

**Charter for the Nominating and Corporate Governance Committee
of the Board of Directors
of
Celadon Group, Inc.**

1. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Celadon Group, Inc. and its subsidiaries from time-to-time (collectively, the "Company") shall be to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving corporate governance, and legal compliance functions of the Company, including, without limitation:

- a. Advising the Board with respect to the Board composition, procedures, and committees;
- b. Developing and recommending to the Board corporate governance policies applicable to the Company;
- c. Reviewing and discussing with Company management the nominating and corporate governance discussion and analysis to be included in the Company's annual proxy statement or annual report on Form 10-K with the Securities and Exchange Commission (the "SEC").
- d. Evaluating and recommending to the Board nominees for membership on the Board; and
- e. Overseeing the evaluation of the Board and the Company's Chief Executive Officer (the "CEO").

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. In connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's compliance with legal or regulatory requirements.

2. Membership and Organization

- a. Composition. The Committee members will be appointed by, and will serve at the discretion of, the Board. The Committee will consist of at least three (3) members of the Board. The Board will designate one (1) member of the Committee as the Committee's chair. The Committee may form and delegate authority to subcommittees when appropriate. Members of the Committee must meet the following criteria as well as any rules and regulations applicable to the Company that are adopted by the SEC, the exchange on which the Company's

common stock is then traded (the "Exchange"), and any other regulatory authority or exchange with proper jurisdiction (each a "Regulatory Authority" and collectively, the "Regulatory Authorities"):

- (i) Each member must be qualified to serve on the Committee pursuant to the rules and regulations promulgated by the Regulatory Authorities, including any applicable SEC rules and regulations;
 - (ii) Each member must meet the independence requirements adopted by the Regulatory Authorities;
 - (iii) Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act") or any other applicable SEC rules and regulations;
 - (iv) Each member must qualify as an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, or any other applicable tax rules or regulations;
 - (v) Each member must have, in the judgment of the Board, the expertise and judgment necessary to make objective decisions on nominating and corporate governance matters and performance evaluations and be free of any relationship that, in the Board's discretion, would interfere with the member's independent judgment.
- b. Vacancy. Any vacancy on the Committee shall be filled by majority vote of the Board. In the absence of direction by the Board, the member(s) of the Committee present at any meeting thereof and not disqualified from voting, whether or not such member(s) constitute a quorum, may unanimously appoint another qualified member of the Board to act at such meeting in the place of any absent or disqualified Committee member. No member of the Committee shall be removed except by majority vote of the Board.
- c. Membership in Other Corporate Governance Committees. No director may serve as a member of the Committee if such director serves on the corporate governance committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. Any such determination must be disclosed in the Company's annual proxy statement.
- d. Meetings and Reports. The Committee will meet at least two (2) times annually. The Committee may establish its own meeting schedule. The Committee will meet separately with the Chief Executive Officer (the "CEO") and separately with the President, Principal Accounting Officer, and Principal Financial Officer of the Company, at such times as are appropriate to review the corporate affairs of the Company. A majority of the members of the Committee present in person or by

means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

- e. Minutes and Reports. Written minutes of the Committee's meetings will be maintained and filed with the minutes of the meetings of the Board. The Committee will report regularly to the Board on its activities, as appropriate.
- f. Compensation. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board. Members of the Committee may not receive any consulting, advisory, or other compensatory fee from the Company, except the fees that they receive for service as a member of the Board or any committee thereof.

3. Responsibilities and Duties of the Committee

The following functions will be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section 1 of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee will also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section 1 of this Charter.

- a. Board Composition, Procedures, and Committees.
 - (i) Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by Regulatory Authorities.
 - (ii) Review periodically the size of the Board and recommend to the Board any appropriate changes.
 - (iii) Make recommendations on the frequency and structure of Board meetings.
 - (iv) Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, but not limited to, procedures with respect to the waiver by the Board of any Company rule, guideline, procedure, or corporate governance principle.
 - (v) Oversee the management of risks associated with the independence of the Company's independent directors.

- (vi) Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, recommend members for committee chair positions, and recommend individual directors to fill any vacancy that might occur on a committee.
- (vii) Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.
- (viii) Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairs, and report any recommendations to the Board.
- (ix) Recommend that the Board establish such special committees as may be desirable or necessary from time-to-time in order to address ethical, legal, or other matters that may arise.
- (x) Review, approve and monitor the Company's policies designed to assure that directors and officers are aware of and comply with the reporting requirements of Section 16(a) of the Exchange Act, the provisions of Rule 16(b)-3(d) of the Exchange Act and any other applicable SEC rules and regulations and other Regulatory Authorities and recommend any desirable policy changes to the Board.

b. Director Nominations.

- (i) Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons properly proposed by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates in accordance with applicable federal securities laws, state corporate law, and the requirements of Regulatory Authorities.
- (ii) Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest, and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.
- (iii) Recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time-to-

time and applicable rules and regulations of Regulatory Authorities.

- (iv) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including, but not limited to, an employment change, and to recommend whether or not the director should be re-nominated.
- (v) Review the disclosure included in the Company's proxy statement regarding the Company's policies and procedures for the Committee's consideration of candidates for the Board.

c. Corporate Governance.

- (i) Develop and review periodically, and at least annually, the corporate governance guidelines, the Code of Business Conduct and Ethics, and other corporate governance policies adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Regulatory Authorities, and recommend any desirable changes to the Board.
- (ii) Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.
- (iii) Carry out its responsibilities under the Company's corporate governance guidelines.
- (iv) Review and approve any activities of members of the Board or senior corporate officers that create or appear to create a conflict of interest as to the private interests of such director or officer with the interests of the Company.
- (v) Periodically evaluate the design and effectiveness of the processes in place to perform and review the Company's enterprise-wide risk assessments.
- (vi) Review and approve the Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

d. Evaluation of the Board and Management.

- (i) Oversee the evaluation of the Board and its committees as a whole and evaluate and report to the Board on the performance and effectiveness of the Board and its committees.
- (ii) Maintain procedures to allow the Committee to exercise this oversight function.

4. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness, and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

5. Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. In addition, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

6. Limitations of Committee Duties

The Committee is not an investigative committee of the Board and shall have no investigative duties unless expressly assigned to the Committee by the Board or pursuant to the Company's Code of Business Conduct and Ethics. The Committee shall exercise its business judgment in performing its duties under this Charter, including the responsibilities and duties outlined in Section 3 above, and may emphasize and prioritize those responsibilities and duties set forth above that the Committee, in its discretion and judgment, believes are the most important, given the particular circumstances. In performing its functions, the Committee may rely upon information provided to it by management, by the Company's internal and independent auditors and other standing Committees, outside advisors or consultants or by legal counsel. This Charter imposes no duties on the Committee or its members that are greater than those duties imposed by law upon a director of a Delaware corporation under the provisions of the Delaware General Corporation Act. If any claim is asserted against the Committee, any of its members, or the Company by a stockholder or any other person, nothing in this charter shall be construed to limit or restrict any defense or indemnification available to the Committee, any of its members, or the Company.

As amended, updated and approved October 27, 2015