



Corporate Governance Guidelines

DESCRIPTION

The primary responsibility of the Board of Directors (the "Board") of Schneider National, Inc. (the "Corporation") is to foster the long-term success of the Corporation, promoting the interests of stockholders. In accordance with this objective, the Board has adopted these Corporate Governance Guidelines (these "Guidelines"), which reinforce the Corporation's values and describe certain principles and practices that the Board will follow in carrying out its responsibilities also provide for effective governance and responsible business practices. These Guidelines, together with the Corporation's Certificate of Incorporation and Bylaws and charters of the committees of the Board, provide an overall framework for the Corporation's governance.

The Board reviews these Guidelines at least annually to determine whether they should be modified in response to changed circumstances or legal or stock exchange requirements, or otherwise to be made more effective. Over the years, the Board has modified these Guidelines and will continue to do so if the directors believe that changes to these Guidelines will advance the interests of the Corporation's stockholders. These Guidelines can be found in their entirety on the Corporation's website (www.investors.schneider.com) and are available in print to any stockholder who requests them.

PRINCIPLES

BOARD COMPOSITION

Size of the Board. The size of the Board will be determined by the Board in accordance with the Bylaws.

Mix of Inside and Independent Directors. The Corporation is a "controlled company" under listing standards set forth by the New York Stock Exchange ("NYSE"), which means that the Corporation is not required to have a board consisting of a majority of independent directors, and its Compensation Committee and Corporate Governance Committee are not required to be composed entirely of independent directors. The Audit Committee members are, however, subject to heightened independence standards pursuant to the listing standards of the NYSE and the rules and regulations issued by the Securities and Exchange Commission ("SEC").

It is nonetheless the Board's objective that all of the members of the Audit Committee and the Compensation Committee and a majority of the members of the Board be "independent", as defined under the listing standards of the NYSE and under rules and regulations issued by the SEC.

On at least an annual basis (and whenever an individual is considered by the Corporate Governance Committee for election as a director), management will collect information from the Corporation's records and, as appropriate, from the individual directors, to conduct an analysis of each current or prospective director's eligibility to be classified as independent. This analysis shall address each individual's eligibility to be classified as independent for purposes of serving on the Board and on each of the Board's committees. This analysis shall be submitted to the Corporate Governance Committee, which shall make a recommendation regarding each individual's independence to the full Board, which in turn shall make the final determination of each individual's independence.

The Board has adopted the following categorical standards, in addition to the standards for independence established under the listing standards of the NYSE and regulations issued by the SEC, which it may amend or supplement from time to time. A director will not be independent if:

- (i) the director is, or has been within the last three years, an employee of the Corporation and its consolidated subsidiaries, or an immediate family member of the director is, or has been within the last three years, an executive officer of the Corporation; or
- (ii) the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Corporation, other than director and committee fees and pensions or other forms of deferred compensation for prior service with the Corporation (provided such compensation is not contingent in any way on continued service); or
- (iii) (A) the director is a current partner or employee of a firm that is the Corporation's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the Corporation's audit, or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Corporation's audit within that time; or
- the director or an immediate family member is, or has been with the last three years, employed as an executive officer of another company where any of the Corporation's present executive officers at the same time serves or served on that company's compensation committee; or
- the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues; or
- the Corporate Governance Committee so decides in light of fees and emoluments that exceed what are customary, charitable contributions by the Corporation to organizations with which the director is affiliated, consulting contracts with the director or other indirect forms of compensation to the director.

To supplement the annual process described above, it shall be the responsibility of each director to inform promptly the General Counsel and Secretary of any development that may affect the director's independence in that director's judgment.

Director Qualifications. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. We endeavor to have a diverse board representing a range of complimentary experience at policy-making levels in business, and technology, and in areas that are relevant to the Corporation's activities. In addition to assuring that the Board has directors who meet the applicable criteria for committee or board membership established by regulatory entities, including the NYSE and the SEC, the Board will take into consideration the factors set forth in Section 3.02 of the Bylaws.

The Board believes that a diverse membership having a variety of skills, backgrounds and experience supports informed decision-making and is an important feature of a well-functioning board. Accordingly, the Board also believes that diversity (inclusive of gender and race) should be a consideration in board succession planning and board refreshment, consistent with nominating qualified candidates for the Board who bring fresh thinking and perspectives to the Boardroom. The Board is committed to considering diverse board candidate slates and to that end, requires that diversity be a central component of search criteria for director candidates.

Change in Job Responsibilities. When a director's principal occupation or business associations change substantially during his or her tenure as a director, the Board expects that director to tender his or her resignation for consideration by the Corporate Governance Committee and the Board. The Corporate Governance Committee will recommend to the Board the action, if any, to be taken with respect to the offer of resignation. Any director who is also an employee of the Corporation is required to submit his or her resignation for consideration by the Board to be effective at the time that he or she terminates his or her employment with the Corporation.

Board Membership and External Relationships. While the Corporation recognizes the importance of having directors with significant experience in other businesses and activities, directors are required to ensure that other commitments, including for example, other board memberships, employment, partnerships and consulting arrangements, do not interfere with their duties and responsibilities as members of the Board.

Directors shall provide notice to the General Counsel prior to accepting an invitation to serve on the board of any for-profit organization or agreeing to any other new commitment that could potentially interfere with their duties and responsibilities as a member of the Board. The General Counsel will advise the Chairperson of the Corporate Governance Committee (or Chairperson of the Board, if notice is from the Chairperson of the Governance Committee). A director should not accept the new commitment until being advised by the Chairperson of the Corporate Governance Committee (or Chairperson of the Board, as appropriate) that such engagement will not create unacceptable conflicts of interest or regulatory issues, conflict with Corporation policies, or otherwise interfere with the director's duties and responsibilities as a member of the Board.

Directors shall also promptly inform the General Counsel if an actual or potential conflict of interest arises, or they are concerned that a conflict may arise or circumstances exist that could otherwise interfere with their duties and responsibilities as a director. The General Counsel will consult with the Chairperson of the Corporate Governance Committee and Chairperson of the Board, as appropriate. Directors shall seek to avoid even an appearance of a conflict of interest. Directors shall recuse themselves from any discussion or decision that will or could reasonably be expected to affect their personal, business or professional interests.

Directors should not serve on more than three other boards of publicly traded companies in addition to the Board without the written approval of the Chairperson of the Corporate Governance Committee (or Chairperson of the Board, as appropriate). A director who is a full-time employee of the Corporation may not serve on the board of more than one other public company unless approved by the Board. Directors who are full-time employees of the Corporation must obtain the approval of the Corporate Governance Committee prior to accepting an invitation to serve on the board of any other public company, for-profit company or non-profit organization.

Retirement Policy. The Company has a retirement policy whereby a director must retire at or before the annual meeting following his or her 74th birthday unless the Board determines, based on special circumstances, that it is in the Company's best interests to request that the director serve beyond such date.

Director Term Limit. The Company has a term limit policy for Directors whereby the nomination of any individual for Director who has served as a director for more than fourteen (14) full consecutive fiscal years of the Corporation must be approved by the affirmative unanimous vote of the directors constituting the full Board of Directors.

Director Compensation. The Compensation Committee will review and establish the compensation for directors and may make recommendations to the Board for its approval. As part of its review, the Committee will receive information on compensation provided to non-employee directors at a peer group or groups of

companies. The Committee will also evaluate questions raised as to directors' independence when determining the form and amount of compensation.

BOARD RESPONSIBILITIES

The Board's responsibility in discharging its duties is to consider the effects of its actions on the Corporation's shareholders, employees, suppliers and customers, the communities in which the Corporation has operations and any other factors that the Board considers pertinent. The Board selects the senior management of the Corporation, monitors senior management and the Corporation's performance, and provides advice and counsel to senior management.

Specific Responsibilities. The Board's responsibilities include, but are not limited to, the following:

- **Strategy, Business Plan & Budget.** The Board shall review the Corporation's long-term strategy at least annually. It shall also approve a business plan, operating budget, and capital plan annually.
- **Management Performance.** The Compensation Committee will review the performance and determine and approve the compensation of the CEO at least annually. The Compensation Committee will review and approve the compensation provided to the officers of the Corporation.
- **CEO Succession.** The full Board will be responsible for selecting the CEO. The Corporate Governance Committee will review succession plans for the CEO position, including emergency succession plans, and will report on this subject to the Board. The CEO will propose to the Corporate Governance Committee an emergency succession plan to provide for one or more individuals to fulfill the CEO's responsibilities on an interim basis in the event that the CEO retires or is disabled or otherwise incapacitated, which the Corporate Governance Committee will review and, as appropriate, recommend to the full Board for its approval.
- **Management Succession.** The Board will be responsible for periodically reviewing Management's plans to identify, develop and select talent to succeed incumbent officers and executives of the Corporation.
- **Board and Committee Performance Evaluations.** Under the auspices of the Corporate Governance Committee, the Board and each committee shall conduct a self-evaluation of its performance at least annually, which will address its composition, responsibilities, structure, processes, and effectiveness.
- **Risk Oversight.** The Board shall have general oversight of the management of the Corporation's risks.

Communication with Stockholders and Third Parties. The Board believes that it is, in general, the responsibility of management to speak for the Corporation in communications with outside parties, e.g., investors, the press, and industry associations. Directors should only engage in such communications at the request of management.

Directors are encouraged and expected to attend the Corporation's annual shareholders meeting.

BOARD MEETINGS

Schedule and Agendas for Board Meetings. The Board shall hold, and to the extent possible each director shall attend or participate in, regularly scheduled quarterly meetings and such other special meetings as are necessary to attend to the Corporation's business and as are called by or at the request of the Chairman of

the Board or the CEO, including a meeting at which the Corporation's strategy is addressed. The schedules of meetings will normally be established well in advance of such meetings.

Briefing Materials and Presentations. To the extent possible and appropriate, management should provide directors with an agenda and written briefing materials in advance of the Board meetings, including financial reports in advance of any regularly scheduled Board meeting, which each director should review in preparation therefor.

Access to Management & Advisors. Directors shall have full access to any member of management for the purpose of understanding issues facing the Corporation. Directors who contact subordinate levels of management should, if appropriate, inform the Chairman of the Board and the CEO of such interactions. Each committee established by the Board shall have the authority to retain independent advisors; further, by a majority vote, the Board, non-employee directors, or independent directors may also retain independent advisors; the cost of such advisors shall be paid by the Corporation. Directors, especially those on the Audit Committee, shall have complete access to the Corporation's independent auditors and internal auditor.

Executive Sessions with Non-Management Directors. Unless the non-management directors determine otherwise, non-management directors will meet by themselves, without management present, at every regularly scheduled Board meeting. Non-management directors may hold other such sessions at the request of any non-management director and shall notify the Chairman if they would like to hold such a session, and the Chairman shall facilitate the scheduling of such session.

BOARD COMMITTEES

Committee Membership. The Corporate Governance Committee will, after consultation with the Chairman of the Board and the CEO (and others as the Committee may see fit), recommend to the Board for its approval committee assignments and chairpersons for each committee, including the creation of new, or the elimination of existing, committees of the Board.

Only independent directors (as determined by the Board of Directors in accordance with these Guidelines) may serve on the Audit Committee and the Compensation Committee. In addition, committee members shall meet applicable requirements set forth by regulatory entities, including the SEC.

DIRECTOR ORIENTATION AND EDUCATION

Director Orientation. The Secretary shall assure that each individual, upon joining the Board, is provided with an orientation regarding the Board and the Corporation's operations. As part of this orientation, each new director shall have an opportunity to meet with members of senior management of the Corporation.

Ongoing Education. The Board shall, from time to time, receive presentations by corporate executives and the heads of its businesses regarding their respective areas. In addition, the Corporation shall reimburse directors for reasonable expenses relating to ongoing director education.

USE OF PUBLIC ACCOUNTING FIRM

Any registered public accounting firm may not provide audit services to the Corporation if the Chief Executive Officer, Controller, Chief Financial Officer, Chief Accounting Officer or any person serving in an equivalent capacity for the Corporation was employed by such accounting firm and participated in any capacity in the audit of the Corporation during the one-year period preceding the date of the initiation of the audit.

RELATED PERSON TRANSACTION POLICY

The Board recognizes that Related Person Transactions can present potential conflicts of interest (or the perception thereof) and has adopted a Related Person Transaction Policy which requires directors and executives to annually identify any transaction that they, their immediate family members or other related firms either are or will be involved in to the Corporate Governance Committee.

CORPORATE GOVERNANCE REVIEW AND DISCLOSURE

The Corporate Governance Committee shall review these Guidelines no less than annually and shall recommend any changes to the Board for its approval. As part of its review, the Corporate Governance Committee will consider whether the principles and practices have been, and are likely to continue to be, effective in enabling the Board to fulfill its responsibilities. The Corporate Governance Committee may also compare current practices to the expectations of shareholders, changes in the law or regulations and the practices of boards of other leading companies. These Guidelines shall be posted on the Corporation's website.