



**Hub Group, Inc.**

**NOMINATING & GOVERNANCE COMMITTEE CHARTER**

**A. Purpose**

The Nominating & Governance Committee shall (1) identify individuals qualified to become Board members and nominate the director nominees for the next annual meeting of shareholders; and (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company.

**B. Committee Membership and Procedure**

The Nominating & Governance Committee shall consist of no fewer than three members. Each member of the Nominating & Governance Committee shall satisfy the independence requirements of the NASDAQ Stock Market. The Board shall appoint the members and Chairman of the Nominating & Governance Committee, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Nominating & Governance Committee shall serve until their successors are appointed and qualified. The Board shall have the power at any time to change the membership of the Nominating & Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the NASDAQ Stock Market. The Secretary (or other designated person) shall maintain minutes or other records of meetings and activities of the Nominating & Governance Committee Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Nominating & Governance Committee shall fix its own rules of procedure.

**C. Committee Authority and Responsibilities**

- The Nominating & Governance Committee shall develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members.
- The Nominating & Governance Committee shall recommend to the Board the director nominees for election by the shareholders at the next annual meeting of shareholders in accordance with the Corporate Governance Guidelines.
- The Nominating & Governance Committee shall recommend to the independent directors of the Board the independent director who shall be appointed as Lead Director, if it wishes to recommend such an appointment.
- The Nominating and Governance Committee will review all proposed nominees for the Board of Directors, including those proposed by shareholders. In reviewing such candidates, the Committee may consider a candidate's judgment, experience, independence, understanding of the Company's business or other related industries and such other factors as the Committee deems appropriate.



- The Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating & Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Nominating & Governance Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- The Nominating & Governance Committee shall make regular reports to the Board.
- The Nominating & Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating & Governance Committee shall annually evaluate its own performance and report to the Board regarding such evaluation.
- The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.
- The Nominating & Governance Committee shall serve in an advisory capacity to the Board and Chairman of the Board on matters of organizational and governance structure of the Company and the conduct of the Board.
- The Nominating & Governance Committee shall review periodically with the Chairman and the Chief Executive Officer the succession plans relating to positions held by elected corporate officers and make recommendations to the Board with respect to the selection and development of individuals to occupy those positions.
- The Nominating & Governance Committee shall develop and recommend to the Board a Code of Business Conduct and Ethics and periodically reassess such Code and recommend to the Board for its approval any proposed changes.
- The Nominating & Governance Committee shall develop and recommend to the Board an Insider Trading Policy and periodically reassess such policy and recommend to the Board for its approval any proposed changes.
- The Nominating & Governance Committee shall develop and recommend to the Board a Related Person Transaction Policy and periodically reassess such policy and recommend to the Board for its approval any proposed changes.
- The Nominating & Governance Committee shall develop and recommend to the Company's Stock Ownership Guidelines and periodically reassess such guidelines and recommend to the Board for its approval any proposed changes.