

U.S. XPRESS ENTERPRISES, INC.
CHARTER
OF THE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

RECITALS

The Board of Directors (the “Board”) of U.S. Xpress Enterprises, Inc., a Nevada corporation (the “Company”), has adopted this Charter of the Governance Committee (this “Charter”). This Charter describes the duties and responsibilities of the Governance Committee (the “Committee”) of the Company and grants the Committee the authority necessary to perform its oversight responsibility.

CHARTER

1. Purposes of Committee. The primary purposes of the Committee are to (a) make recommendations to the Board concerning the composition and structure of the Board, (b) identify individuals qualified to become Board members, (c) recommend to the Board the director nominees for the next annual meeting of stockholders and in the event of any vacancies on the Board, (d) develop and recommend to the Board a set of corporate governance principles applicable to the Company, and (e) make recommendations to the Board on matters of Chairman of the Board, Chief Executive Officer (“CEO”), and President succession.

2. Qualifications and Appointment of Committee Members. The Committee shall consist of not less than two directors, each of whom shall (a) meet the independence requirements of The New York Stock Exchange (“NYSE”) listing standards (or replacement standards or other listing standards applicable to the Company) and any other applicable laws, rules, and regulations governing independence (including the Sarbanes-Oxley Act of 2002); (b) qualify as a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934; and (c) be free of any relationship that, in the Board’s discretion, would interfere with the member’s independent judgment.

The members of the Committee shall be appointed by the Board. A member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings

3. Duties and Authority of the Committee. Subject to the third sentence of Paragraph 6, 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) Develop and recommend to the Board for adoption an annual self-evaluation process of the Board;

(b) Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of 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;

(c) Consider and recommend to the Board the optimum size, classifications, diversity of the Board, terms of office of nominees, and members and criteria for Board and committee membership;

(d) Establish procedures for identifying and recruiting potential nominees for directorship who meet the criteria for Board membership set forth in Exhibit A (*Criteria for Board of Directors*) hereto and such other criteria as may be established from time to time by the Committee and Board, and periodically review and assess such procedures and criteria and recommend changes to the Board as appropriate and when necessary;

(e) Evaluate each individual director nominee in the context of the Board as a whole with the objective of recommending a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment. The Committee shall consider the diversity of the Board in identifying and recruiting potential nominees for directorship. Such consideration shall include each individual's ability to enhance differences of viewpoint, professional experience, education, skill, and other individual qualities among the members of the Board. The Committee shall also review all potential director nominees, including those properly submitted by stockholders, in accordance with the requirements of this Charter, rules and regulations of the U.S. Securities and Exchange Commission, and NYSE listing standards;

(f) Evaluate whether incumbent directors should be nominated for reelection to the Board upon expiration of such director's term. In evaluating incumbent directors, the Committee shall apply the factors specified in Paragraphs 3(d) and 3(e) above and also may consider the director's past attendance at, and participation in, meetings and contributions to the activities of the Board;

(g) Annually present to the Board a list of individuals who meet the criteria for Board membership and who are recommended for nomination for election to the Board at the annual meeting of stockholders. The Committee also considers suggestions received from stockholders regarding director nominees in accordance with any procedures adopted from time to time by the Committee;

(h) In the event of a vacancy on the Board, present to the Board, a list of individuals who meet the criteria for Board membership and who are recommended for

nomination for election to the Board;

(i) Review continued appropriateness of Board membership of those members who retire or change the position they held when they joined the Board;

(j) Consider and recommend to the Board a succession plan for the Chairman of the Board, CEO, and President;

(k) Recommend the functions of the various committees of the Board, the members of the committees, and the chairpersons of the committees;

(l) Conduct a periodic review of the Committee's performance, assess periodically the adequacy of this Charter, and recommend changes to the Board as needed;

(m) Periodically review the charters of Board committees to ensure they reflect a commitment to effective corporate governance and make recommendations of any changes to the Board for approval;

(n) Periodically review and make recommendations to the Board concerning the adoption of corporate governance policies and principles for the Company;

(o) Periodically make recommendations to the Board concerning orientation, training, and continuing education of members of the Board and various committees of the Board;

(p) Periodically review and assess the effectiveness of the Committee's policies with respect to the consideration of diversity in identifying director nominees;

(q) To the extent they should arise, consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate conflicts of interest;

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

(s) As it deems appropriate, in its sole discretion, retain, obtain the advice of, and terminate legal counsel, consultants, and other advisors (such counsel, consultants, and advisors collectively, "outside advisors") that advise the Committee. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any outside advisors retained by the Committee, including the approval of, in the Committee's sole discretion, the reasonable compensation, fees, and other retention terms for such outside advisors. The Company shall provide appropriate funding and pay for the cost of any such outside advisors;

(t) Form and delegate responsibility to subcommittees of the Committee as

necessary or appropriate, provided that no subcommittee will hold any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

(u) Periodically evaluate the design and effectiveness of the processes in place to perform and review the Company's enterprise-wide risk assessments; and

(v) Review and make recommendations concerning the leadership structure of the Board.

In discharging its duties, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company.

4. Meeting Procedures.

(a) The Committee shall meet at such times as may be necessary and as circumstances dictate. It is anticipated that Committee meetings will be held in conjunction with selected Board meetings. Special meetings of the Committee may be called by the chairperson of the Committee or the Chairman of the Board.

(b) Members of the Committee shall endeavor to attend all meetings of the Committee. Pursuant to the Company's Bylaws, the Board may designate one or more directors as alternate members of the Committee who may replace any absent or disqualified member at any Committee meeting. A majority of the whole Committee shall be present in person, by telephone, or by video conference at any Committee meeting in order to constitute a quorum for the transaction of business at such meeting; provided, however, that in the event the Committee is comprised of two members only, then two members shall constitute a majority of the whole Committee and shall be present in person, by telephone, or by video conference at any Committee meeting in order to constitute a quorum for the transaction of business at such meeting. In the absence of a quorum from any Committee meeting, a majority of the members present thereat will adjourn such meeting from time to time to another time or place, without notice other than announcement at the meeting, until a quorum shall be present thereat. The Committee is governed by the same rules regarding meetings (including meetings by telephone or video 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 Nevada.

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

5. 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.

6. Limitation of Committee Duties. The Committee will exercise its business judgment in performing its duties under this Charter, including the duties outlined in Paragraph 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, or 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 Nevada corporation under Title 7 of the Nevada Revised Statutes. 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.

* * * * *

As adopted by the Board of Directors on [●], 2018

EXHIBIT A

CRITERIA FOR BOARD OF DIRECTORS

The Governance Committee (the “Committee”) of U.S. Xpress Enterprises, Inc. (the “Company”) shall consider many factors when evaluating the suitability of, and selecting, individual director nominees. The following criteria should be used as guidelines and not absolute prerequisites for selecting director nominees.

- All director nominees should be committed to the Company’s basic beliefs as set forth in the Company’s Code of Conduct and Ethics and shall be individuals of integrity, intelligence, and strength of character;
- All director nominees should have reputations, both personal and professional, consistent with the image and reputation of the Company;
- All director nominees should have strong leadership skills;
- All director nominees should have the ability to exercise sound business judgment;
- All director nominees should have relevant expertise and experience, including educational or professional backgrounds and should be able to offer advice and guidance to management of the Company based on that expertise and experience;
- All director nominees should have a willingness to commit the necessary time and effort to attend and participate in board meeting and related board activities, and also to ensure an active board of directors whose members work well together;
- No director nominee should serve as a director of more than five (5) public companies, including the Company;
- No director nominee who is also the CEO of the Company should serve as a director of more than three (3) public companies, including the Company;
- To the extent necessary to ensure that a majority of the board of directors is independent, non-employee director nominees should be “independent” as defined by NYSE Rule 303A.02 (or any successor rule), qualify as a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934, be free of any relationship that, in the board of director's discretion, would interfere with the member's independent judgment, and comply with all of the Company's corporate governance guidelines and principles as amended from time to time;
- At least three members of the board of directors satisfy the audit committee membership criteria specified in NYSE Rule 303A.07, at least one member of the board of directors eligible to serve on the audit committee is financially sophisticated within the meaning of NYSE Rule 303A.07 and qualifies as a “financial expert” in accordance with Item 407 of Regulation S-K (or any successor rules, items, or regulations), and at least two members of the board of directors satisfy the compensation committee membership criteria specified in NYSE Rule 303A.05 and the independence criteria of Rule 10C-1(b)(1) of the Exchange Act;
- All members of the governance committee shall (a) meet the independence requirements of the NYSE listing standards (or replacement standards or other listing standards applicable to the Company) and any other applicable laws, rules, and regulations governing independence (including the Sarbanes-Oxley Act of 2002); (b) qualify as a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934; and (c) be free of any relationship that, in the Company’s Board of Director’s discretion,

would interfere with the member's independent judgment.

- All director nominees shall meet any requirements set forth in the Company's bylaws and applicable law, rules, or regulations;
- Non-employee director nominees also should maintain the independence necessary for an unbiased evaluation of management performance;
- Non-employee director nominees should effectively oversee the Company's strategy, goals, and progress;
- Non-employee director nominees should have a working knowledge of corporate governance issues and the changing role of boards;
- Non-employee director nominees should have demonstrated management and/or business skills or experience that will contribute substantially to the management of the Company;
- Non-employee director nominees should have a general understanding of marketing, finance, and other disciplines relevant to the success of a publicly traded company in today's business environment;
- Non-employee director nominees should have an understanding of the Company's business and the general trucking or transportation industry, or the willingness and ability to develop such an understanding; and
- All director nominees also shall comply with any additional criteria determined by the Committee from time to time to be necessary.

All director nominees will be evaluated and selected consistent with the Company's policy of nondiscrimination.