

DYNAMEX INC.

CHARTER OF THE EXECUTIVE COMMITTEE

Adopted August 1, 2003

This Executive Committee Charter (the "Charter") sets forth the purpose and membership requirements of the Executive 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 purposes of the Committee are to exercise, when the Board is not in session, all the powers and authority of the Board in the management of the business and affairs of the Corporation, and shall have the power to authorize the seal of the Corporation to be affixed to all papers which may require it; but the Committee shall not have the power to fill vacancies in the Board, the Committee, or any other committee of directors or to elect or approve officers of the Corporation. Except as otherwise provided herein or in the Corporation's Restated Certificate of Incorporation, the Committee shall have the power and authority to authorize the issuance of common stock and grant and authorize options and other rights with respect to such issuance.

2. **Committee Members.** The Committee shall consist of two or more members of the Board. 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. Members of the Committee shall not be required to meet the independence requirements of the Listing Exchange and applicable federal securities laws, including the rules and regulations of the Securities and Exchange Commission. All members of the Committee shall be financially literate and at least one member of the committee shall have financial expertise, as such financial terms are interpreted by the Board of Directors.

3. **Meetings.** Regular meetings of the Committee, of which no notice shall be necessary, may be held on such days and at such places as shall be fixed by resolution adopted by a majority of the Committee and communicated in writing to all its members. Special meetings of the Committee shall be held whenever called by the Chairman of the Committee or a majority of the members of the Committee then in office. Notice of each special meeting of the Committee shall be given by mail, telegraph, telex, cable, wireless, or other form of recorded communication or be delivered personally or by telephone to each member of the Committee not later than the day before the day on which such meeting is to be held. Notice of any such meeting need not be given to any member of the Committee, however, if waived by him in writing or by telegraph, telex, cable, wireless, or other form of recorded communication, or if he shall be present at such meeting; and any meeting of the Committee shall be a legal meeting without any notice thereof having been given, if all the members of the Committee shall be present thereat. Subject to the provisions of this Section 3, the Committee, by resolution adopted by a majority of the whole Committee, shall fix its own rules of procedure.

4. **Quorum.** A majority of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting thereof at which a quorum is present shall be the act of the Committee.

5. **Assessment.** The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter. The Committee shall annually review and assess the adequacy of this Charter and advise the Board of its assessment and of its recommendation for any changes to the Charter.