

Strategy and Risk Committee Charter
Approved by the Board of Directors
Effective May 7, 2021

I. PURPOSE AND AUTHORITY

This Charter (this “Charter”) shall govern the operations of the Strategy and Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of USA Truck, Inc., a Delaware corporation (the “Corporation”).

The primary purpose of the Committee is to assist the Board in its oversight of the Corporation’s strategies and enterprise risks. The Audit Committee will continue to assist the Board in its oversight of financial risks. The Executive Compensation Committee will continue to assist the Board in its oversight of compensation risks.

II. MEMBERSHIP

The Committee shall be composed of at least three members of the Board, a majority of whom shall be independent directors, with a diversity of strategy formulation, technology, financial, and risk experience. An independent director shall serve as chairperson of the Committee. The Committee and its chairperson will be appointed annually by the Board. Members of the Committee that are employees of the Corporation or its subsidiaries will not be compensated for their service on the Committee. Members shall serve at the pleasure of the Board for such term or terms as the Board may determine. For purposes of this Charter, an independent director is a director that (a) meets the independence requirements of the Nasdaq Global Select Market listing standards (or replacement standards or other listing standards applicable to the Corporation) and any other applicable laws, rules, and regulations governing independence (including the Sarbanes-Oxley Act of 2002) and (b) is free of any relationship that, in the Board's discretion, would interfere with the director's independent judgment.

III. MEETINGS

The Committee shall meet at such times as may be necessary and at least twice a year. It is anticipated that Committee meetings will be held in conjunction with selected Board meetings. Special meetings of the Committee may be called by the chairperson of the Committee or the Chairman of the Board.

Members of the Committee shall endeavor to attend all meetings of the Committee. The Committee is governed by the same rules regarding meetings (including meetings by telephone conference), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Corporation’s Bylaws, or the laws of the state of Delaware.

Written minutes will be maintained for each meeting of the Committee.

IV. RESPONSIBILITIES

The responsibilities of the Committee shall be to:

1. Assist the Board with its oversight responsibility related to the development and execution of the Corporation's strategy and assessment of enterprise risks.
2. Assist the Board in exploring strategies and opportunities related to business growth.

V. DELEGATION TO SUBCOMMITTEE

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that any decision or recommendations of any such subcommittee shall be presented to the full Committee for further action.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's authority and responsibilities, as it deems necessary, with full and free access to all books, records, facilities, and personnel of the Corporation. The Committee shall have full and free access to the Corporation's outside legal counsel, and if requested, to its own independent legal counsel and other advisors. The Corporation will pay for the cost of any such legal counsel and advisors.

VII. LIMITATION OF STRATEGY COMMITTEE DUTIES

The Committee will exercise its business judgment in performing its duties under this Charter, including the responsibilities outlined in Paragraph IV, and may emphasize and prioritize those duties and responsibilities which the Committee believes are the most important, given the particular circumstances. In performing its functions, the Committee may rely upon information provided to it by management, the Corporation's auditors, outside consultants and 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 Delaware statute or case law. If any claim is asserted against the Committee, any of its members or the Corporation 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 Corporation.