



## ARCBEST CORPORATION AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

### CHARTER

#### I. PURPOSE

The Audit Committee is appointed by the Board of Directors (the “Board”) of ArcBest Corporation (the “Company”) to represent and assist the Board by fulfilling oversight responsibilities relating to:

- the integrity of financial reports and related financial information provided by the Company to the public and the Securities and Exchange Commission (“SEC”);
- the Company’s systems of internal controls regarding finance, accounting and compliance with policies, including ethics policies, that management and the Board have established;
- the performance of the Company’s internal audit function and the accounting and financial reporting functions.
- the Company’s risk management policies and processes to identify, monitor, and manage significant risk exposures;
- the Company’s compliance with legal and regulatory requirements.

The Audit Committee is also responsible for the appointment, termination, compensation, evaluation and oversight of the Company’s independent auditor, including review of the independent auditor’s qualifications, performance and independence.

The role of the Audit Committee is one of oversight, and certain of its members are not accountants or auditors by profession or experts in the fields of accounting or auditing. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements, and for maintaining appropriate accounting and financial reporting principles and policies and internal controls, including disclosure controls, and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The Company’s independent auditor is responsible for planning and carrying out a proper audit of the Company’s annual financial statements, reviews of the Company’s quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures. The Audit Committee is entitled to rely on the integrity of management and the internal and external auditors, and the accuracy of their information.

To fulfill its responsibilities and duties, the Audit Committee will carry out the activities enumerated in section IV of this Audit Committee Charter (the “Charter”). The Audit Committee shall have the authority to take any and all actions that it deems necessary to carry out its functions.

In fulfilling its duties, the Audit Committee and its members shall have unrestricted access to management, the internal auditors and the independent auditors, as well as the resources and authority necessary to discharge its duties and responsibilities.



## II. COMPOSITION

The Audit Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be an independent director, and free from any relationship including the acceptance of consulting, advisory or other compensatory fee from the Company, other than in the member's capacity as a member of the Board or the Audit Committee. Determination of independence shall be based on the definition of "Independent Director" contained in the rules issued by NASDAQ or any other exchange on which the Company's stock is listed (the "Exchange Rules") and the SEC's regulations. All members of the Audit Committee shall meet the applicable requirements under SEC regulations and of the Exchange Rules. Additionally, at least one member of the Audit Committee shall, based on the determination of the Board, qualify as an "audit committee financial expert" as defined by SEC regulations and shall meet the related experience requirements of the Exchange Rules. Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Audit Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

An audit committee financial expert shall not be deemed an "expert" for any purpose, including for purposes of Section 11 of the Securities Act of 1933. The designation of an Audit Committee member as an audit committee financial expert does not impose any duties, obligations or liability on the audit committee financial expert that are greater than those imposed on other Audit Committee members, nor does it affect the duties, obligations or liability of any other Audit Committee member.

The members of the Audit Committee shall be appointed by the Board annually. The Nominating/Corporate Governance Committee shall identify and recommend one member as the Chairman of the Audit Committee to the Board for its approval. The Board shall have the power at any time to change the membership of the Audit Committee. Any vacancy on the Audit Committee will be filled by, and any member of the Audit Committee may be removed with or without cause by, an affirmative vote of a majority of the Board, provided that any new member satisfies the applicable independence and other requirements.

Audit Committee members will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.

## III. MEETINGS

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. Special meetings of the Audit Committee may be called by the Chair of the Board or by the Chair of the Audit Committee, with notice of any such special meeting to be given in accordance with the Company's bylaws. A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business by the Audit Committee. The act of a majority of the members of the Audit Committee present at any meeting at which a quorum is in attendance shall be an act on behalf of the Audit Committee, unless the act of a greater number is required by law, the Company's certificate of incorporation, or the Company's bylaws. Meetings may, at the discretion of the Audit Committee, include other directors, members of the Company's management, independent advisers and consultants or any other persons whose presence the Audit Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Audit Committee, but may not participate in any discussion or deliberation unless invited to do so by the Audit Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Audit Committee may also exclude from its meetings any persons it deems appropriate.

As part of its job to foster open communication, the Audit Committee should meet at least annually with management, the chief internal auditor and the Company's independent auditor in separate executive



sessions to discuss any matters that the Audit Committee or each of these groups believe should be discussed privately. In addition, the Audit Committee, or at least its Chair, should meet (either in person or by telephone) with the independent auditor, the chief internal auditor and management on a quarterly basis.

#### **IV. RESPONSIBILITIES AND DUTIES**

##### **A. As to the Independent Auditor**

1. Be directly responsible and have sole authority for the appointment, termination, compensation, evaluation, and oversight of the work of the Company's independent auditor, including resolution of disagreements between management and the auditor regarding financial reporting.
2. Annually, confirm with the independent auditor that they report directly to the Audit Committee in its capacity as a committee of the Board, and that the Audit Committee is directly responsible and has the sole authority for the appointment, termination, compensation, evaluation, and oversight of the auditor, including resolution of disagreements between management and the auditor regarding financial reporting, and that the Audit Committee has ultimate authority to approve all audit engagement fees and terms. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor.
3. Review the performance and qualifications of the Company's independent auditor. At least annually, obtain and review a report by the independent auditors relating to (a) the audit firm's quality-control procedures, (b) any material issues raised by the most recent quality-control review, peer review or review by the Public Company Accounting Oversight Board ("PCAOB"), of the firm, (c) any material issues raised by any inquiry or investigation of the firm by governmental or professional authorities, and (d) any steps taken to deal with any such issues.
4. Pre-approve all audit and permissible non-audit services provided by the independent auditor, and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the independent auditor. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any Audit Committee member to whom pre-approval authority is delegated must be presented to the full Audit Committee at its next scheduled meeting.
5. Review and discuss with the Company's independent auditor the scope of the annual audit with particular attention to changes in audit scope and the reasons for such changes.
6. Review and discuss with the Company's independent auditor the results of the independent audit as well as any material written communications with management including the management representation letter, the engagement letter, the independence letter, reports and recommendations on internal control, a summary of audit differences and any other relevant communications that relate to the audit, internal controls or financial statement amounts or disclosures.
7. Review any matters required to be communicated to the Audit Committee by the Company's independent auditor under the standards of the PCAOB. This review should include timely discussions with the independent auditor regarding all critical accounting

# *ArcBest*

policies and practices and any alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management.

8. On an annual basis, review and discuss with the Company's independent auditor all significant relationships the audit firm or any employee of the audit firm has with the Company to determine the independence of the audit firm. The annual independence review should include a review of all non-audit services for nature of services and effect on independence; a review of any and all relationships between members of the audit firm and employees of the Company; the obtaining of a formal written statement from the auditor as to their compliance with SEC and professional guidelines relating to independence and delineating all relationships between the auditors and the Company; and a discussion with the auditor regarding the audit firm's own internal controls over monitoring independence.
9. Set clear hiring policies for employees or former employees of the independent auditor that meet the SEC regulations and the Exchange Rules.
10. Confirm with the independent auditor that such firm is in compliance with the partner rotation requirements established by the SEC.
11. Following completion of the annual audit, review separately with each of management, the independent auditor and the chief internal auditor any significant disagreements with management or significant difficulties encountered by the independent auditor during the course of the audit, including any changes in the audit scope or restrictions on the scope of work or access to required information.

## **B. As to Internal Audit**

1. Review the appointment and replacement of the chief internal auditor, and the adequacy and qualifications of the internal audit staff.
2. Review the activities, organizational structure, charter, and objectivity of the internal audit department.
3. Review the annual audit plan and oversee the audit efforts of the Company's internal audit department.
4. Review quarterly reports prepared by the internal audit department regarding results of internal audit activities and recommendations resulting therefrom and management's response.

## **C. As to Financial Reporting Processes and Internal Controls**

1. Oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements.
2. Consult with the Company's independent auditor, outside the presence of management, regarding internal controls and the completeness and accuracy of the Company's financial statements and related disclosures.

# **ArcBest**

3. Review with the independent auditor, the chief internal auditor and financial and accounting personnel the adequacy and effectiveness of the accounting, financial and disclosure controls of the Company, including controls over data processing activities and functions. The Audit Committee will review, with the independent auditor, the chief internal auditor, financial and accounting personnel and the general counsel, policies and procedures to assess, monitor and manage legal and ethical compliance programs (e.g. the Company's code of conduct). The Audit Committee shall, as a part of these reviews, elicit any recommendations for the improvement of internal control procedures or particular areas where new or more detailed controls or procedures are desirable.
4. Review management's assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditor's report on management's assessment.
5. Make inquiry of the independent auditor as to their view of the quality and acceptability of the Company's accounting principles applied in its accounting, financial reporting and related disclosures.
6. Obtain regular, timely communication from management and the independent auditor about the critical accounting estimates, policies and practices of the Company, and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor.
7. Establish quarterly reporting to the Audit Committee by management and the independent auditor regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
8. Discuss the Company's earnings press releases, including any "pro-forma" or "adjusted" non-GAAP information. This review may be done generally through a discussion of the types of information to be disclosed and type of presentations to be made, and the Audit Committee need not discuss in advance each earnings release.
9. Review the Company's Quarterly Report on Form 10-Q and related financial information and disclosures in Management's Discussion and Analysis of Financial Condition and Results of Operations. Discuss with financial management, the chief internal auditor and the Company's independent auditor the results of internal audit activities and the independent auditor's review of the financial statements for each quarter prior to the filing of Form 10-Q. The Audit Committee shall review any matters required to be communicated to the Audit Committee by the independent auditor under generally accepted auditing standards.
10. Review the Company's Annual Report on Form 10-K and related financial information and disclosures included in Management's Discussion and Analysis of Financial Condition and Results of Operations to be submitted to the SEC, including any certification by the CEO and CFO, any report or opinion rendered by the independent auditor, and any changes in accounting principles or the application thereof. Recommend to the Board that the financial statements be included in the Company's annual report on Form 10-K.



**D. As to Risk Management**

1. Review and provide oversight to the Company's risk management policies and processes to identify, monitor and manage significant risk exposures.
2. Meet periodically with management, the chief internal auditor, and the Company's independent auditor to review and provide oversight with respect to (i) the policies for risk assessment and risk management, and (ii) significant risk exposures and the steps that the Company has taken to identify, monitor and manage such exposures.
3. At least annually, obtain from management an assessment regarding the effectiveness of the security and back-up and contingency provisions of the Company's information systems.

**E. As to Legal and Ethical Compliance**

1. Review periodically the Company's code of conduct and the Company's system to monitor compliance and enforce the code.
2. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
3. Review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements and any reports of evidence of a material violation of securities laws or breaches of fiduciary duty.
4. Identify, retain, and terminate any consultants, legal counsel or other professional advisors, in the Audit Committee's sole discretion. The Audit Committee shall set the compensation and oversee the work of any consultant or other professional advisor retained by it. The Audit Committee shall receive appropriate funding from the Company, as determined by the Audit Committee, for payment of (a) compensation to any advisors employed by the Audit Committee and (b) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
5. Review and approve any "related-party transaction". For purposes of this review, "related-party transaction" is defined as any related-party transaction required to be disclosed pursuant to SEC regulations and accounting standards.

**F. Other**

1. Form and delegate authority to subcommittees when appropriate, provided that the decision of such subcommittee shall be presented to the Audit Committee at its next scheduled meeting.
2. Provide an open avenue of communication among the independent auditor, financial and senior management, the internal auditing department, and the Board.

# ArcBest

3. Annually prepare a report to shareholders as required by the SEC for inclusion in the Company's annual proxy statement.
4. On an annual basis, conduct and review with the Board an evaluation of the Audit Committee's performance with respect to the requirements of this Charter in the manner prescribed by the Nominating/Corporate Governance Committee. The Audit Committee may conduct this performance evaluation in such manner as the Audit Committee, in its business judgment, deems appropriate.
5. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
6. Report its activities regularly to the Board in such manner and at such times as the Audit Committee and the Board deem appropriate, and maintain minutes or other records of Committee meetings, which minutes shall be maintained by the Company Secretary.
7. Perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

\*\*\*

*While the Audit Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any other duty, obligation or liability of the Audit Committee members, except to the extent otherwise provided under applicable federal or state law. Nothing in this Charter will, or will be deemed to, adversely affect in any manner the rights of members of the Audit Committee to indemnification and advancement of expenses under the Company's certificate of incorporation or bylaws or under any contract, agreement, arrangement or understanding benefiting such member. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Audit Committee members on reports or other information provided by others.*

This Charter was fully approved by the Audit Committee and the ArcBest Corporation Board of Directors on January 25, 2019.