

FORWARD AIR CORPORATION
CHARTER OF
THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS

ORGANIZATION AND MEMBERSHIP

This charter governs the operations of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Forward Air Corporation (the “Company”). The Committee shall be appointed by the Board and shall be comprised of at least two directors. Each member of the Committee shall meet the independence and qualification requirements as set forth in the Nasdaq Stock Market Rules (“Nasdaq”), subject to any Nasdaq exceptions, and any additional requires that the Board deems appropriate. In fulfilling its responsibilities, the Committee may delegate its responsibilities to a subcommittee consisting of members of the Committee and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee or consisting entirely of directors who meet the independence requirements of Nasdaq and the rules and regulations of the SEC.

STATEMENT OF POLICY

The Committee shall assist the Board with respect to identifying individuals qualified to serve as directors of the Company, consistent with criteria established by the Board, and to select individuals so qualified as director nominees at each annual meeting of Company shareholders; to nominate individuals to fill vacancies on the Board which may occur between annual meetings of Company shareholders; to recommend individual Board members for designation as members of committees of the Board; to advise the Board with respect to the Board’s composition, compensation, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and advise the Board with respect to the corporate governance guidelines applicable to the Company; and to oversee the evaluation of the Board.

Meetings

The Committee shall meet periodically, and special meetings may be called when circumstances require. The Committee may meet in person, by telephone or video conference call. The Chair of the Board, a majority of the members of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee shall record and keep minutes of all Committee meetings. The Committee’s policies and procedures shall remain flexible, but consistent with the Bylaws of the Company and this Charter. The Committee may meet in executive session, without management present, on any matter it deems appropriate, at its discretion.

Quorum and Voting

A majority of the Committee’s members will constitute a quorum. At any meeting of the Committee, the decision of a majority of the members present and voting will be determinative

as to any matter submitted to a vote. The Committee may also act by unanimous written consent, which may be provided electronically.

Chair

The members of the Corporate Governance and Nominating Committee of the Board shall designate a chair of the Committee by majority vote.

Report to the Board

The Committee will report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

RESPONSIBILITIES AND DUTIES

The following shall be the principal duties of the Committee in carrying out its responsibilities. The duties are set forth as a guide with the understanding that the Committee may supplement or alter the duties as appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best handle changing conditions.

The Committee shall:

Board Candidates and Nominees

- establish procedures for evaluating the suitability of potential director nominees proposed by management or shareholders.
- review qualifications of candidates for Board membership from whatever source received and identify individuals qualified to become Board members, consistent with criteria established by the Board from time to time.
- select the director nominees for election by the shareholders or appointment by the Board, as the case may be, and to select individuals to fill vacancies on the Board which occur between annual meetings of shareholders of the Company, in each case pursuant to the Bylaws of the Company, which selections shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation, Nasdaq listing standards or the Company's Bylaws.
- recommend, if appropriate, to the Board, criteria relating to tenure as a director, such as retirement age, limitations on the number of times a director may stand for reelection, the continuation of directors in an honorary or similar capacity and the definition of independence as it relates to the directors.

- 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 significant change in status, including but not limited to an employment change, and to determine whether or not the director should be re-nominated.
- review the suitability for continued service as a director in light of each director's performance evaluation, as well as a suitability review, in connection with each current director's nomination recommendation.

Board Composition and Procedures

- review annually with the Board the composition of the Board as a whole and to 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 Nasdaq.
- review periodically the size of the Board and to recommend to the Board any appropriate changes, with a view to promoting diversity of experience without hindering effective discussion or diminishing individual accountability.
- make recommendations on the frequency and structure of Board meetings.
- 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.

Board Committees

- make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
- monitor committee structure and operations (including authority to delegate to subcommittees) and to make recommendations for any changes, including the creation and elimination of committees.
- review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships and report any recommendations to the Board.
- review from time to time the selection, duties responsibilities and compensation of the Lead Independent Director and report any recommendations to the Board.

- 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. The Committee's power to make such a recommendation under this Charter shall not be exclusive and shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

Corporate Governance

- develop and review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Nasdaq, and to recommend any desirable changes to the Board.
- in conjunction with the Compensation Committee, oversee the development of executive succession plans.
- develop and periodically review an appropriate orientation and continuing education program for Board members.
- consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
- review, periodically, the Company's environmental, social and governmental policies and activities and make any recommendations that it deems appropriate.

Evaluation of the Board

- be responsible for overseeing the evaluation of the Board as a whole. Such responsibility shall include responsibility for implementing and overseeing a process for the Board to perform a self-evaluation of its performance on at least an annual basis. The Committee shall establish procedures to allow it to exercise these oversight functions.

Director Compensation

- periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.

Outside Advisers

- have the authority, in its sole discretion, to retain, obtain, select, oversee, terminate and/or replace, as needed, compensation and benefits consultants, legal counsel or other advisors as it determines appropriate to assist it in the full performance of its functions, and is directly responsible for the appointment, compensation, and oversight of the work of such

consultant, counsel, or other adviser retained by the Committee. The Company provides for appropriate funding, as determined by the Committee, for payment of compensation to any such consultant, counsel or other adviser. The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other adviser only after taking into consideration the factors prescribed by Nasdaq rules. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Review Corporate Governance and Nominating Committee Charter

- review and reassess this charter at least annually and recommend any changes to the Board for approval.

Self-Evaluation

- on at least an annual basis, conduct a self-evaluation.

Risk Assessment

- be responsible for overseeing the management of corporate governance risks.

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