

DYNAMEX INC.
COMPENSATION COMMITTEE CHARTER

Adopted August 1, 2003

This Compensation Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Compensation Committee (the “Committee”) of the Board of Directors of Dynamex Inc. (the “Board”) and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to (i) assist the Board in the discharge of its fiduciary responsibilities relating to the fair and competitive compensation of the Company’s Chief Executive Officer (“CEO”) and other executives and (ii) prepare an annual report on executive compensation for inclusion in the Company’s proxy statement for the annual meeting of stockholders.
2. **Committee Members .**
 - 2.1. **Composition and Appointment.** The Committee shall consist of three (3) or more members of the Board. The members and Chairperson of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee (“Governance Committee”). Membership on the Committee shall rotate at the Board’s discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
 - 2.2. **Qualifications .** Each member of the Committee shall be independent. To be “independent,” a director may not have a relationship with the Company or its management or a private interest in the Company that in any way may interfere with the exercise of such director’s independence from the Company and its management. In addition, each member of the Committee must meet the independence requirements of the Listing Exchange and applicable federal securities laws, including the rules and regulations of the Securities and Exchange Commission (the “SEC”), including the following requirements:
 - 2.2.1. No director qualifies as “independent” unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), other than such director’s capacity as a member of the Board, the Committee or any other Board committee.
 - 2.2.2. No director who is a former employee of the Company or any affiliate of the Company shall be considered “independent” until five years after such employment has ended. A director who was employed by a former parent or predecessor of the Company shall not be considered “independent” until five years after the relationship between the Company and the former parent or predecessor has ended.
 - 2.2.3. No director who is, or in the past five years has been, affiliated with or employed by a present or former external auditor of the Company (or present or former external auditor of any of the Company’s affiliates) shall be considered “independent” until five years after the end of either the affiliation or the auditing relationship.
 - 2.2.4. No director shall be considered “independent” if such director is, or in the past five years has been, employed by any company for which any officer of the Company serves or served as a member of its compensation committee (or, in the absence of a

compensation committee, the board committee performing equivalent functions, or, in the absence of such committee, the board of directors) during the time that such director is or was so employed.

2.2.5. Directors with immediate family members in the categories described in Sections 2.2.2, 2.2.3 and 2.2.4 are likewise subject to the applicable five-year “cooling off” provisions of those Sections for purposes of determining “independence.” However, employment of an immediate family member of a director in a non-officer position (as defined with reference to Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, or any successor rule) does not preclude the Board from determining that such director is “independent.” The term “immediately family member” includes a person’s spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than such person’s employees) who shares such person’s home.

3. **Authority.**

3.1. **Advisors.** The Committee shall have the sole authority to (i) retain, at the Company’s expense, an independent compensation consultant and other expert advisors (“Advisors”) as it deems necessary to fulfill its responsibilities under this charter, (ii) determine the compensation and other terms of the engagement of such Advisors and (iii) terminate the engagement of such Advisors. The Advisors shall report directly to the Committee.

3.2. **Subcommittees.** The Committee may delegate authority and responsibilities to subcommittees as it deems proper, provided that no subcommittee shall consist of less than two members.

4. **Meetings.**

4.1. **Frequency of Meetings.** The Committee shall meet at least once per fiscal year. The schedule for regular meetings of the Committee shall be established by the Committee. The Chairperson of the Committee may call a meeting at any time as he or she deems advisable.

4.2. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to the members of the Board.

4.3. **Quorum.** A quorum shall consist of a majority of the Committee’s members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. However, the package of compensation for the CEO must be approved unanimously by the standing members of the Committee.

4.4. **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company’s management or staff. Appropriate members of Company management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.

4.5. **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

5. **Executive Compensation.**

- 5.1. **Compensation Philosophy and Strategy.** The Committee shall review the compensation philosophy and strategy of the Company and its subsidiaries and consult with the CEO, as needed, regarding the role of the Company's compensation strategy in achieving the Company's objectives and performance goals and the long-term interests of the Company's stockholders.
- 5.2. **Comparison Analysis.** The Committee shall annually review market and industry data to assess the Company's competitive position with respect to the individual elements of total executive compensation to ensure the attraction, retention and appropriate reward of the Company's executive officers.
- 5.3. **Administration of Plans.** The Committee shall administer the Company's incentive compensation and stock option and other equity based plans (including specific provisions) in which the CEO and other executive officers may be participants and recommend to the Board amendments to such plans or adoption of new plans. In connection with administering such plans, the Committee shall have the authority to (i) approve option guidelines and general size of overall grants, (ii) make grants, (iii) interpret the plans, (iv) determine the rules and regulations relating to the plans, (v) modify or cancel existing grants and substitute new grants (with the consent of grantees), (vi) designate employees eligible to participate in the plans and (vii) impose limitations, restrictions and conditions upon any award as the Committee deems appropriate and as permitted under the applicable plan.
- 5.4. **Executive Compensation.** The Committee shall annually review and establish the base salary, incentive compensation, deferred compensation, stock options, performance units and other equity based awards for the CEO. The Committee shall annually review with the CEO his or her decision as to the compensation of the Company's other executive officers.

6. **CEO Performance.** The Committee shall annually evaluate the CEO's performance and take into account such performance evaluation in establishing the CEO's compensation.

7. **Special Recommendations to the Board.** The Committee shall review and make recommendations to the Board regarding (i) any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same, that is proposed to be entered into with the CEO or any other executive officer and (ii) any deferred compensation arrangement that is proposed to be entered into with the CEO or any other executive officer.

8. **Director Compensation Oversight.**

- 8.1. **Review of Director Compensation.** The Committee shall annually review and make recommendations to the Board regarding the compensation paid to the Company's directors. Such review shall include any fees paid for attendance at meetings of the Board and any of its committees and grants of stock options or stock.
- 8.2. **Compliance With Restrictions.** The Committee shall monitor the amount of compensation proposed to be paid to any director for compliance with the Company's equity compensation plans. In addition, the Committee shall monitor the effect that compensation proposed to be paid to a director will have on the director's ability to be considered "independent" under the requirements of the Listing Exchange and applicable federal securities laws, including the rules and regulations of the SEC. The Committee shall advise the Board if any compensation proposed to be paid to a director would violate the Company's equity compensation plans or

have an undesirable impact on the director's independence. In fulfilling its responsibilities hereunder, the Committee shall give due consideration to the different definitions of "independent" that apply to the Board and its different committees and any requirement that the Board or a Board committee contain a majority of, or be entirely composed of, "independent" directors.

9. Reports and Assessments.

- 9.1. **Board Reports.** The Chairperson of the Committee shall report to the Board from time to time on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.
- 9.2. **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board and the Governance Committee of its assessment and of its recommendation for any changes to the Charter.
- 9.3. **Committee Self-Assessment.** The Committee shall annually review and make a self-assessment of its performance and shall report the results of such self-assessment to the Board and the Governance Committee.
- 9.4. **Annual Report on Compensation.** The Committee shall annually advise the Board as to whether the Company's executive officer compensation arrangements are appropriate.
- 9.5. **Proxy Statement Report.** The Committee shall prepare an annual report on executive compensation as required by the rules and regulations of the SEC and submit it to the Board for inclusion in the Company's proxy statement prepared in connection with its annual meeting of stockholders.