inclusion of additional items on the agenda and may raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

## **Separate Sessions of Independent Directors**

The Independent Directors of the Company shall meet in executive session without management present on a regular basis, but generally not less frequently than quarterly. If the Chair is an Independent Director, then the Chair, or if the Chair is not an Independent Director, then the Lead Independent Director, shall preside at such executive sessions. These executive sessions shall serve as the forum for, among other things, the open and critical discussion and evaluation of the Company's management and discussion of management succession plans.

## **Board Materials Distributed in Advance**

Information and materials that are important to the Board's or a committee's understanding of the agenda items and other topics to be considered at a Board or committee meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the Directors. In the event of a pressing need for the Board or a committee to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

At each regular quarterly Board meeting, the Board should receive reports on the overall financial and operating performance of the Company as a whole. In addition, management is encouraged to provide the Board with other presentations on important aspects of the business and business/regulatory environment, including presentations from divisional executives.

## **COMMITTEE MATTERS**

### **Number and Names of Board Committees**

The Company shall have three standing committees: Audit, Nominating and Corporate Governance, and Compensation. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee (except for the three above-named standing committees) depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

### **Independence of Board Committees**

The Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and applicable listing requirements necessary for an assignment to any such committee. All other standing Board committees shall be chaired by Independent Directors.

## **Assignment and Rotation of Committee Members**

The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chair and the Lead Independent Director, if there is one, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the Chair and members to the committees on an annual basis.

The Nominating and Corporate Governance Committee shall annually review the committee assignments and shall consider the rotation of the Chair and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various Directors.

## **LEADERSHIP DEVELOPMENT**

### **Evaluation of Chief Executive Officer**

The Board, acting through the Compensation Committee, will annually conduct an evaluation of the performance of the CEO. The Compensation Committee shall establish policies, principles and procedures for the evaluation of the CEO. Such evaluation shall be based on objective criteria, including performance of the Company, accomplishment of long-term strategic objectives and development of management. The evaluation shall solicit the views of the Independent Directors regarding the CEO's performance. The Chair of the Compensation Committee and the Chair shall communicate the evaluation to the CEO.

The Compensation Committee also is responsible for setting annual and long-term performance goals and compensation for the direct reports to the CEO. These decisions are approved or ratified by action of the outside Directors of the Board at a meeting or executive session of that group.

### **Succession Planning**

On an annual basis, the Board shall review a management succession plan, developed by the Chair and the CEO, which plan shall include emergency CEO succession, CEO succession in the ordinary course of business and succession for other members of senior management. The plan shall include an assessment of senior manager experience, performance, skills and planned career paths.

## **OTHER**

### **Policy on Stockholder Rights Plans**

The Board has adopted a statement of policy that it shall seek and obtain stockholder approval before adopting a stockholder rights plan; provided, however, that the Board may determine to act on its own to adopt a stockholder rights plan, if, under the circumstances, the Board, including the majority of the Independent Directors, in its

exercise of its fiduciary responsibilities, deems it to be in the best interest of stockholders to adopt a stockholder rights plan without the delay in adoption that would come from the time reasonably anticipated to seek stockholder approval. If the Board were ever to adopt a stockholder rights plan without prior stockholder approval, the Board would either submit the stockholder rights plan to stockholders for ratification, or would cause the stockholder rights plan to expire, within one year.

The Nominating and Corporate Governance Committee will review this policy statement on an annual basis, and report to the Board any recommendations it may have concerning the policy.

### **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 in a violation of law or listing rules.

### **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 any of the Audit, Nominating/Corporate Governance and Compensation Committees, or to the non-management or Independent Directors as a group, may do so by (1) addressing such communications or concerns to the Company's General Counsel, 2200 S. 75<sup>th</sup> Avenue, Phoenix, AZ, 85043, who will forward such communications to the appropriate party, or (2) sending an e-mail to [boardcommittee@swifttrans.com](mailto:boardcommittee@swifttrans.com). Such communications may be done confidentially or anonymously.

### **Review of Governance Guidelines**

The Board expects to review these guidelines at least every two years as appropriate.