



**CHARTER OF THE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
YRC WORLDWIDE INC.**

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(Effective July 1, 2017)

The Board of Directors (the “Board”) of YRC Worldwide Inc. (the “Company”) has established a Governance Committee (the “Committee”) in accordance with the Company’s bylaws. This Charter and the composition of this Committee shall comply with applicable laws and the rules or regulations of the NASDAQ Stock Market LLC (“NASDAQ”). This Charter replaces and supersedes in its entirety all previous Charters of the Committee.

**Purpose**

The primary purposes of the Committee are to discharge the Board’s responsibilities, and to act on behalf of the Board, with regard to the following:

- (1) Identify and assess persons qualified to become Board members, consistent with the qualification standards and criteria approved by the Board;
- (2) Recommend for approval to the Board the structure and membership of Board committees;
- (3) Recommend for approval to the Board the slate of director candidates to be nominated for election at the annual meeting of stockholders (other than those directors appointed by holder of the share of Series A Preferred Stock of the Company, if applicable);
- (4) Recommend for approval to the Board and oversee a set of guidelines on corporate governance (the “Guidelines on Corporate Governance”) applicable to the Company and make other recommendations for approval to the Board relative to corporate governance issues;
- (5) Assist the Board in assessing director independence;
- (6) Review and, if appropriate, recommend for approval to the Board, all related-party transactions;
- (7) Manage the Board education process;
- (8) Oversee new Board member orientation;
- (9) Oversee annual evaluations of the Board and committees of the Board; and
- (10) Provide oversight for the Company’s enterprise risk management process.

**Membership**

The Committee shall be comprised of three or more members of the Board and shall be appointed by the Board upon nomination by the Committee (subject to the rights of the holder of the share of Series A Preferred Stock of the Company, if applicable). Each member of the Committee shall be determined by the Board, with guidance from the Committee, to be “independent” as independence is determined in accordance with the NASDAQ rules and regulations, the Director

Independence Standards of the Company (included as an addendum to the Guidelines on Corporate Governance) (the “Director Independence Standards”) and applicable laws.

Each member of the Committee shall serve at the pleasure of the Board and may be replaced or removed by the Board at any time at its discretion (subject to the rights of the holder of the share of Series A Preferred Stock of the Company, if applicable). The Board shall designate one member of the Committee as the Chairperson (the “Chair”).

### **Responsibilities and Authority**

Subject to the Company’s bylaws, the Committee shall have the responsibility and authority to act on behalf of the Board to do the following:

- A. Develop the qualification standards and criteria for the requisite skills and characteristics of new Board members, as well as composition of the Board as a whole and its committees. The Committee shall periodically review and, if desirable, recommend for approval changes to the qualification standards and criteria for the selection of new directors as adopted by the Board from time to time and as set forth in the Company’s Guidelines on Corporate Governance;
- B. As appropriate, actively seek individuals qualified to become board members for recommendation to the Board; review and recommend for Board approval the criteria for the selection of nominees for election as directors of the Company and review the qualifications of all candidates, including those proposed by stockholders in accordance with notice provisions and procedures in the bylaws of the Company (other than those appointed by the holder of the share of Series A Preferred Stock, if applicable);
- C. Evaluate and make recommendations for approval to the Board regarding stockholder proposals;
- D. Recommend for approval to the Board director nominees to be proposed for election at the annual meeting of stockholders or to be elected or appointed by the Board to fill vacancies or newly-created directorships (subject to the rights of the holder of the share of Series A Preferred Stock of the Company, if applicable);
- E. As appropriate, review and recommend for approval to the Board changes to the notice provisions and procedures as set forth in the Company’s bylaws for the submission of recommendations by stockholders for nominees for election as directors of the Company;
- F. Review and, if appropriate, recommend for approval to the Board, all related-party transactions for potential conflict of interest situations on an ongoing basis, in accordance with the Company’s Related Party Transaction Policy;
- G. Review any potential conflicts that may arise due to a potential new service of any Board member on the board of another company and approve such new board service, as appropriate;
- H. Annually review the Director Independence Standards of YRC Worldwide Inc. and recommend for Board approval any proposed changes for those standards for determining whether or not a director is “independent;”

- I. In accordance with the Director Independence Standards, the NASDAQ rules or regulations and applicable law, assess and make recommendations to the Board with respect to each Board member's independence;
- J. Monitor the mix of skills and experience of its directors and committee members in order to assess whether the Board has the appropriate tools to perform its oversight function effectively;
- K. Lead the Board's annual self-evaluation process and review and make recommendations as to the effectiveness and performance of the Board as a whole, which shall be discussed with the full Board;
- L. Oversee the annual performance evaluations of the Board's committees, including this Committee, and present the evaluations to the Board;
- M. Review with the Chief Executive Officer management development and succession planning;
- N. Administer and annually review and reassess the adequacy of the Guidelines on Corporate Governance of the Company and recommend any proposed changes to the Board for approval;
- O. From time to time, review the Code of Business Conduct, the Foreign Corrupt Practices Act Policy, the Related Party Transaction Policy, and the Securities Trading and Disclosure Policy and approve any changes thereto;
- P. Make recommendations to the Board for approval as to changes in corporate governance from time to time that the Governance Committee finds are necessary or otherwise in the best interests of the Company, including changes to the Company's certificate of incorporation and bylaws;
- Q. Annually review all Board committees' structures, and if desirable, recommend to the Board for approval changes in their number, responsibilities and membership to ensure that they reflect a commitment to effective governance, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time;
- R. Make recommendations to the Board for approval regarding the membership of the Board committees (subject to the rights of the holder of the share of Series A Preferred Stock of the Company, if applicable), giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and the respective responsibilities of each Board committee;
- S. Provide oversight for the Company's enterprise risk management function, discuss with the Audit & Ethics Committee the Company's accounting and financial reporting risk profile, and discuss with management their systems and processes for the identification, assessment, and management of material risk exposures, including:
  - management's risk assessment and risk management approach, policies, systems and practices;
  - management's risk appetite and strategies related to key exposures; and

- the disclosures on risk assessment and management in the Company's proxy statement and periodic reports; and
- T. Perform such other responsibilities as may be determined by the Committee to be reasonably related to any of the foregoing or necessary or convenient to fulfill its responsibilities under this Charter or such other responsibilities as the Board may delegate to it from time to time.

Notwithstanding anything to the contrary contained in this Charter, to the extent permitted by applicable laws and the NASDAQ rules or regulations, nothing herein shall be deemed to limit the Board's authority regarding the matters listed above and the Board shall have the concurrent power and authority to consider and approve the matters listed above.

### **Meetings and Procedures**

The Committee shall meet at least annually and otherwise as required for the Committee to fulfill its responsibilities as set forth in this Charter. The Committee shall meet at such times and places as the Chair shall determine. The Chair shall be responsible for setting the meeting agendas. The meetings shall be held and actions of the Committee shall be taken in accordance with the provisions of the Company's bylaws. The Committee shall maintain a written record of its proceedings, and shall report to the Board on a regular basis.

### **Advisors**

The Committee may obtain advice from external or internal legal, accounting, executive search, or other advisors. The Committee shall have the sole authority, and shall have appropriate funding from the Company, to select, retain, terminate and approve outside consultants, experts, and other advisors as it deems appropriate to assist it in the performance of its responsibilities. The Committee shall have the sole authority to determine the terms of the engagement and the compensation of any such advisors.

### **Evaluations**

The Committee shall review and assess the adequacy of this Charter and conduct an evaluation of its own performance on an annual basis.