

ArcBest Corporation
Nominating/Corporate Governance Committee of the
Board of Directors

CHARTER

Committee Membership

1.1 The Nominating / Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of ArcBest Corporation (the “Company” or “ArcBest”) shall consist solely of “independent directors,” as such term may be defined and to the extent required from time-to-time under applicable rules of the Securities and Exchange Commission and/or Nasdaq or any other exchange or market on which ArcBest’s securities may be listed. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

1.2 Annually the Board shall designate the size of and appoint the members of the Committee. Members shall serve at the discretion of the Board and for such term or terms as the Board may determine. The Board shall have the power at any time to change the membership of the Committee. Any vacancy on the Committee will be filled by, and any member of the 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.

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

Committee Purpose and Responsibilities

The Committee shall have the purpose and responsibilities to:

2.1 (a) Identify and select individuals believed to be qualified to become Board members (consistent with the criteria approved by the Board) and recommend to the Board for its approval, the nominees to stand for election as directors at the annual meeting of stockholders, or if applicable, at a special meeting of the stockholders.

(b) Develop potential director candidates for consideration in the event of a vacancy on the Board of Directors.

(c) Prior to recommending to the Board that an existing director be nominated for election as a director, consider and review such director’s past Board and committee meeting attendance and performance; length of Board service; personal and professional integrity, including commitment to the Company’s core values; relevant experience,

skills, qualifications and contributions that the existing director brings to the Board; independence under applicable standards; and such other factors as the Committee believes relevant.

(d) Consider recommendations for directors that are received from the Company's stockholders, provided that such recommendations comply with the procedures outlined in the Company's certificate of incorporation, the bylaws, proxy statement for its annual meeting of stockholders, and Delaware law.

2.2 Review, at least annually, the corporate governance issues relevant to the Company, and the adequacy of the Company's corporate governance standards, and propose actions on matters of corporate governance to the Board.

2.3 Periodically, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

2.4 Periodically, review and assess the corporate social responsibility ("CSR") issues relevant to the Company and the adequacy of the Company's CSR standards, and propose actions on matters of corporate governance to the Board.

2.5 Review and approve the disclosure in ArcBest's annual proxy statement regarding the operation of the Committee and the director nomination process.

2.6 Report to the Board on any action taken or recommendations relating to the nomination of Board members.

2.7 Periodically, review and make recommendations, if any, to the Board with respect to size, structure, composition, processes and practices of the Board and Board committees.

2.8 Annually, review and determine the independence of Board members and assess if the members are meeting the applicable independence and other standards required to serve on the various Board committees.

2.9 Work with the Board to identify and evaluate potential successors for the Company's Chief Executive Officer and periodically make recommendations for the Board's approval for the hiring of a Chief Executive Officer and succession planning, including emergency succession planning.

2.10 To the extent that the Chairman of the Board is not independent, make a recommendation to the Board concerning the selection and designation of a "Lead Independent Director" to preside over the meetings of the independent directors in executive session.

2.11 Periodically review the compensation paid to non-employee Directors for their services on the Board and its committees and recommend any changes considered appropriate to the Board for its approval.

2.12 Monitor significant developments in the practice and regulation of corporate governance and of the duties and responsibilities of each director.

2.13 Select and retain consultants or search firms (including the sole authority to retain, approve the fees payable to, amend the engagement with, and terminate any search firm) to aide it in its search for appropriate candidates as well as such other advisors and experts as it deems necessary. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

2.14 Report Committee activities to the Board in such manner and as frequently as the Committee and the Board deem appropriate.

2.15 Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time-to-time.

Committee Structure and Operations

3.1 The Committee shall identify and recommend one member as the Chairman of the Committee to the Board for its approval. The Committee shall meet in person or telephonically at least once a year, and more frequently as needed at times and places as set by the Committee Chairman. Meetings of the Committee shall be called by the Committee Chairman upon such notice as is provided for in ArcBest's bylaws with respect to meetings of the Board. The Committee may also take actions by unanimous written consent, when deemed necessary or desirable by the Committee.

3.2 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.

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

3.4 The Committee shall keep written minutes of its meetings and ArcBest's Secretary shall maintain such minutes.

3.5 The Committee may form and delegate authority to subcommittees when appropriate, provided that the decision of such subcommittee shall be presented to the Committee at its next scheduled meeting.

3.6 The Committee shall review and evaluate its own performance. The Committee shall also review and compile the self-evaluations of the other committees of the Company and report to the Board the results of all self-evaluations, including the self-evaluation of the Committee, on an annual basis.

3.7 The Committee shall evaluate the adequacy of this Nominating / Corporate Governance Committee Charter (the “Charter”) at least annually and recommend any proposed changes to the Board for approval.

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

This Charter was approved by the ArcBest Corporation Board of Directors and its Nominating/Corporate Governance Committee on January 27, 2020.