

# **ArcBest Corporation**

## **Qualified Legal Compliance Committee of the Board of Directors**

The Board of Directors of ArcBest Corporation (the “Company”) has established a Qualified Legal Compliance Committee (“QLCC”) within the meaning of Part 205 of the Securities and Exchange Commission’s Rules of Practice. In this capacity the Committee shall assist the Board in fulfilling its responsibility with respect to reports of evidence of material violations of United States federal or state securities law, a material breach of fiduciary duty arising under United States federal or state law, or a similar material violation of any United States federal or state law by the Company or by any officer, director, employee or agent of the Company that are made or referred to the Committee by the Company’s chief executive officer or chief legal officer (or the equivalents thereof) or legal advisors.

The Board has designated its Audit Committee to serve as the QLCC. Reports to the QLCC may be made to the Chairman of the Audit Committee (or to any other member of the Audit Committee) as follows:

<u>Chairman</u>	<u>Mailing Address</u>	<u>Office Telephone</u>
Janice E. Stipp	8401 McClure Dr. P.O. Box 10048 Fort Smith, AR 72916	(479) 785-6181

Reports made pursuant under 17 CFR, Part 205 will be treated as confidential to the extent requested. Below is the Charter and Procedures of Operation of the ArcBest Qualified Legal Compliance Committee.

### **Charter and Procedures of Operation** **Qualified Legal Compliance Committee**

The ArcBest Corporation Qualified Legal Compliance Committee (“QLCC”) hereby adopts the following Charter and Procedures for the confidential receipt, retention, and consideration of any report of evidence of a material violation under 17 CFR, Part 205. It is the intent that this Charter and Procedures be in compliance with Part 205, and any subsequent modifications to Part 205’s requirements are hereby made amendments to this Charter and Procedures.

1. The QLCC shall fulfill its obligations under its Charter as enacted by the ArcBest Corporation Board of Directors, as it may be amended from time-to-time.
2. The General Counsel shall provide written notice to any outside attorneys appearing and practicing on the Company’s behalf before the Securities and Exchange Commission, as defined in Part 205, that the Company has designated the Audit Committee as the Company’s QLCC. The written notice shall include the name, mailing address and telephone number of the Audit Committee Chairman and a statement that reports required under 17 CFR, Part 205 are to be made to the Audit Committee Chairman or any other member of the Audit Committee and will be treated as confidential to the extent requested.

3. The Company shall also disclose on its corporate web site that the Audit Committee has been designated as the Company's QLCC and provide the name, mailing address and telephone number of the Audit Committee Chairman and a statement that reports required under 17 CFR, Part 205 are to be made to the Audit Committee Chairman or any other member of the Audit Committee and will be treated as confidential to the extent requested.
4. Upon receipt of a report of evidence of a material violation, the Audit Committee Chairman shall immediately provide written notice detailing the reported evidence of a material violation to each of the QLCC members, and except where the QLCC believes it would be futile to notify them, to the Company's Chief Executive Officer ("CEO") and General Counsel.
5. The General Counsel shall retain the records relating to all reports of a material violation provided to the QLCC, except the Audit Committee Chairman shall provide for the maintaining of any records of any such report of which the General Counsel's retention would violate any confidential designation of the report.
6. The Audit Committee Chairman shall convene a meeting of the QLCC to determine if an investigation of the report is necessary. The QLCC may include such advisors, as it desires, in such meeting or in other phases of its review and investigation of the report. The timing of the meeting shall be appropriate to the matters identified in the report.
7. If the QLCC determines that an investigation is necessary or appropriate it shall notify the full Board of Directors and initiate an investigation, which may be conducted by the General Counsel or outside attorneys (as determined by the QLCC) and retain such additional expert personnel as the QLCC deems necessary.
8. At the conclusion of any such investigation, the QLCC shall recommend, by majority vote, that the Company implement an appropriate response to evidence of a material violation and shall inform the CEO, General Counsel and the Board of the results of any such investigation and the appropriate remedial measures to be adopted.
9. The QLCC, acting by a majority vote, has the authority and responsibility to take all other appropriate action, including the authority to notify the SEC in the event that the Company fails in any material respect to implement an appropriate response that the QLCC has recommended the Company to take.

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