

April 2019

SCHNEIDER NATIONAL, INC.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

PURPOSE, DUTIES AND RESPONSIBILITIES:

The purpose, duties and responsibilities of the Committee are as follows:

1. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a Committee or together with the other directors who qualify as "independent" (as such term is defined in the Company's Corporate Governance Guidelines) determine and approve the CEO's compensation. In determining the CEO's compensation, the Committee may consider, among other things, the Company's performance and shareholder returns relative to comparable companies, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years. Compensation shall include salary, bonuses, equity, benefits and perquisites, if any.
2. Annually review and approve the compensation of the Company's other executive officers

The Committee shall consider the recommendations of the CEO in determining the compensation of the executives other than the CEO. The CEO shall not be present during the voting for or deliberations about the CEO's compensation but may be present for the voting or deliberations regarding the compensation of the other executives.

3. Review and, whenever necessary or appropriate, approve the Company's compensation and benefits plans and policies, including those with respect to incentive compensation plans and equity-based plans, policies and programs, and approve or recommend to the Board any material amendments to the plans for which shareholder approval is required.
4. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation, and otherwise administer the Company's cash and equity incentive plans.

5. Review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements and change in control provisions/agreements.
6. Review and, whenever necessary or appropriate, recommend that the Board approve or include executive compensation disclosures in the public filings of the Company with the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the listing exchange and any other regulatory bodies, and prepare the compensation committee report on executive officer compensation to be included by the Company in its annual proxy statement and in the Company's Annual Report on Form 10-K (generally through incorporation by reference to the annual proxy statement).
7. Review and make recommendations, as necessary or appropriate, to the Company's Board and Corporate Governance Committee regarding (i) the Company's responses to shareholder proposals related to compensation matters, (ii) the Company's proposals relating to advisory votes on executive compensation and (iii) other proposals by the Company relating to executive compensation and incentive compensation plans for inclusion in the Company's annual proxy statement.
8. Determine executive officer stock ownership guidelines and oversee compliance with such guidelines.
9. Oversee and administer any compensation recovery or recoupment policy applicable to the Company's executive officers that may be adopted by the Company from time to time.
10. Annually review and discuss with management the Company's compensation policies and practices as applied to employees generally to assess whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company.
11. Perform such other duties and responsibilities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and such other duties and responsibilities consistent with this Charter, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

COMMITTEE ADVISORS AND FUNDING:

The Committee will have sole authority to obtain the advice of, retain, oversee, and/or terminate, any compensation consultant, independent legal counsel or other advisers to the Committee and to approve their terms of engagement, including compensation, as it determines necessary to

carry out its duties and responsibilities. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such compensation consultant, independent legal counsel or other advisor and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

COMPENSATION ADVISOR INDEPENDENCE EVALUATION:

The Committee may select a compensation consultant, legal counsel or other adviser (excluding in-house legal counsel) only after taking into consideration all factors relevant to that person's independence from management, including the following factors as well as any other factors that may be required under the rules of the listing exchange, and the Securities Exchange Act of 1934 (and the applicable rules thereunder), as they may be amended or promulgated from time to time: (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.

INDEPENDENCE:

The Company is a "controlled company" under listing standards set forth by the New York Stock Exchange, which means that the Committee is not required to be composed entirely of "independent" directors. Nonetheless, as part of its determination of the independence of any director who will serve on the Compensation Committee as set forth in the Company's Corporate Governance Guidelines, the Company's Board will consider all factors specifically relevant to determining whether any such director has a relationship to the Company which is material to that director's ability to be independent from management of the Company in connection with the duties of a Compensation Committee member, including, but not limited to (a) the source of compensation of such director, including any such consulting, advisory or other compensatory fee paid by the Company to such director, and (b) whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company. Moreover, in addition to the independence requirements for directors set forth in the Company's Corporate Governance Guidelines, each member of the Committee shall also be a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934.

QUALIFICATIONS, MEETINGS, OPERATIONS & PROCEDURES:

Reference is made to the Company's Amended and Restated Bylaws and the Corporate Governance Guidelines for Committee member qualifications; procedures for Committee member appointment and removal; and reports to the Board.

The Committee shall hold, and to the extent possible each Committee member shall attend, regularly scheduled meetings and such other special meetings as are necessary to attend to the Committee's duties and responsibilities. The schedules of meetings will normally be established well in advance of such meetings.

To the extent possible and appropriate, management and Committee advisors should provide Committee members with an agenda and written briefing materials in advance of Committee meetings, which Committee members should review in preparation therefor. Minutes and other records of meetings and activities of the Committee shall be maintained.

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 as defined by Rule 3b-7 under the Securities Exchange Act of 1934.

In addition, the Committee may delegate its responsibilities with respect to the administration of the incentive compensation, equity compensation, deferred compensation, and employee pension and welfare benefit plans to the Company's officers and employees, as consistent with applicable law, who may also utilize the services of third-party administrators, record keepers, consultants, and other service providers.

PERFORMANCE EVALUATION AND REVIEW OF CHARTER:

The Committee will conduct an evaluation of the Committee's performance at least annually. The evaluation will address subjects including the Committee's composition, responsibilities, structure, process and effectiveness.

The Committee will also review the Committee's Charter at least annually. The Committee will, as necessary or appropriate, make recommendations to the Company's management, Corporate Governance Committee or the Board, as a result of its performance evaluation and review of its charter. The Committee's Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any shareholder of the Company who requests it.

As adopted by the Board of Directors on April 29, 2019.