

Executive Compensation Committee Charter

As Amended, March 8, 2017

I. PURPOSE

The purpose of the Executive Compensation Committee (the "Committee") of the Board of Directors (the "Board") of USA Truck, Inc. (the "Company") shall be to oversee the Company's executive compensation programs and practices, including incentive-compensation plans and equity-based plans. The Committee shall also annually review the Company's employee compensation strategies, benefits and equity programs and, report its findings to the full Board, and prepare an annual report on executive compensation to be included in the Company's annual proxy statement as required by the Securities and Exchange Commission ("SEC").

II. MEMBERSHIP

The Committee shall be composed of at least three members of the Board, all of whom must qualify as (i) an independent director under the listing standards of the NASDAQ, (ii) a "non-employee director" as defined in Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), and (iii) an "outside director" under Section 162(m) of the Internal Revenue Code, as amended from time-to-time (the "Code"). Additionally, in affirmatively determining the independence of any director who will serve on the Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a Committee member, including, without limitation, (1) the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the company to the director, and (2) whether the director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company. One director shall serve as chairman of the Committee. The Committee, and its chairman, will be appointed annually by the Board. Members shall serve at the pleasure of the Board for such term or terms as the Board may determine.

III. MEETINGS

The Committee shall meet in person or telephonically as often as it determines is necessary or appropriate, but not less frequently than annually. Actions by the Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairperson. The Committee may request that any directors or members of management of the Company as it deems necessary or appropriate, consistent with maintaining the confidentiality of compensation discussions, attend any meeting of the Committee to provide any pertinent information requested by the Committee. The Company's Chief Executive Officer ("CEO") may be invited to participate in Committee meetings, but if present during any deliberations of the Committee, the CEO may not vote. The CEO may not be present during any deliberations of the Committee regarding the CEO's compensation.

The Committee shall keep written minutes of its meetings and maintain the minutes in the books and records of the Company.

IV. RESPONSIBILITIES

The responsibilities and duties of the Committee shall be to:

1. Establish the Company's general compensation policies with respect to executive officers, in consultation with senior management, and ensure that such policies are appropriately competitive to enable the Company to recruit, retain and motivate a group of talented executive officers. Additionally, such policies should support the Company's corporate goals and objectives and stockholder interests.
2. Meet annually with the CEO to discuss corporate goals and objectives and performance results.
3. Review corporate goals and objectives relevant to the compensation of the CEO, and periodically evaluate the performance of the CEO in light of such goals and objectives as well as the results of the most recent stockholder advisory vote on executive compensation (the "Say on Pay Vote").
4. Annually determine and report to the Board the individual elements of total compensation for the CEO. Annually determine the individual elements of total compensation for each other executive officer.
5. Annually review the Company's employee compensation strategies, benefits and equity programs and ensure that such strategies, benefits and equity programs encourage alignment of risk-taking behavior consistent with the Company's corporate goals and objectives and appetite for risk.
6. Review and approve employment agreements, severance arrangements, and change in control agreements and provisions, when and if appropriate, as well as any special supplemental benefits.
7. Review executive officer compensation in reference to Section 162(m) of the Code, and any other applicable laws, rules, and regulations.
8. Review and approve incentive-based cash and equity compensation plans and equity-based plans, establish criteria for the terms of awards granted to participants under such plans, grant awards in accordance with such criteria, review award documents under such plans, when and if appropriate, and exercise all authority granted to the Committee under such plans, or by the Board in connection with such plans. In reviewing and approving incentive-based cash and equity compensation plans and equity-based plans, the Committee shall consider the results of the most recent Say on Pay Vote.
9. Review and approve compensation for the Chairman of the Board and the other directors (including cash and equity retainers, committee and committee chair fees, equity compensation, meeting fees, and other similar items, as appropriate).
10. Determine stock ownership guidelines for directors, the CEO, and other executive officers and monitor compliance with such guidelines.
11. Review and recommend to the full Board for approval other compensation-related policies of the Company (including, for example, hedging and pledging policies and clawback policies) and monitor compliance with such policies.
12. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

13. Develop and maintain Company policies designed to assure that directors and officers are aware of and comply with the reporting requirements of Section 16(a) of the Exchange Act and the short-swing profit provisions of Rule 16(b)-3(d) of the Exchange Act;
14. If the Company qualifies as an "accelerated filer" or a "large accelerated filer," as defined in SEC rules, consider, on at least an annual basis, whether the risks arising from the Company's compensation policies and overall actual compensation practices for employees, including non-executive officers, may have a material adverse effect on the Company.
15. If the Company qualifies as an "accelerated filer" or a "large accelerated filer," as defined in SEC rules, prepare an annual report on executive compensation for inclusion in the Company's annual report and annual meeting proxy statement stating that the Committee has reviewed and discussed the Compensation Discussion and Analysis ("CD&A") with senior management and based on that review and discussion, recommended to the Board that the CD&A be included in the annual report and proxy statement, in accordance with the applicable rules and regulations of the SEC.
16. Review and approve other disclosures regarding executive compensation included in the Company's annual report, annual meeting proxy statement and other SEC filings consistent with such rules and regulations.
17. Update this Charter periodically, as appropriate, and recommend changes for approval by the Board.
18. Review the results of the annual self-evaluation of the Board and its committees conducted by the Nominating and Corporate Governance Committee of the Board as it relates to the Committee's performance.
19. Regularly report to the Board on the Committee's activities.
20. Perform any other activities consistent with the Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

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.

V. DELEGATION TO SUBCOMMITTEE

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that the decision of each subcommittee shall be presented to the full Committee at its next meeting.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's authority and responsibilities, as it deems necessary.

The Committee shall have the sole authority and discretion to engage any consultant and/or consulting firm, outside counsel and any other independent advisors that are independent of the Company, to assist in the evaluation of director, CEO, executive officer or other employee compensation, and to assist with any other of the Committee's responsibilities, and to terminate any such engagement, as the Committee may deem appropriate in its sole discretion. In selecting such outside advisors, the Committee must consider all factors relevant to that person's independence, including, but not limited to, the following: (i) the provision

of other services to the Company by the person who employs any such advisor; (ii) the amount of fees received from the Company by the person who employs any such advisor, as a percentage of the total revenue of such employer; (iii) the policies and procedures of the person who employs any such advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of any such advisor with a Committee member; (v) any Company stock owned by any such advisor; and (vi) any business or personal relationship of an member of the executive management team with any such advisor or person employing such advisor. The Committee shall have the sole authority to approve related fees and retention terms, and the Company must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to an advisor.

The cost of any such investigations or studies, and the compensation of all such consultants, counsel or other advisors, shall be at the Company's expense.