

**FIFTH AMENDED AND RESTATED CHARTER
OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
COVENANT TRANSPORTATION GROUP, INC.**

Recitals.

The Board of Directors (the "Board") of Covenant Transportation Group, Inc., a Nevada corporation (the "Company"), has adopted this Charter of the Nominating and Corporate Governance Committee (this "Charter"). This Charter describes the duties and responsibilities of the Company's nominating and corporate governance committee (the "Nominating Committee") and grants the Nominating Committee the authority necessary to perform its oversight responsibility.

Charter.

1. **Purposes of Nominating Committee.** The primary purposes of the Nominating Committee are to (a) make recommendations to the Board concerning the composition and structure of the Board, (b) identify individuals qualified to become Board members, (c) recommend to the Board the director nominees for the next annual meeting of stockholders and in the event of any vacancies on the Board, (d) develop and recommend to the Board a set of corporate governance principles applicable to the Company, and (e) make recommendations to the Board on matters of Chairman of the Board, Chief Executive Officer ("CEO"), and President succession.

2. **Qualifications and Appointment of Nominating Committee Members.** The Nominating Committee shall consist of not less than two directors, each of whom shall (a) meet the independence requirements of the NASDAQ Global Select Market listing standards (or replacement standards or other listing standards applicable to the Company) and any other applicable laws, rules, and regulations governing independence (including the Sarbanes-Oxley Act of 2002); (b) qualify as a "non-employee director" as defined in Section 16 of the Securities Exchange Act of 1934; and (c) be free of any relationship that, in the Board's discretion, would interfere with the member's independent judgment. The members of the Nominating Committee shall be appointed and removed by the Board.

3. **Duties and Authority of the Nominating Committee.** Subject to the third sentence of Paragraph 6, the Nominating Committee will perform the following duties in the manner and priority the Nominating Committee determines, in its sole discretion and judgment, to be appropriate under the circumstances:

(a) Develop and recommend to the Board for adoption an annual self-evaluation process of the Board;

(b) Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Company's stockholders including an assessment of the Board's compliance with general corporate governance guidelines and identification of areas in which the Board could improve its performance;

(c) Consider and recommend to the Board the optimum size, classifications, diversity of the Board, terms of office of nominees, and members and criteria for Board and committee membership;

(d) Establish procedures for identifying and recruiting potential nominees for directorship who meet the criteria for Board membership set forth in Exhibit A (*Criteria for Board of Directors*) hereto and such other criteria as may be established from time to time by the Nominating Committee and Board, and periodically review and assess such procedures and criteria and recommend changes to the Board as appropriate and when necessary;

(e) Evaluate each individual director nominee in the context of the Board as a whole with the objective of recommending a group that can best perpetuate the success of the business and represent stockholder

interests through the exercise of sound judgment. The Nominating Committee shall consider the diversity of the Board in identifying and recruiting potential nominees for directorship. Such consideration shall include each individual's ability to enhance differences of viewpoint, professional experience, education, skill, and other individual qualities among the members of the Board. The Nominating Committee shall also review all potential director nominees, including those properly submitted by stockholders, in accordance with the requirements of this Charter, rules and regulations of the U.S. Securities and Exchange Commission, and NASDAQ listing standards;

(f) Evaluate whether incumbent directors should be nominated for reelection to the Board upon expiration of such director's term. In evaluating incumbent directors, the Nominating Committee shall apply the factors specified in Paragraphs 3(d) and 3(e) above and also may consider the director's past attendance at, and participation in, meetings and contributions to the activities of the Board;

(g) Annually present to the Board a list of individuals who meet the criteria for Board membership and who are recommended for nomination for election to the Board at the annual meeting of stockholders. The Nominating Committee also considers suggestions received from stockholders regarding director nominees in accordance with any procedures adopted from time to time by the Nominating Committee;

(h) In the event of a vacancy on the Board, present to the Board, a list of individuals who meet the criteria for Board membership and who are recommended for nomination for election to the Board;

(i) Review continued appropriateness of Board membership of those members who retire or change the position they held when they joined the Board;

(j) Consider and recommend to the Board a succession plan for the Chairman of the Board, CEO, and President;

(k) Recommend the functions of the various committees of the Board, the members of the committees, and the chairpersons of the committees;

(l) Conduct a periodic review of the Nominating Committee's performance, assess periodically the adequacy of this Charter, and recommend changes to the Board as needed;

(m) Periodically review the charters of Board committees to ensure they reflect a commitment to effective corporate governance and make recommendations of any changes to the Board for approval;

(n) Periodically review and make recommendations to the Board concerning the adoption of corporate governance policies and principles for the Company;

(o) Periodically make recommendations to the Board concerning orientation, training, and continuing education of members of the Board and various committees of the Board;

(p) Periodically review and assess the effectiveness of the Nominating Committee's policies with respect to the consideration of diversity in identifying director nominees;

(q) To the extent they should arise, consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate conflicts of interest;

(r) Perform such duties and make such investigations and reports as the Board shall by resolution determine, subject to the restrictions on committee power and authority as set forth in the Company's Bylaws or applicable law;

(s) As it deems appropriate, in its sole discretion, retain, obtain the advice of, and terminate legal counsel, consultants, and other advisors (such counsel, consultants, and advisors collectively, "outside advisors") that advise the Nominating Committee. The Nominating Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any outside advisors retained by the Nominating Committee, including the approval of, in the Nominating Committee's sole discretion, the reasonable compensation, fees, and other retention

terms for such outside advisors. The Company shall provide appropriate funding and pay for the cost of any such outside advisors;

(t) Delegate responsibility to subcommittees of the Nominating Committee as necessary or appropriate;

(u) Periodically evaluate the design and effectiveness of the processes in place to perform and review the Company's enterprise-wide risk assessments; and

(v) Review and make recommendations concerning the leadership structure of the Board.

In discharging its duties, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company.

4. Meeting Procedures.

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

(b) Members of the Nominating Committee shall endeavor to attend all meetings of the Nominating Committee. Pursuant to the Company's Bylaws, the Board may designate one or more directors as alternate members of the Nominating Committee who may replace any absent or disqualified member at any Nominating Committee meeting. A majority of the whole Nominating Committee shall be present in person at any Nominating Committee meeting in order to constitute a quorum for the transaction of business at such meeting; provided, however, that in the event the Nominating Committee is comprised of two members only, then two members shall constitute a majority of the whole Nominating Committee and shall be present in person at any Nominating Committee meeting in order to constitute a quorum for the transaction of business at such meeting. In the absence of a quorum from any Nominating Committee meeting, a majority of the members present thereat will adjourn such meeting from time to time to another time or place, without notice other than announcement at the meeting, until a quorum shall be present thereat. The Nominating 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 Company's Bylaws, or the laws of the state of Nevada.

(c) Written minutes will be maintained for each meeting of the Nominating Committee.

5. Other Duties. The Nominating Committee will perform such other duties as the Board may assign to it or as may be imposed by applicable law, rule, or regulation.

6. Limitation of Nominating Committee Duties. The Nominating Committee will exercise its business judgment in performing its duties under this Charter, including the duties outlined in Paragraph 3, and may emphasize and prioritize those duties and responsibilities set forth above which the Nominating Committee, in its sole discretion and judgment, believes are the most important, given the particular circumstances. In performing its functions, the Nominating Committee may rely upon information provided to it by management, the Company's auditors, or legal counsel. This Charter imposes no duties on the Nominating Committee or its members that are greater than those duties imposed by law upon a director of a Nevada corporation under Title 7 of the Nevada Revised Statutes. If any claim is asserted against the Nominating 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 Nominating Committee, any of its members, or the Company.

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Adopted on February 21, 2017

EXHIBIT A

CRITERIA FOR BOARD OF DIRECTORS

The Nominating and Corporate Governance Committee (the "Nominating Committee") of Covenant Transportation Group, Inc. (the "Company") shall consider many factors when evaluating the suitability of, and selecting, individual director nominees. The following criteria should be used as guidelines and not absolute prerequisites for selecting director nominees.

- All director nominees should be committed to the Company's basic beliefs as set forth in the Company's Code of Conduct and Ethics and shall be individuals of integrity, intelligence, and strength of character;
- All director nominees should have reputations, both personal and professional, consistent with the image and reputation of the Company;
- All director nominees should have strong leadership skills;
- All director nominees should have the ability to exercise sound business judgment;
- All director nominees should have relevant expertise and experience, including educational or professional backgrounds and should be able to offer advice and guidance to management of the Company based on that expertise and experience;
- All director nominees should have a willingness to commit the necessary time and effort to attend and participate in board meeting and related board activities, and also to ensure an active board of directors whose members work well together;
- No director nominee should serve as a director of more than five (5) public companies, including the Company;
- No director nominee who is also the CEO of the Company should serve as a director of more than three (3) public companies, including the Company;
- To the extent necessary to ensure that a majority of the board of directors is independent, non-employee director nominees should be "independent" as defined by NASDAQ Rule 5605(a)(2) (or any successor rule), qualify as a "non-employee director" as defined in Section 16 of the Securities Exchange Act of 1934, be free of any relationship that, in the board of director's discretion, would interfere with the member's independent judgment, and comply with all of the Company's corporate governance guidelines and principles as amended from time to time;
- At least three members of the board of directors satisfy the audit committee membership criteria specified in NASDAQ Rule 5605(c)(2)(A), at least one member of the board of directors eligible to serve on the audit committee is financially sophisticated within the meaning of NASDAQ Rule 5605(c)(2)(A) and qualifies as a "financial expert" in accordance with Item 407 of Regulation S-K (or any successor rules, items, or regulations), and at least two members of the board of directors satisfy the compensation committee membership criteria specified in NASDAQ Rule

5605(d)(2)(A), the independence criteria of Rule 10C-1(b)(1) of the Exchange Act, and be an "outside director" as defined in Section 162(m) of the Code and U.S. Treasury Regulation Section 1.162-27;

- All director nominees shall meet any requirements set forth in the Company's bylaws and applicable law, rules, or regulations;
- Non-employee director nominees also should maintain the independence necessary for an unbiased evaluation of management performance;
- Non-employee director nominees should effectively oversee the Company's strategy, goals, and progress;
- Non-employee director nominees should have a working knowledge of corporate governance issues and the changing role of boards;
- Non-employee director nominees should have demonstrated management and/or business skills or experience that will contribute substantially to the management of the Company;
- Non-employee director nominees should have a general understanding of marketing, finance, and other disciplines relevant to the success of a publicly traded company in today's business environment;
- Non-employee director nominees should have an understanding of the Company's business and the general trucking or transportation industry, or the willingness and ability to develop such an understanding; and
- All director nominees also shall comply with any additional criteria determined by the Nominating Committee from time to time to be necessary.

All director nominees will be evaluated and selected consistent with the Company's policy of nondiscrimination.