

COMPENSATION COMMITTEE CHARTER

The Board of Directors (the "Board") of Schneider National, Inc. (the "Corporation") has adopted and approved this Charter, setting forth the purpose, responsibilities, authority and membership requirements of its Compensation Committee (the "Committee").

1. PURPOSE

The purpose of the Committee is to discharge the responsibilities set forth below relating to compensation of the Corporation's directors and officers, and the oversight of the Corporation's compensation and retirement plans.

2. ORGANIZATION

The membership of the Committee will be determined in accordance with the requirements of and procedures set forth in the Amended and Restated By-Laws ("By-Laws"). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The members and the Chair of the Committee shall be recommended for appointment by the Corporate Governance Committee and shall be appointed by the Board. Committee members and the Chair serve at the pleasure of the Board.

A majority of the members of the Committee, but not less than two, shall be a quorum to transact business. Each member of the Committee shall have one vote. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall hold, and to the extent possible each Committee member shall attend, regularly scheduled quarterly 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.

3. STRUCTURE AND MEETINGS

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities, but no less frequently than annually. The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the agenda of items to be addressed at each meeting.

The schedules of meetings will normally be established well in advance of such meetings. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

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. Minutes and other records of meetings and activities of the Committee shall be maintained.

4. COMMITTEE RESOURCES

The Committee shall have the authority, in its sole discretion, to obtain the advice of, engage, retain, oversee, or terminate, a compensation consultant, independent legal counsel or other advisers to the Committee and to approve their terms of engagement, including compensation, as it determines necessary or appropriate to carry out its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any advisor or counsel that is retained by the Committee and shall receive 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. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Corporation or, at the Corporation's expense but at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have full, unrestricted, access to the Corporation's records.

5. AUTHORITY AND RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

- a) At least annually, review the Corporation's compensation philosophy.

- b) Establish procedures for evaluation of the Corporation's Chief Executive Officer ("CEO") and senior management; consult with the Corporate Governance Committee on such procedures.
- c) 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 independent directors, determine and approve the CEO's compensation, in part, based on this evaluation. In addition, in determining the CEO's compensation, the Committee may consider, among other things, the Corporation'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.
- d) Annually review and approve the compensation of the Corporation's non-CEO executive officers. The Committee shall consider (but shall not be bound by) 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.
- e) Review and approve changes with respect to the Corporation's incentive, equity-based and other compensation plans and policies, or recommend for Board approval any changes to, the Corporation's compensation plans or submission of such plans to shareholders as required by the NYSE. Oversee the administration by Management or the Corporation of such plans of the Corporation which have been, or may in the future be, adopted by the Board and, in this regard, approve all grants, awards and payouts to the CEO and non-CEO executive officers under such compensation plans.
- f) Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation, and otherwise administer the Corporation's cash and equity incentive plans.
- g) Periodically review and make recommendations to the Board for approval any changes to the compensation of the Board of Directors, including, but not limited to retainers and meeting fees.
- h) Review and approve the following compensation and benefits relating to the CEO and non-CEO executive officers of the Corporation: (a) employment agreements and severance

agreements; (b) change in control agreements and provisions; and (c) any special or supplemental compensation and benefits, including retirement benefits and perquisites provided during and/or after employment.

- i) Review and discuss with its advisors and management the Compensation Discussion and Analysis to be included in the Corporation's annual report or proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such Compensation Discussion and Analysis will be included in such annual report or proxy statement. Develop and approve a Compensation Committee Report on executive compensation as required by the SEC to be included in the Corporation's annual report or proxy statement.
- j) Review and make recommendations, as necessary or appropriate, to the Corporation's Board and Corporate Governance Committee regarding the Corporation's responses to shareholder proposals related to compensation matters. Review the results of any advisory shareholder votes on executive compensation and consider whether to recommend adjustments to the Corporation's executive compensation policies and practices as a result of such votes. Review and make recommendations to the Board on any compensation-related shareholder or Corporation proposals.
- k) Determine executive officer stock ownership guidelines and oversee compliance with such guidelines.
- l) Develop, review or approve, as appropriate, policies with respect to the recovery, recoupment or "clawback" of excess compensation paid to any of the Corporation's executive officers as may be determined by the Committee.
- m) Annually review and discuss with management the Corporation's compensation policies and assess whether any risks arising from such programs are reasonably likely to have a material adverse effect on the Corporation.
- n) Perform such other duties and responsibilities consistent with this Charter, the Corporation's By-Laws, the Corporate Governance Guidelines, required under the provisions of any compensation or benefit plan maintained by the Corporation applicable law and the rules or regulations of the NYSE, or the Securities and Exchange Commission, or which may be delegated to the Committee by the Board.

The Committee may perform such other duties as are delegated to the Committee under the By-Laws, the charter of this Committee, the Corporate Governance Guidelines or by resolution of

the Board of Directors, governing law and the rules and regulations of the NYSE as the Committee or the Board deems appropriate.

6. COMPENSATION ADVISOR INDEPENDENCE EVALUATION

To the extent required by NYSE or SEC rules, the Committee shall assess the independence of any Committee Adviser taking into account all factors deemed relevant by the Committee to such advisor's or counsel's independence from management of the Corporation, including the factors specified by applicable NYSE listing standards, and the Securities Exchange Act of 1934 (and the applicable rules thereunder), as they may be amended or promulgated from time to time.

7. MEETINGS

The Committee will meet at least two times a year, with authority to convene additional meetings, as the Committee shall consider appropriate to fulfill its duties and responsibilities. All committee members are expected to attend each meeting, in person or via telephone or video conference. The majority of Committee members must be present to constitute a quorum, and the majority of members present are required to pass a vote. Each member of the Committee shall have one vote. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee may, at its discretion, invite directors, members of management, auditors, or others to attend meetings and provide pertinent information. Each regular Committee meeting may be concluded with an executive session of the committee, without members of management. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Unless delegated to another member of the Committee, the Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the agenda of items to be addressed at each meeting. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. Minutes of each meeting will be prepared.

8. DELEGATION

The Committee may, in its discretion, delegate all or a portion of its authority to act upon specific matters to a subcommittee consisting of one or more members of the Committee as it deems appropriate, unless prohibited by applicable law, regulation or exchange listing standard. 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 the Chair of the Committee or a member(s) of management certain of its duties and responsibilities, including the authority to determine the individual amounts of grants to employees of the Corporation 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 Corporation'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.

9. REPORTS TO THE BOARD, PERFORMANCE EVALUATION AND REVIEW OF CHARTER

The Committee shall report its actions and recommendations periodically to the Board at regularly scheduled Board meetings and shall 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 and the Committee shall report to the Board on its an annual performance evaluation. The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

10. DISCLOSURE OF CHARTER

This Charter, and any amendments thereto, shall be displayed on the Corporation's web site and a printed copy of such shall be made available to any shareholder of the Corporation who requests it.