

# **ArcBest Corporation**

## **Compensation Committee of the Board of Directors**

### **CHARTER**

#### **Purpose:**

Acting pursuant to the Delaware General Corporation Law and the bylaws of ArcBest Corporation (the “Company”), the Board of Directors (“Board”) has established the Compensation Committee for the purpose of reviewing and approving, on behalf of the Board, management recommendations regarding all forms of compensation (including stock compensation) to be provided to the executive officers and performing the other responsibilities described in this Compensation Committee Charter (the “Charter”).

#### **Membership:**

The Compensation Committee shall consist of a minimum of two members of the Board, all of whom shall be independent directors as established by applicable rules of the Securities and Exchange Commission (the “SEC”) and NASDAQ or any other exchange or market on which the Company’s securities may be listed and at least two of whom must be [“outside directors” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended,] and “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”). Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Compensation Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Compensation Committee are appointed annually by and serve at the discretion of the Board. Additionally, the Nominating/Corporate Governance Committee shall identify and recommend one member as the Chairman of the Compensation Committee to the Board for its approval. The Board shall have the power at any time to change the membership of the Compensation Committee. Any vacancy on the Compensation Committee will be filled by, and any member of the Compensation 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.

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

#### **Powers and Responsibilities:**

Without limiting the generality of the foregoing, the Compensation Committee shall have the following powers and responsibilities:

1. Reviewing and approving the Company's comparator group used for purposes of benchmarking the compensation levels of the Chief Executive Officer, other executive officers, and members of the Board.
2. Conferring with and receiving recommendations from management, or other advisors it chooses, regarding compensation matters.
3. Being directly responsible for identifying, retaining, compensating and terminating a compensation consultant, legal counsel or other professional advisors, including an annual review of the consultant's independence, in the Compensation Committee's sole discretion. Prior to retaining, or seeking advice from, any consultant or other professional advisor (other than the Company's in-house counsel), the Compensation Committee shall analyze the relationships such consultant or professional advisor has with members of the Compensation Committee as well as management and the Company as a whole. This analysis shall include the specific factors identified by the SEC (including the factors set forth on Appendix A attached hereto, as required by Rule 10C-1(b)(4) of the Exchange Act) or NASDAQ. The Compensation Committee shall set the compensation and oversee the work of any compensation consultant or other professional advisor retained by it. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee, for the payment of (a) reasonable compensation to any compensation consultant or any other professional advisors retained by the Compensation Committee and (b) ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties. The Compensation Committee has full responsibility for executive compensation matters mentioned under this Charter and may not delegate its authority to any advisor.
4. Determining the compensation policy for executive officers, including all employees who constitute "Named Executive Officers" as defined in Item 402(a)(3) of Regulation S-K, and such other managers of the Company as requested by the Board.
5. Determining all forms of compensation to be provided to the executive officers, including all Named Executive Officers, of the Company.
6. Reviewing and determining the compensation of the Chief Executive Officer at least annually. Compensation for all other executive officers, including all Named Executive Officers, will be reviewed at least annually and determined by the Compensation Committee, who shall report to the Board annually. The Chief Executive Officer may not be present during deliberations or voting pertaining to his or her compensation. The Chief Executive Officer may be present during deliberations pertaining to the compensation of other executive officers, but he or she may not vote.
7. In evaluating and determining compensation of the executive officers, the Compensation Committee shall consider the results of the most recent stockholder advisory votes on executive compensation required by Section 14A of the Exchange Act.

8. Reviewing and recommending to the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation (“say-on-pay”). This review should take into account the historical results of stockholder advisory votes on the frequency of say-on-pay resolutions at the Company.
9. Acting as the administrator and “Stock Option Committee” of all the Company’s Stock Option Plans, with all power and authority granted or permitted to the Stock Option Committee under such Stock Option Plans. The Compensation Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder, and with respect to the timing of option grants and the determination of option exercise prices.
10. Overseeing the preparation of a “Compensation Discussion and Analysis” and a related “Compensation Committee Report” for inclusion in the Company’s annual proxy statement and Form 10-K, in accordance with the rules of the SEC. The Compensation Committee shall review and discuss the Compensation Discussion and Analysis with management each year prior to preparing the Compensation Committee Report and determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company’s annual proxy statement and Form 10-K, in accordance with applicable rules and regulations.
11. Monitoring compliance of the Company’s stock ownership guidelines by executives.
12. Evaluating the adequacy of this Charter at least annually and recommending any proposed changes of the Board for approval.
13. Overseeing and amending, if needed, the Company’s anti-hedging and pledging policies and Guidelines for Recoupment of Incentive Compensation applicable to officers, directors and certain employees.
14. Evaluating the need for, and provisions of, employment contracts and severance arrangements for the Chief Executive Officer and other executive officers, including the Named Executive Officers.
15. Reporting to Board concerning the Compensation Committee’s activities at least once a year. The Compensation Committee shall not be empowered to approve matters which under applicable law, this Charter, or the Company’s bylaws are required to be approved by a vote of the entire Board.
16. On an annual basis, conduct and review with the Board an evaluation of the Compensation Committee’s performance with respect to the requirements of this Charter in the manner prescribed by the Nominating/Corporate Governance Committee. The Compensation Committee may conduct this performance evaluation in such manner as the Compensation Committee, in its business judgment, deems appropriate.

## **Authority:**

Any action duly and validly taken by the Compensation Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company. The Compensation Committee may form and delegate authority to subcommittees when appropriate, provided that the decision of such subcommittee shall be presented to the Compensation Committee at its next scheduled meeting.

## **Meetings and Reports:**

The Compensation Committee shall meet at least once a year and at such other times as it or the Board may desire. A majority of the members shall constitute a quorum. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting.

Meetings may, at the discretion of the Compensation Committee, include other directors, members of the Company's management, independent advisers and consultants or any other persons whose presence the Compensation Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Compensation Committee, but may not participate in any discussion or deliberation unless invited to do so by the Compensation Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Compensation Committee may also exclude from its meetings any persons it deems appropriate.

The Compensation Committee shall maintain written minutes of its meetings, which minutes shall be maintained by the Company Secretary. The Compensation Committee shall provide the Board with a report of its activities and actions.

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*While the Compensation 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 Compensation 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 Compensation 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 Compensation Committee members on reports or other information provided by others.*

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

**Appendix A**

Prior to engaging a compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house legal counsel, the Compensation Committee shall consider the following factors:

- i. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- ii. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- iv. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- v. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- vi. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.