

**USA Truck, Inc.**  
**Insider Trading Policy**  
**January 1, 2020**

**I. Purpose.**

The purpose of this Insider Trading Policy (this "Policy") is to ensure compliance with applicable securities laws by USA Truck, Inc. (the "Company") and its directors, officers, and employees. Failure to comply with the prohibition on insider trading under federal and state securities laws can result in damage to the reputation of the individual violator and the Company, and subject the individual violator and, in some cases, the Company, to strict penalties, including substantial fines or even imprisonment.

**II. Important Definitions.**

**"Insider"** means any director, officer, or employee of, or consultant, contractor, or advisor to, the Company, as well as immediate family members (*i.e.*, spouses, children, or parents) of, and persons living in the same household as, any of the foregoing persons.

**"Material, Nonpublic Information"** means information that is both material and nonpublic. Information is "material" if a reasonable investor would consider the information important in deciding whether to buy, sell, or hold a company's Securities (as defined below), or if the information could reasonably be expected to affect the market price of those Securities (either positively or negatively). Examples of material information typically include, but are not limited to:

- unpublished financial results;
- estimates or projections of future financial results;
- events that could result in restating financial information;
- significant changes in business plans;
- plans to open new facilities or enter new geographic regions;
- a proposed acquisition, sale, or other major corporate transaction;
- the addition or loss of a significant customer;
- the hiring or appointment, or termination or resignation, of an officer or director;
- the commencement or settlement of a significant lawsuit;
- the declaration of a stock split; and
- a proposed offering of Securities.

The above list is only illustrative, and many other types of information may be considered "material," depending on the circumstances. If you are unsure whether information is material, you should assume that it is material. A good test is: If the information causes you to want to buy or sell, then it probably is material.

Information is "nonpublic" if it has not yet been made available to the general public. In order for information to be considered "public," it generally must be broadly disseminated to investors through a press release circulated through *PRNewswire*, *Dow Jones*, or similar services, a publicly accessible conference call, or a filing with the Securities and Exchange Commission (the "SEC"). In addition, even after a public announcement of material information, a reasonable period of time must elapse in order for the market to process and react to such information. Therefore, for purposes of this Policy, Material,

Nonpublic Information is not deemed to be "public" until two full trading days have elapsed following the public announcement of such information. For example, if an announcement is made before the open of the market on Monday, an Insider may Trade (as defined below) beginning at market open (8:00 a.m.) on Wednesday. If, however, an announcement is made after the market opens on Monday, the Insider may not Trade until Thursday beginning at market open. If an announcement is made on Friday after the market opens, an Insider may not Trade until Wednesday of the following week beginning at market open.

**"Securities"** include common stock, derivative securities, such as put and call options, convertible notes, or convertible debentures, and preferred stock, as well as debt securities such as bonds and notes.

**"Trade"** means purchasing or selling Securities (through a broker or otherwise), placing a purchase or sell order with respect to Securities, offering to purchase or sell Securities, writing options, entering into hedging arrangements with respect to Securities (such as forward-sale agreements), discretionary transfers of funds into or out of, or making or changing an election with respect to, the Company stock under the Company's Employee Stock Purchase Plan, and other transactions involving Securities not specifically excluded below. However, the term "Trade" does not include, and this Policy shall not apply to: (a) the exercise of stock options (i) for cash, (ii) by surrendering to the Company shares of the Company's stock which you already own prior to the exercise in an amount equal to the exercise price, or (iii) by the Company retaining net settlement shares; (b) Trades pursuant to a Rule 10b5-1 Plan approved in writing by the President and Chief Executive Officer or Chief Financial Officer; (c) bona fide gifts of Securities; (d) the automatic purchase of USA Truck, Inc. common stock by payroll deduction under the Company's Employee Stock Purchase Plan (but this Policy *does* apply to the sale of such shares); and (e) the withholding of Securities, that does not involve a market transaction, in order to satisfy tax obligations related to the vesting of an award made under any of the Company's stock-based incentive plans. For the avoidance of doubt, this Policy *does* apply to broker-assisted cashless option exercises and the sale of common stock acquired upon exercise of a stock option.

"Rule 10b5-1 Plan" ***means a plan for trading in Company Securities that satisfies the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). If a Trade is made pursuant to a Rule 10b5-1 Plan, the Insider is afforded an affirmative defense against insider trading liability.*** There are several requirements of a Rule 10b5-1 Plan, and you should consult the President and Chief Executive Officer or Chief Financial Officer prior to establishing any such plan.

### III. Statement of Policy.

#### A. General Policy.

***Prohibition on Insider Trading.*** An Insider may not Trade in Securities of the Company if that Insider possesses Material, Nonpublic Information regarding the Company. Similarly, an Insider may not Trade in Securities of any other company, including the Company's customers, vendors and suppliers, or potential acquirors or acquisition targets, if that Insider possesses Material, Nonpublic Information regarding that company that was obtained in the course of his or her employment with, or performance of services on behalf of, the Company.

***Prohibition on "Tipping."*** An Insider may not disclose Material, Nonpublic Information to any other person (including family members) where such information may be used by such person to his or her benefit by Trading in Securities of the Company (or other company to which such information relates),

nor shall any Insider make recommendations or express opinions on the basis of Material, Nonpublic Information as to Trading in any such Securities.

*Confidentiality of Material, Nonpublic Information.* Material, Nonpublic Information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden. In the event any Insider receives any request from a person outside the Company, such as a stock analyst, for information (particularly, information regarding the Company's financial results or projections, business plans, or significant potential transactions) that may be Material, Nonpublic Information, the inquiry should be referred to the Company's Chief Financial Officer, who is responsible for coordinating and overseeing the release of such information to the investing public, analysts, and others in compliance with applicable laws and regulations.

## **B. Additional Restrictions Applicable to Directors, Officers, and Certain Other Persons.**

### **1. Blackout Policy**

*Persons Subject to Quarterly Blackouts.* Quarterly Blackout Periods (as defined below) apply to all the Insider Group as follows: Directors and Company employees designated by the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer as being members of the "Insider Group." The Insider Group will be defined by a listing of positions having access to "inside" or Material, Nonpublic Information. This list of positions will be updated annually or more frequently, as necessary, by the Executive Vice President and Chief Financial Officer, and the list will be available for review and be maintained by Manager, Financial Reporting. The Insider Group will also include trusts and other entities (i.e., partnerships, corporations) controlled by, and spouses and other persons living in the same household as any of the foregoing persons.

*Blackout Periods.* Employees may not Trade in Securities of the Company during the following periods:

- a) **Insider Group** – Commencing at the close of business on the last calendar day of the second (2<sup>nd</sup>) month of the fiscal quarter and ending when two full trading days have passed after the Company has announced its results for the preceding fiscal quarter (the "Quarterly Blackout Period") and at any time when in possession of Material, Nonpublic Information or subject to a Special Blackout Period (as defined below).
- b) **All other employees** – At any time when in possession of Material, Nonpublic Information or subject to a Special Blackout Period (as defined below).

In addition, from time to time Material, Nonpublic Information regarding the Company but not directly related to its quarterly financial results may exist (i.e., information concerning a proposed major corporate transaction), and, in such event, the Company may impose a special blackout period during which some or all employees in the Insider Group, as well as any additional employees who may be identified by the Company and notified that they have been so identified, may not Trade in Company Securities (a "Special Blackout Period"). Subject Persons and other employees who are notified that they are subject to a Special Blackout Period are prohibited from disclosing to others within or outside the Company that the Special Blackout Period has been imposed or the underlying basis for the Special Blackout Period.

### **2. Mandatory Pre-Clearance of Trades**

Prior to engaging in any Trade of Company Securities, all members of the Insider Group must (a) notify the Chief Financial Officer or Corporate Controller of the proposed Trade by submitting the Pre-Clearance Request Form which is available on the Company's intranet, and (b) obtain approval of the proposed Trade from the Chief Financial Officer or Corporate Controller.

The signed and completed Pre-Clearance Request Form must be submitted to the Chief Financial Officer by e-mail, facsimile, or in person at least one (1) full business day prior to the proposed Trade, and set forth (to the extent known) the terms of the proposed Trade. You also may notify your authorized broker of the proposed Trade and request that he or she coordinate the proposed Trade with the Chief Financial Officer or outside legal counsel, as appropriate.

Upon receipt of the signed and completed Pre-Clearance Request Form, the Chief Financial Officer will consult with the Company's General Counsel or outside counsel, as appropriate, before a determination is made regarding approval of the proposed Trade. If a proposed Trade is pre-approved, such Trade may be completed during the three (3) trading days following the date on which such approval is granted (provided, of course, that the person seeking to make the Trade is not otherwise in possession of Material, Nonpublic Information). If for any reason the Trade is not completed within the three (3) trading day period, pre-approval again must be sought and obtained before the Trade is completed.

Compliance with the mandatory pre-clearance procedure is not only critical in preventing insider trading violations and avoiding the appearance of improper transactions, but also to assure compliance with the reporting requirements of Section 16(a) of the Exchange Act and prevent inadvertent violations of the limitations on short-swing transactions under Section 16(b) of the Exchange Act.

Although pre-approval of each Trade pursuant to a Rule 10b5-1 Plan is not required, the President and Chief Executive Officer or Chief Financial Officer must approve any proposed Rule 10b5-1 Plan before it is adopted.

### **C. Individual Responsibility**

Each Insider has the individual responsibility to comply with the applicable provisions of this Policy and applicable law. An Insider may, from time to time, be required to forego a transaction in Securities even if he or she planned to engage in the transaction before learning of Material, Nonpublic Information and even though he or she may suffer an economic loss or forego an anticipated profit by waiting.

### **D. Potential Penalties for Noncompliance.**

#### **1. Criminal and Civil Liability under Securities Laws.**

Pursuant to federal and state securities laws, Insiders may be subject to criminal and civil fines and penalties, as well as imprisonment, for engaging in transactions in Securities at a time when they have Material, Nonpublic Information. Insiders also may face similar liability for improper transactions by any person to whom they have disclosed Material, Nonpublic Information or to whom they have made recommendations or expressed opinions on the basis of such information. The following penalties apply to violations of Rule 10b-5 under the Exchange Act (which prohibits trading or "tipping" on the basis of Material, Nonpublic Information):

- imprisonment for up to 20 years;
- criminal fines of up to \$5 million;
- civil penalties of up to three times the profits gained or losses avoided;

- prejudgment interest; and
- private party damages.

The SEC and the Financial Industry Regulatory Authority use sophisticated electronic surveillance techniques to uncover insider trading.

## **2. Company Disciplinary Action.**

Officers and employees who violate this Policy also will be subject to disciplinary action by the Company, which may include, without limitation, a warning or letter of reprimand, demotion, salary reduction, loss of eligibility for a salary increase, bonus, or equity compensation, suspension without pay, or termination of employment.

## **IV. Additional Matters Relating to Transactions in Company Securities**

### **A. Section 16 of the Exchange Act**

Directors, Section 16 Officers, and stockholders who directly or indirectly own greater than ten (10%) percent of the Company's stock ("Certain Stockholders") must comply with the reporting obligations, limitations on short-swing transactions, and prohibition on short sales set forth in Section 16 under the Exchange Act.

Section 16(a) requires that most transactions involving the Company's equity securities by a director, Section 16 Officer, or Certain Stockholders (including option grants and exercises) must be reported to the SEC within two (2) business days following the date of the transaction. Although the Company and its general counsel or outside counsel, as appropriate, will assist reporting persons in preparing and filing the required reports, it is ultimately the responsibility of the reporting person to make sure the required reports are prepared and timely filed.

Under Section 16(b), any profit realized or loss avoided by a director or Section 16 Officer on a "short-swing" transaction (i.e., a purchase and a sale, or a sale and purchase, of the Company's equity Securities within a period of less than six months) must be disgorged to the Company upon demand by the Company or a stockholder. Liability under Section 16(b) is applied in a mechanical fashion, without regard to whether the director or Section 16 Officer actually possessed Material, Nonpublic Information.

Section 16(c) prohibits directors and Section 16 Officers from engaging in "short sales" and "sales against the box" in Securities of the Company. A "short sale" is the sale of a security that the seller does not own or any sale that is completed by delivering a security borrowed by the seller. A "sale against the box" is the sale of a security that is owned but not delivered. Instead, delivery is made of a borrowed security which makes it, in effect, a short sale. Certain similar transactions, such as prepaid forward contracts and collars, however, are permitted by the SEC, and Insiders are not prohibited from engaging in these transactions. Due to the complexity of these transactions, all Insiders should consult with the Company's President and Chief Executive Officer or Chief Financial Officer prior to engaging in such transactions.

Although employees who are not Section 16 Officers or directors are not prohibited by law from engaging in short sales or similar transactions involving Company Securities, the Company believes it is inappropriate for employees to engage in such transactions and therefore strongly discourages such activity.

**B. Form 144 Notices**

Directors and certain officers designated by the Board of Directors are required to file a Form 144 with the SEC before making an open market sale of Company Securities. This form is generally prepared and filed by the seller's broker and is in addition to the Section 16 reports that are required in connection with the sale.

**V. Questions**

Questions regarding this Policy should be directed to Zachary B. King, Senior Vice President and Chief Financial Officer of the Company, at (479) 471-2694 or e-mail at [zachary.king@usa-truck.com](mailto:zachary.king@usa-truck.com) or such other person as the Company may from time to time appoint.

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