



DASEKE, INC.
CODE OF CONDUCT
(Adopted as of May 2, 2017)

This Code of Conduct (this “Code”) applies to all directors¹ and employees of Daseke, Inc. Daseke, Inc.’s Board of Directors (the “Board”) adopted this Code to establish basic standards of business practices, as well as professional and personal conduct, that are expected of all Daseke directors and employees. This Code does not cover every issue that may arise, and Daseke’s directors and employees are responsible for exercising good judgment and acting in a manner that will comply with the spirit as well as the letter of this Code.

As used in this policy, the terms “Daseke” and the “Company” includes any corporation, partnership, company or other business entity in which Daseke has a direct or indirect investment.

The Board reserves the right to add to, modify or rescind this Code or any portion of it at any time. Any amendment to this Code may be made only by the Board.

This Code governs in the event of any conflict or inconsistency between this Code and any other materials distributed by the Company. If a law conflicts with a policy in this Code, you must comply with the law.

You should read this Code carefully. If you have any questions on how to proceed or interpret this Code, you should consult your immediate supervisor, your operating company’s chief accounting officer (i.e., CFO or if no CFO, controller.) or Daseke, Inc.’s Chief Financial Officer.

I. Statement of Principles

The Company’s fundamental policy is to, and each director and employee of Daseke shall, conduct the Company’s business ethically and with honesty and integrity. This Code is a guide to Daseke, Inc.’s standards of integrity and ethical behavior.

II. Implementation – Compliance Certificate and Periodic Acknowledgement

Each of Daseke’s directors and employees shall be provided with a copy of this Code shortly after its adoption or at the time his or her service commences with the Company (whichever is later) and shall promptly become familiar with this Code. Promptly upon receipt of this Code, each of Daseke’s directors and employees shall acknowledge that he or she understands and agrees to comply with this Code by executing and returning to Daseke, Inc.’s Chief Financial Officer the certification attached as Annex A (“Compliance Certificate”) by (A) acknowledgment through Docusign or other on-line signature tool (in the case of Daseke’s directors and executive officers) or (B) submitting an electronic acknowledgment through

¹ As used in this Code of Conduct, director(s) refers to the Daseke, Inc.’s Board of Directors board members.

Shareworks (in the case of the Company's employees who are not also directors or executive officers of Daseke).

At the beginning of each fiscal year and at any time this Code is amended, Daseke, Inc.'s Chief Financial Officer shall distribute this Code (in hard copy, in electronic form, by posting to an internal company website or otherwise) to each of Daseke's directors and employees, and each director and employee shall electronically acknowledge that he or she understands and agrees to comply with this Code.

Daseke, Inc.'s Chief Financial Officer is responsible for ensuring that each of Daseke's directors and employees execute and return a Compliance Certificate to him or her or submit an electronic acknowledgement as required by this Code.

III. Conflicts of Interest

A. General

A conflict of interest occurs when an individual's private interests (or an immediate family member's interests) interfere in any way or even appear to interfere with the interests of the Company. This situation can arise when a director or employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when a director or employee, or a member of such person's family or household, receives improper personal benefits as a result of the director's or employee's position with the Company. As used throughout this Code, the term "immediate family member(s)" includes a director's or employee's spouse, parents and stepparents, grandparents, children and stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares an employee's home. A conflict situation can arise when a director or employee competes directly or indirectly with the Company or takes actions or has interests that may make it difficult to perform his or her Board responsibilities or Company work objectively and effectively.

Directors and employees should avoid being placed in a position that might give rise to the appearance of a conflict of interest.

If any director or employee finds himself or herself in a situation where a conflict of interest exists or may exist, he or she shall immediately report the matter as provided below in Section III.F.

B. Employment or Interest in Competitors, Customers and Suppliers

Having an interest in, or position with, any supplier, customer or competitor of the Company is a potential conflict of interest. However, ownership of publicly traded securities of a supplier, customer or competitor of the Company that do not confer upon the holder any ability to influence or direct the policies or management of the supplier, customer or competitor, would not be considered conflicts of interest.

C. *Conflicting Business Opportunities*

Daseke's directors and employees must not take or use for their benefit any business opportunity that in fairness belongs to, or could potentially be of interest to, Daseke, nor shall they misuse information to which they have access by reason of their employment with Daseke. For example, directors and employees must not acquire by purchase or lease any real estate interests when the director or employee knows or reasonably should know that Daseke may be interested in acquiring the same property.

D. *Gifts and Trips*

Daseke's directors and employees and their immediate family members may not accept or solicit gifts, trips, entertainment or favor from an organization doing business, seeking to do business or competing with the Company, that is of a size, nature or frequency that is likely to (i) influence the individual's business decisions, (ii) compromise his or her independent judgment or (iii) create or imply a business obligation.

Prior to accepting any gift, entertainment or favor from an organization doing business, seeking to do business or competing with the Company, that is of a size, nature or frequency that could be perceived as capable of influencing business decisions, compromising independent judgment or creating or implying a business obligation, Daseke's directors and employees must receive approval from Daseke, Inc.'s Chief Financial Officer or Chief Accounting Officer. Examples of such gifts, entertainment or favors include overnight golfing, hunting or fishing trips or outings and gifts, entertainment or favors solicited by the director or employee.

Giving or accepting gifts, trips, entertainment or favor must be in compliance with applicable laws or regulations, and must also comply with any policy that applies to the person either giving or receiving the gift. A gift must not be extravagant, embarrassing to Daseke or jeopardize its image or reputation. Giving or accepting gifts of cash or cash equivalents are prohibited. Loans from vendors (other than banks and made in the normal course of the bank's business) are prohibited.

E. *Extension of Credit by the Company*

Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer of Daseke are prohibited.

After adoption of this Code, any loan by the Company to, or guarantee by the Company of obligations of, a Company employee (who is not also a director or executive officer) may be made only if such loan or guarantee (1) is in connection with financing for revenue equipment, (2) is an advance for travel-related expenses and other ordinary business expenses, or (3) pre-approved by Daseke, Inc.'s Chief Financial Officer or Chief Accounting Officer. Any loan or guarantee existing at the time of adoption of this Code, other than those obtained in connection with financing for revenue equipment or advances for travel-related expenses and other ordinary business expenses, shall not be

extended or renewed without pre-approval from Daseke, Inc.'s Chief Financial Officer or Chief Accounting Officer.

F. Reporting Conflicts of Interest

Non-Executive Employees

Persons other than directors or executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, their supervisor, their operating company's chief accounting officer (i.e., CFO or if no CFO, controller) or Daseke, Inc.'s Chief Financial Officer. A supervisor or operating company chief accounting officer may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing Daseke, Inc.'s Chief Financial Officer with a written description of the activity and seeking Daseke, Inc.'s Chief Financial Officer's written approval. If the supervisor or operating company chief accounting officer is himself involved in the potential or actual conflict, the matter should instead be resolved directly with Daseke, Inc.'s Chief Financial Officer.

The employee (or his or her immediate family member) may not consummate the proposed transaction or arrangement until the employee's supervisor, the operating company chief accounting officer or Daseke, Inc.'s Chief Financial Officer notifies him or her that either (1) the proposed transaction or arrangement does not constitute an actual conflict of interest or (2) Daseke, Inc.'s Chief Financial Officer has approved the proposed transaction or arrangement.

Directors or Executive Officers

If a director or executive officer of Daseke becomes aware of a possible conflict of interest involving him or her, or a member of his or her immediate family, the director or executive officer shall promptly report such possible conflict of interest in writing to Daseke, Inc.'s Chief Financial Officer, who shall promptly disclose the possible conflict of interest to the Board. The possible conflict of interest shall be made a matter of record, and the Board shall determine whether the possible conflict of interest indeed constitutes a conflict of interest. Any member of the Board or any executive officer having a possible conflict of interest in any proposed transaction or arrangement (1) may not vote on such matter (in the case of a member of the Board), (2) attempt to use his or her personal influence to affect any Board member's vote on such matter, and (3) must be excused from any meeting of the Board during discussion of such matter, except that he or she may briefly state his or her position on the matter and he or she shall answer the Board's questions regarding the proposed transaction or arrangement.

The determination of whether the proposed transaction or arrangement constitutes an actual conflict of interest shall be decided by the affirmative vote of a majority of the disinterested members of the Board (even if the disinterested members are less than a quorum). The proposed transaction or arrangement is considered approved if it receives

the affirmative vote of a majority of the disinterested members of the Board (even if the disinterested members are less than a quorum).

The director or executive officer (or his or her immediate family member) may not consummate the proposed transaction or arrangement until he or she is notified that either (i) the Board has determined that the proposed transaction or arrangement does not constitute an actual conflict of interest or (ii) the Board has approved the proposed transaction or arrangement.

IV. Disclosures and Books and Records

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. The Company's books, records and accounts must accurately reflect the Company's transactions in reasonable detail and in accordance with the Company's accounting practices and policies. For example, only the true number of hours worked should be reported on time cards and time sheets and only the true number of service hours should be recorded in driver logs. In addition, all information relating to shipments, such as delivery times, should be accurately reported.

It is the Company's policy to promote full, fair, accurate, timely and understandable disclosure in reports and documents that it files with, or submits or provides to, the Securities and Exchange Commission (the "SEC") or other governmental authorities or other third parties, such as lenders, suppliers and customers. Each of Daseke's directors and employees who contribute in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained.

If a director or employee believes that the Company's books and records are not accurately maintained, he or she should report the matter on the Ethics Point Anonymous Ethics and Compliance Reporting website or hotline.

Daseke's directors and employees shall fully cooperate with the Company's internal accountants, as well as the Company's independent registered public accounting firm, and shall not intentionally make any false or misleading statements, or omit to state any material fact necessary to make statements made not misleading in light of the circumstances under which the statements were made, to any internal accountant or the Company's independent registered public accounting firm with respect to the Company's financial statements or documents to be filed with, or submitted or provided to, the SEC or other governmental authority or other third party.

V. Use of Company Property and Resources

A. Protection and Proper Use of Company Assets

It is the responsibility of every director and employee to seek to protect Daseke assets utilized by such director or employee from loss, theft and misuse. Daseke assets include information, records, funds, equipment, supplies, facilities, property and materials. Directors and employees shall use Daseke assets entrusted to them or to which they have

access in a safe and efficient manner and in compliance with applicable laws and regulations. Directors and employees shall not use Daseke assets or records for personal gain or for the benefit of others outside the normal course of company business.

All assets of Daseke, including communications and computer systems such as telephones, voice mail, electronic mail and computers, shall be used primarily for the legitimate business purposes of Daseke. To the extent that business processes are not detrimentally affected, directors and employees may reasonably use company telephones, electronic mail, Internet, Intranet, faxes and computers for limited and occasional personal reasons as long as the use is appropriate and does not violate Daseke policies or applicable laws. Directors and employees must never use Daseke assets to support a personal business or political activities.

B. Questionable or Improper Payments and Gifts

No payments or gifts from the Company's funds or assets shall be made to, or for the benefit of, a representative of any domestic or foreign government (or subdivision thereof), labor union or any current or prospective customer or supplier for the purpose of improperly obtaining a desired action or any sale, purchase, contract or other commercial benefit. This prohibition applies to direct or indirect payments made through third parties and is also intended to prevent kickbacks or any other form of payoff.

The U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Prior to using Company resources to make any gift, favor or other gratuity to a foreign, U.S., state or local government official or employee, Daseke's directors and employees must receive approval from Daseke, Inc.'s Chief Financial Officer.

C. Political Contributions

Federal law prohibits the Company from making any direct contribution or expenditure (in cash or otherwise) to a federal election campaign. In foreign, state and local election campaigns, political contributions by the Company may also be prohibited. Prior to using Company resources to make any political contributions to a foreign, state or local election campaign, Daseke's directors and employees must receive approval from Daseke, Inc.'s Chief Financial Officer. To the extent permitted by law, the Company's resources may be used to establish and administer a political action committee or separate segregated fund. All proposed activities shall be submitted for review and approval by the Board prior to their implementation.

VI. Business and Trade Practices

A. Compliance with Laws, Rules and Regulations

All of Daseke's directors and employees must respect and obey the laws of the cities, states and countries in which the Company operates.

Purchasing or selling, whether directly or indirectly, Daseke's securities while in possession of material non-public information is both unethical and illegal. Disclosing material non-public information to others who might use the information to trade in Daseke's securities is also prohibited. All of Daseke's directors and employees shall comply with Daseke's Insider Trading Policy.

B. Fair Dealing

Daseke's directors and employees should deal fairly with the Company's customers, suppliers and competitors and should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or misrepresentation of material facts.

C. Confidentiality

It is the responsibility of every director and employee to protect all confidential or sensitive information entrusted to her/him, or to which they have access, except when disclosure is authorized by the Board or legally mandated. Employees should contact their supervisor if they believe they have a legal obligation to disclose confidential or sensitive information. Employees must avoid using confidential or sensitive information for personal benefit or to benefit any other business or entity with which they are affiliated. The obligation to preserve confidential or sensitive information continues even after employment or agency with the Company ends.

Confidential or sensitive information includes, but is not limited to, the following:

- Plans, strategies, tactics or organizational structure,
- Financial data or results of operations,
- Personal information regarding an employee or director or former employee or director of Daseke,
- Information in company possession protected by the terms of a confidentiality agreement or other contract, and
- Customer or shareholder records or information.

Directors and employees are required to protect all confidential information entrusted to them regardless of media type including, but not limited to, information transmitted via electronic devices, in electronic format, orally or in a hard copy document.

D. Retention of Documents and Records

It is the Company's policy to cooperate with all governmental investigative authorities. Each of Daseke's directors and employees shall retain any record, document or tangible object of the Company that is known by him or her to be the subject of an investigation, proceeding or lawsuit. It is a violation of this Code for any director or employee to knowingly alter, destroy, mutilate, conceal or falsify an entry in any record, document or tangible object with the intent to obstruct or influence any investigation, proceeding or lawsuit.

VII. Employment Practices and Work Environment

A. Discrimination and Harassment

Daseke is committed to providing an atmosphere that is free from discrimination and an equal opportunity in all aspects of employment to all employees without regard to age, sex, race, religion, creed, color, national origin, ancestry, height, weight, marital status, sexual orientation, disability or covered veteran status. Each of Daseke's directors and employees shall act in a manner that demonstrates equal treatment of all employees or other persons on the basis of age, sex, race, religion, creed, color, national origin, ancestry, height, weight, marital status, sexual orientation, disability or covered veteran status. For example, those who make decisions regarding hiring, salary, benefits, training opportunities, work assignments, advancement, discipline, termination and retirement shall make such decisions solely on the basis of a person's ability to perform the tasks required by their position.

Sexual harassment occurs when conduct of a sexual nature explicitly or implicitly affects an individual's service to the Company, unreasonably interferes with an individual's work performance, or creates an intimidating, hostile or offensive work environment. It is Daseke's policy that sexual harassment to or by any director or employee is unlawful and will not be tolerated.

Racial or national origin harassment occurs when conduct relating to an individual's race or national origin interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment. The law and Daseke policy require that the workplace be free from racial and national origin harassment. To that effect, Daseke will not tolerate racial or ethnic slurs to or by any director, officer or other employee.

The Company recognizes and respects the right of employees to exercise their lawful rights of free association, including joining or electing not to join any association.

B. Health and Safety

The Company is committed to conducting its business in compliance with applicable health and safety laws, rules and regulations and providing each employee with a safe and healthy work environment. Each of the Company's employees is responsible for maintaining a safe and healthy workplace by following safety and health rules and

practices and reporting accidents, injuries and unsafe equipment, practices or conditions immediately to their immediate supervisor.

Employees should report to work in a condition allowing them to perform their duties free from the influence of drugs, alcohol or other controlled substances. The use of illegal drugs in the workplace will not be tolerated.

VIII. Reporting Violations

Actions prohibited by this Code involving directors or executive officers must be reported to the Board, which shall investigate and determine whether a violation of this Code actually occurred.

Actions prohibited by this Code involving an employee who is not also a director or an executive officer must be reported to the employee's supervisor or operating company's chief accounting officer (i.e., CFO or if no CFO, controller) or Daseke, Inc.'s Chief Financial Officer.

Alternatively, any possible violation of this Code can be reported on Ethics Point Anonymous Ethics and Compliance Reporting website or hotline.

IX. Enforcement and Violations

Daseke's directors and employees are expected to cooperate in internal investigations of misconduct. No retaliatory action will be taken against any employee for reporting, in good faith, any such violations, and the identity of the disclosing individual will be confidential except where disclosure is required by the appropriate governmental authorities.

Upon determination that there has been an actual violation of this Code, Daseke, Inc.'s Chief Financial Officer (in the case of a violation by an employee who is not also a director or executive officer of Daseke) or the Board (in the case of a violation by a director or executive officer of Daseke) will take such disciplinary action as Daseke, Inc.'s Chief Financial Officer or the Board, as applicable, deems appropriate, which may include dismissal of any employee where warranted.

X. Waivers of this Code

Any waiver of a provision of this Code may be made only by (A) the Board with respect to a director or executive officer of Daseke and (B) Daseke, Inc.'s Chief Financial Officer with respect to an employee who is not also a director or executive officer of Daseke.

Any waiver of a provision of this Code made by the Board with respect to a director or executive officer shall be disclosed if required by SEC or NASDAQ rules.

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This document states a policy of Daseke, Inc. and is not intended to be regarded as the rendering of legal advice.

ANNEX A
CODE OF CONDUCT CERTIFICATION

I have read and understand the Code of Conduct (the “Code”) of Daseke, Inc. (“Daseke”). I agree that I will comply with the policies and procedures set forth in the Code.

I understand and agree that, if I am an employee of Daseke or one of its subsidiaries (collectively referred to as the “Company”), my failure to comply in all respects with the Company’s policies, including the Code, is a basis for termination for cause of my employment with the Company.

Signature

Type or Print Name

Date