

U.S. XPRESS ENTERPRISES, INC.

**FIRST AMENDED AND RESTATED CHARTER
OF THE COMPENSATION 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 First Amended and Restated Charter of the Compensation Committee (this “Charter”). This Charter describes the duties and responsibilities of the Compensation 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 purpose of the Committee is to aid the Board in discharging its responsibilities relating to the compensation of the Company's executive officers, including the chief executive officer (“CEO”). The Committee has overall responsibility for evaluating and approving the Company's compensation plans, policies, and programs as they relate to executive officers. The Committee also is responsible for carrying out the duties set forth below.

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”); (b) qualify as a "non-employee director" as defined in Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”); and (c) be free of any relationship or affiliation with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company 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 based on recommendations by the Company’s Governance Committee. 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. The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Paragraph 1 of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee also shall carry out any other responsibilities and duties delegated

to it by the Board from time to time related to the purposes of the Committee outlined in Paragraph 1 of this Charter. Subject to the foregoing, the Committee shall:

(a) Annually review and determine (i) the annual compensation, including amounts and terms of base salary, bonus, incentive compensation, perquisites, and all other compensation of the CEO, and (ii) the corporate goals and objectives relevant to compensation of the CEO. The Committee shall evaluate the CEO's performance in light of these goals and objectives, and approve compensation in accordance therewith, during which time the CEO may not be present for such Committee deliberations and voting on CEO compensation;

(b) Annually review and approve the annual compensation, including amounts and terms of base salary, bonus, incentive compensation, perquisites, and all other compensation for the Company's executive officers;

(c) Prepare an annual Committee Report as required by U.S. Securities and Exchange Commission ("SEC") rules to be included in the Company's proxy statement or annual report on Form 10-K stating that the Committee has reviewed and discussed the Compensation Discussion and Analysis ("CD&A") with management and based on that review and discussion, recommended to the Board that the CD&A be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement;

(d) At least annually, review the compensation philosophy of the Company with respect to the Company's executive officers;

(e) Recommend to the Board the compensation for directors (including retainer, committee and committee chair fees, equity-based awards, and other similar items, as appropriate);

(f) With respect to the executive officers, review and approve employment agreements, severance arrangements, and change in control agreements and provisions when, and if appropriate, as well as any special supplemental benefits;

(g) Review and approve incentive-based compensation plans and, as required by the Company's 2018 Omnibus Incentive Plan, any successor plans thereto, or any other equity-based plans, establish criteria for the terms of awards granted to participants under such plans, grant awards in accordance with such criteria, and exercise all authority granted to the Committee under such plans, or by the Board in connection with such plans; provided that (i) such review and approval shall be limited to cash incentive-based compensation for executive officers and with respect to equity-based plans, awards the Committee is required to approve pursuant to the terms of such plans and (ii) the Committee shall recommend to the Board any material amendments to the incentive and equity-based plans for which stockholder approval is required;

(h) Establish and periodically review policies and programs concerning perquisite benefits, non-cash or other benefits for the executive officers;

(i) Conduct an annual review of the Committee's performance, assess

annually the adequacy of this Charter, and recommend changes to the Board as needed;

(j) Determine stock ownership guidelines for directors, the CEO, and other executive officers and monitor compliance with such guidelines;

(k) Advise the Board on management proposals to stockholders on executive compensation matters, including the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement. The Committee shall oversee management's engagement with stockholders and proxy advisory firms on executive compensation matters, and shall review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practice;

(l) Regularly report to the Board on the Committee's activities;

(m) Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms, compensation specialists, or other advisors, including the retention, termination, and negotiation of terms and conditions of the assignment;

(n) Establish, or recommend to the Board, policies with respect to "insider" trading, hedging, and pledging of Company stock, including policies to assure that directors and officers are aware of and comply with the reporting requirements of Section 16(a) of the Exchange Act and the short-swing profit provisions of Rule 16(b)-3(d) of the Exchange Act, and periodically review compliance with such policies;

(o) Approve, recommend to the Board or oversee, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees;

(p) Periodically review the succession and development plans for the executives and other key employees;

(q) 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;

(r) As it deems appropriate, in its sole discretion, retain, obtain the advice of, and terminate compensation consultants, legal counsel, and other advisors (such consultants, counsel, 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 must provide appropriate funding and pay for the cost of any such outside advisors;

(s) The Committee shall retain and/or receive advice from an outside advisor (other than subject to exceptions under NYSE listing requirements), only after assessing their independence and any actual or potential conflicts of interest of such advisors in accordance with the rules of the Securities and Exchange Commission and the listing requirements of the NYSE; and

(t) Consider, on at least an annual basis, whether the risks arising from the Company's compensation policies and overall actual compensation practices are reasonably likely to have a material adverse effect on the Company.

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 at least two times per year. 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. The Committee may meet in person, by telephone, or by video conference, and may take action by unanimous written consent.

(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) The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet as regularly scheduled notwithstanding the absence of such members, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

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

5. Other Duties. The Committee shall 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 shall 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.

7. Delegation. The Committee may delegate authority to act upon specific matters within defined parameters to a subcommittee consisting of one or more members of the Committee, consistent with applicable law. Any such subcommittee shall have a charter and shall report any action to the full Committee at the next meeting. In addition, to the extent permitted by applicable law, as appropriate, the Committee may, if and to the extent determined by the Committee, delegate to management or management committees certain of its duties and responsibilities, including the authority to determine the individual amounts of grants to employees of the Company other than executive officers (although such person may not approve grants to him/herself) as defined by Rule 3b-7 under the Exchange Act.

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As adopted by the Board of Directors on May 9, 2019