

## **Nominating Committee Charter**

### A. Committee Membership

1. The Nominating Committee of the Board of Directors (“Board”) of Arkansas Best Corporation (“ABC”) shall consist of “independent directors,” as such term may be defined and to the extent required from time-to-time under applicable rules of the Securities and Exchange Commission and/or NASDAQ or any other exchange or market on which ABC’s securities may be traded.

2. Annually the Board shall designate the size of and appoint the members of the Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

### B. Committee Purpose and Responsibilities

The Committee shall have the purpose and responsibilities to:

1. Identify individuals believed to be qualified to become Board members and select and recommend to the Board for its approval, the nominees to stand for election as directors at the annual meeting of stockholders, or if applicable, at a special meeting of stockholders.

In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board for its approval an individual(s) to fill such vacancy (including the appropriate Class of Directors for such individual to serve in) either through appointment by the Board or through election by stockholders.

In recommending nominees, the Committee shall take into consideration any specific criteria the Board may approve and such other factors as it deems appropriate. These factors may include any special training or skill, experience with businesses and other organizations of comparable size and type, experience or knowledge with businesses or organizations that are of particular relevance to ABC’s current or future business plans, financial expertise, the interplay of the candidate’s experience with the experience of the other Board members, sufficient time to devote to the responsibilities of a director, freedom from conflicts of interest or legal issues, and the extent to which in the Committee’s opinion the candidate would be a desirable addition to the Board.

2. The Committee may draw upon individuals known by members of the Board, and at the Committee’s discretion, candidates recommended by management or third-parties engaged by the Committee to assist it in identifying appropriate candidates.

3. The Committee shall consider any candidate for director recommended by an ABC stockholder in accordance with the procedures set forth from time-to-time in ABC's proxy statement and bylaws. The Committee shall consider the same factors when considering a stockholder recommended candidate as it does when considering other candidates.

4. Review and approve the disclosure in ABC's annual proxy statement regarding the operation of the Committee and the director nomination process.

5. Report to the Board on any action taken or recommendations relating to the nomination of Board members.

6. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time-to-time.

### C. Committee Structure and Operations

1. The Chairman of the Board shall designate one member of the Committee as its Chairman. The Committee shall meet in person or telephonically at least once a year, and more frequently as needed at times and places as set by the Committee Chairman. Meetings of the Committee shall be called by the Committee Chairman upon such notice as is provided for in ABC's bylaws with respect to meetings of the Board. The Committee may also take actions by unanimous written consent, when deemed necessary or desirable by the Committee.

2. A majority of the members shall constitute a quorum. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting.

3. The Committee shall keep written minutes of its meetings and ABC's Secretary shall maintain such minutes.

4. The Committee shall have authority to select and retain consultants or search firms to aide it in its search for appropriate candidates as well as such other advisors as it deems necessary.