

**TECHNOLOGY COMMITTEE
OF
THE BOARD OF DIRECTORS**

USA TRUCK, INC.

As Adopted March 8, 2017

CHARTER

I. PURPOSE AND AUTHORITY

This Charter (this “Charter”) shall govern the operations of the Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of USA Truck, Inc., a Delaware corporation (the “Corporation”).

The purpose of the Committee shall be to review and oversee the Corporation’s overall strategic direction and technology opportunities and to review and identify specific technology and operational risks, including cybersecurity and disaster recovery, that could have a significant impact on Corporation operations. Consistent with this purpose, the Committee shall encourage continuous improvement of, and shall foster adherence to, the Corporation’s policies, procedures and practices at all levels.

II. MEMBERSHIP

The Committee shall be composed of at least three members of the Board with a diversity of technology, cyber, and risk experience. While there are no requirements for NASDAQ-defined independence, a blend of independent directors is advisable. One director shall serve as chair of the Committee. The Committee and its chairperson will be appointed annually by the Board. Members of the Committee that are employees of the Corporation or its subsidiaries will not be compensated for their service on the Committee. 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 Corporation, as it deems necessary or appropriate, attend any meeting of the Committee to provide pertinent information requested by the Committee.

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

IV. RESPONSIBILITIES

The responsibilities and duties of the Committee shall be to oversee the Corporation's technology and cyber opportunities and risks, as well as assess and assist in its' preparation for business continuity and disaster response. Specifically, the Committee shall:

1. Review management's technology planning and strategy, including the financial, tactical and strategic benefits of proposed significant technology-related projects and initiatives.
2. Request and receive reports from management, as and when appropriate, concerning the implementation of the Corporation's technology priorities, including the cost compared to budget, the expected benefits and the timelines of implementation.
3. Request and receive reports on existing and future trends in technology that may affect the Corporation's strategic plans, including monitoring overall industry trends.
4. Report and make recommendations to the Board, as appropriate, as to the scope, direction, quality, investment levels and execution of the Corporation's technology strategies.
5. Oversee management's cybersecurity program and cyber strategy related risks. The Committee shall review, at least annually, management's cybersecurity program and shall receive frequent updates on cyber and processes security from management.
6. Oversee effective protection of the Corporation's intellectual property.
7. Request and receive periodic reports from management on their strategy for disasters and assess Corporation readiness for disasters to ensure continuity of Corporation operations.
8. Present a summary of significant actions taken at each Committee meeting to the Board.
9. Remain informed of, assess, and advise the Corporation's senior technology management team with respect to existing trends in information technology and new technologies, applications, and systems that relate to or affect the Corporation's technology strategy or programs.
10. Update this Charter periodically, as appropriate, and recommend changes for approval by the Board.
11. 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.
12. Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
13. 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 Corporation.

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.

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 that is independent of the Corporation, to assist in the evaluation of the duties of the Committee. The cost of any such investigations or studies, and the compensation of all such consultants, counsel or other advisors, shall be at the Corporation's expense.

VII. LIMITATION OF TECHNOLOGY COMMITTEE DUTIES

The Committee will exercise its business judgment in performing its duties under this Charter, including the responsibilities outlined in Paragraph IV, and may emphasize and prioritize those duties and responsibilities set forth above which the Committee, in its sole discretion and judgment, believes are the most important, given the particular circumstances. In performing its functions, the Committee may rely upon information provided to it by management, the Corporation's auditors, outside consultants or legal counsel. This Charter imposes no duties on the Committee or its members that are greater than those duties imposed by law upon a director of a Delaware corporation under Delaware statute or case law. If any claim is asserted against the Committee, any of its members or the Corporation by a stockholder or any other person, nothing in this Charter shall be construed to limit or restrict any defense or indemnification available to the Committee, any of its members, or the Corporation.