



HEARTLAND EXPRESS GOVERNANCE STRUCTURE & POLICIES



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HEARTLAND EXPRESS GOVERNANCE STRUCTURE & POLICIES



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AUDIT AND RISK COMMITTEE CHARTER

Audit and Risk Committee Charter

The Board of Directors (the “Board”) of Heartland Express, Inc. (the “Company”) has adopted this Audit and Risk Committee Charter. This Audit and Risk Committee Charter describes the duties and responsibilities of the Audit and Risk Committee of the Board (the “Audit and Risk Committee”) and grants them the authority necessary to perform its oversight responsibility.

Membership

The Audit and Risk Committee shall consist of not less than three members of the Board, each of whom shall, as determined by the Board:

1. Meet the independence requirements of the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) (implementing Section 301 of the Sarbanes-Oxley Act of 2002), The Nasdaq Global Select Market (“NASDAQ”) listing standards, and any other applicable laws, rules, and regulations governing independence promulgated by any regulatory authority with proper jurisdiction, in each case, as amended, adopted, or superseded from time-to-time (a “Regulatory Authority,” and collectively, with the SEC and NASDAQ, the “Regulatory Authorities”), unless an exemption from the requirement to meet such rule or regulation applies;
2. Not have participated in the preparation of financial statements of the Company or any current subsidiary of the Company at any time during the past three years;
3. Be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement;
4. Not, other than in his or her capacity as a member of the Audit and Risk Committee, the Board, or any other Board committee (a) accept any consulting, advisory, or other compensatory fee from the Company, or (b) be an affiliated person of the Company;
5. Have all other qualifications required by law or the Regulatory Authorities; and
6. Be free of any relationship that, in the Board's discretion, would interfere with the member's independent judgment. At least one member of the Audit and Risk Committee shall have:
 - a. past employment experience in finance or accounting;
 - b. requisite professional certification in accounting; or
 - c. any other comparable experience or background which, in the judgment of the Board, results in the individual's financial sophistication and qualifies such member as a “financial expert” in accordance with the rules and regulations of the Regulatory Authorities.

The Charter has two sections, section one covers the Audit Oversight duties and section two covers the Risk Oversight duties.

Section 1 – Audit Oversight

Purpose

1. Oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements;
2. Monitor the independence of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting) (an “outside auditor”) through:
 - a. ensuring the Company’s receipt from the outside auditor of a formal written statement delineating all relationships between the auditor and the Company,
 - b. actively engaging in a dialogue with the outside auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor,
3. Assist the Board in its oversight of the independence of the outside auditor.

Duties and Authority

The following functions shall be the common recurring activities in carrying out its responsibilities. These functions should serve as a guide with the understanding that they may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Audit and Risk Committee also shall carry out any other responsibilities and duties delegated to it by the Board as related to the purposes outlined above.

The Independent Auditor

1. The appointment, compensation, retention and oversight of the work (including resolution of disagreements between management and the independent public accountants regarding financial reporting) of any independent public accounting firm engaged for the purpose of preparing or issuing an audit reports or performing other audit, tax, review or other services for the Company. Any such independent auditing firm shall report directly to the Audit and Risk Committee. Obtain and review a written statement from the Company’s independent public accounting firm delineating all relationships between the firm and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board. The Audit and Risk Committee shall actively engage with the independent public accountants in respect to any disclosed relationships or services that may impact their objectivity and independence, and take action to oversee the independence of the Company’s independent public accounting firm;
2. Obtain and review annually a report by the Company’s independent public accounting firm describing the firm’s internal quality control procedures and any issues raised by the most recent internal quality control review, peer review, or Regulatory Authority inquiry within the preceding five years;
3. Consult with the Company’s independent public accounting firm regarding:
 - (a) its audit plans and procedures, including scope, fees, and timing of the audit, tax, and related services;
 - (b) the results of the annual audit along with any accompanying management suggestions; and
 - (c) the results of its procedures with respect to interim periods;

4. Review and discuss with the independent public accountants all material accounting issues, including alternative accounting treatments within GAAP, which have been discussed with management or may have a significant impact on the Company.
5. Review with the Company's independent public accounting firm its judgment as to the quality and appropriateness of the Company's accounting principles and the adequacy of the Company's financial statement disclosures;
6. Review and discuss with management and the independent public accountants the adequacy and the effectiveness of the Company's internal controls, including any significant deficiencies and significant changes in internal controls reported to the Audit and Risk Committee by the independent public accountants or management, and the adequacy and effectiveness of the Company's disclosure controls and procedures;
7. Review and discuss with the independent public accountant and the management in relation to the Company's major financial risk exposures and the steps management had taken to monitor and control such exposures;

Documents and Deliverables

8. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
9. Engage independent legal, accounting, and other advisors, as it determines necessary to carry out its duties. The Audit and Risk Committee shall have sole authority to approve related fees and retention terms;
10. Shall be entitled to appropriate funding, as determined by the Audit and Risk Committee, from the Company for payment of:
 - (a) compensation to any independent public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, tax, review or other services for the Company;
 - (b) compensation to any advisers engaged by the Audit and Risk Committee pursuant to the authority set forth above; and
 - (c) ordinary administrative expenses of the Audit and Risk Committee that are necessary or appropriate in carrying out its duties.
11. Issue the report of the Audit and Risk Committee required by the rules of the SEC to be included in the annual proxy statement;
12. Unless another independent committee of the Board has been specifically created for such purpose, the Audit and Risk Committee shall review and approve in advance all transactions that the Company enters into with related parties that would require disclosure under Item 404 of Regulation S-K promulgated by the SEC;
13. Review and recommend any changes to the Code of Ethics for Senior Financial Officers;

Ethical and Legal Compliance/General

14. Review and reassess the adequacy of this charter on an annual basis;
15. Consider any request for a waiver of compliance with this Code of Ethics, and all such waivers or amendments shall be disclosed promptly as required by law or stock exchange regulations;

16. Determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Ethics for Senior Financial Officers;
17. Discuss with management and the independent public accountants' quarterly earnings press releases, quarterly financial statements, and the annual financial statements prior to filing, including Managements' Discussion and Analysis of Financial Condition and Results of Operations;
18. Review the risk and effectiveness of the Company's system for monitoring compliance with laws, regulations and the Company's business conduct policies and the results of management's investigation and follow-up on any fraudulent acts or accounting irregularities as part of the annual risk assessment with Company management;
19. Obtain periodic updates from management regarding legal and regulatory compliance;
20. Review with the Company's outside counsel legal matters that may have a material impact on the consolidated financial statements and any material reports or inquiries received from Regulatory Authorities regarding financial reporting compliance;
21. Perform such other duties as the Board may assign to it or as may be imposed by law or by rule or regulation of the Regulatory Authorities;
22. Establish policies and procedures for the review and pre-approval by the Audit and Risk Committee of audit and permissible non-audit services, including fees and terms, to be performed by the Company's independent public accounting firm; and
23. Establish a hiring policy that ensures that the Company's hiring of employees and former employees of the Company's independent public accounting firm follows the guidelines of the SEC as well as the requirements per the engagement letter with the Company's independent accounting firm. Such policy should include a "cooling off period" of one year before a current or former public accounting personnel that was part of the engagement with the Company may be hired by the Company. The policy must also require the Company to discuss the potential employment, including any applicable independence ramifications, with the engagement partner responsible for the services.

Section 2 – Risk Oversight

Purpose

Responsible for general risk monitoring and oversight in relation to the Company.

Duties

1. Review at least annually the primary risk areas (financial and non-financial) and risk rankings identified by the Company.
2. Provide insights and recommendations regarding risk trends for the Company to consider.
3. Monitor technology and cybersecurity risk – review current trends, hold discussions with Management regarding ongoing external vendor partnerships, and monitor education and testing efforts by the Company through discussions with Management.
4. Monitor efforts by the Company regarding business continuity and disaster response planning.
5. Monitor the Company's compliance with Environmental, Social, and Governance responsibilities through discussions with Management.
6. Report information to and collaborate with the Nominating and Governance Committee, Compensation Committee, and the Board of Directors as needed.

Delegation

When appropriate and not prohibited by law, regulation, or NASDAQ listing standards, the Audit and Risk Committee may delegate authority to one or more of its members to perform certain duties on its behalf, subject to such reporting and/or ratification requirements as the Audit and Risk Committee shall direct.

Meetings and Records

The Audit and Risk Committee shall meet at such times and places as they shall determine. The Audit and Risk Committee shall meet in executive session with the independent public accountants and management at least quarterly. The Chairperson of the Audit and Risk Committee shall report on the activities of the Committee to the full Board. Actions by the Audit and Risk Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Audit and Risk Committee or its Chairperson.

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

COMPENSATION COMMITTEE CHARTER

Compensation Committee Charter

The Board of Directors (the “Board”) of Heartland Express, Inc. (the “Company”) has adopted this Compensation Committee Charter. This Compensation Committee Charter describes the duties and responsibilities of the Compensation Committee of the Board (the “Compensation Committee”) and grants them the authority necessary to perform its oversight responsibility.

Purpose

The purposes of the Compensation Committee are to review and make recommendations to the Board with respect to the compensation of the Company’s Chief Executive Officer (“CEO”) and [the executive compensation policies of the Company; and review and approve the compensation, as recommended by the CEO, each](#) of the other named executive officers as required by [applicable](#) law or listing standards (“executive officers”) and the executive compensation policies of the Company. The Compensation Committee is responsible for carrying out the duties set forth below.

Membership

The Compensation Committee shall consist of not less than three members who shall be appointed by the Board. Each member shall be (a) an “Independent Director” as defined under the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) (implementing Section 301 of the Sarbanes-Oxley Act of 2002), The Nasdaq Global Select Market (“NASDAQ”) listing standards, and any other applicable laws, rules, and regulations governing independence promulgated by any regulatory authority with proper jurisdiction, in each case, as amended, adopted, or superseded from time-to-time (a “Regulatory Authority,” and collectively, with the SEC and NASDAQ, the “Regulatory Authorities”), unless an exemption from the requirement to meet such rule or regulation applies; (b) be a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934; and (c) be free of any relationship or affiliation with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company that, in the Board’s discretion, would interfere with a member’s independent judgment. In affirmatively determining the independence of any director who will serve on the Compensation 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 Compensation Committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Company to such director, and (ii) whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.

Duties and Authority

The following functions shall be the common recurring activities of the Compensation Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Compensation Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Compensation Committee also shall carry out any other responsibilities and duties delegated to it by the Board as related to the purposes of the Compensation Committee as outlined above.

The Compensation Committee shall be responsible for the following:

Compensation for Executive Officers/Officer Selection/Conflicts

1. Review and make recommendations to the Board with respect to the Company's general executive compensation policies;
2. Review, determine and recommend to the Board annually the compensation of the CEO including salary, restricted stock awards and incentive compensation;
3. Review and approve the compensation, as recommended by the CEO, of the other named executive officers, including salary, restricted stock awards and incentive compensation, and provide a report thereon to the Board;
4. Annually review the CEO's corporate and individual goals and objectives with respect to performance and compensation. Discuss with the CEO the goals and objectives of the other named executive officers and the alignment of those goals and objectives with their performance and compensation;
5. During any meetings where the compensation of the CEO or the other named executive officers is addressed, the CEO and each of the other named executive officers may not be present for such deliberations and voting on CEO and each of the other named executive officer's compensation; provided, the CEO may be present for and participate in deliberations and voting on compensation for other named executive officers;
6. Annually review the Company's incentive compensation plans and the results of the most recent stockholders' non-binding advisory vote on executive compensation and "Say on Pay", and recommend to the Board appropriate changes in such plans or overall compensation;

Monitoring Incentive, Equity-Based and other Compensation Plans and Programs

7. Review the Company's compensation policies and practices to confirm that such policies and practices do not encourage unnecessary risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy, and the Company's compensation policies and practices. Confirmation of this annual review and any updates resulting from this review are to be communicated to the Chairman of the Audit and Risk Committee;
8. Engage independent legal and other advisors, as it determines necessary to carry out its duties;
9. Review and make recommendations to the Board and management regarding the Company's compensation policies with respect to non-executive employees;
10. Review with management updates to compensation-related disclosures as required by the SEC or other regulatory groups;
11. Oversee the preparation and review of all items relating to disclosures in connection with the "Pay Versus Performance" section of the Company's annual proxy statement, including the ability to select and approve, in its sole discretion, performance measures and narrative materials to accompany the Pay Versus Performance table.
12. The Compensation Committee shall issue an annual report on executive compensation as required by SEC rules to be included in the Company's proxy statement and annual report on Form 10-K stating that the Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis ("CD&A") with management and based on that review and discussion, recommended to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K;

13. The Compensation 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 Compensation Committee, for the payment of reasonable compensation to compensation consultants, legal counsel, or other advisors retained by the Compensation Committee. The cost of any such investigations or studies, and the compensation of all such compensation consultants, legal counsel, or other advisors, shall be at the Company's expense;
14. The Compensation Committee shall have direct responsibility for and sole discretion to appoint, retain, obtain advice from, and oversee compensation consultants, independent legal counsel, or other advisors as part of performing the Compensation Committee's responsibilities upon consideration of the following factors relevant to that person's independence:
 - a. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other advisor;
 - b. The amount of fees received from the Company by the person that employs compensation consultant, legal counsel, or other advisor, as a percentage of total revenue of the person that employs the compensation consultant, legal counsel, or other advisor;
 - c. The policies and procedures of the person who employs the compensation consultant, legal counsel, or other advisor that are designed to prevent conflicts of interest;
 - d. Any business or personal relationship of the compensation consultant, legal counsel, or other advisor with a member of the Compensation Committee;
 - e. Any stock of the Company owned by the compensation consultant, legal counsel, or other advisor; and
 - f. Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.
15. Annually review and reassess the adequacy of this Compensation Committee Charter;
16. Annually review and recommend Board Member fees; and
17. Such other duties as the Board may assign to it or as may be imposed by law or by rule or regulation of the Regulatory Authorities.

If applicable laws require that any of the foregoing or any other matter be determined solely by the Compensation Committee, the Compensation Committee shall not recommend such matter to the Board, but rather shall make the determination.

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

Delegation

When appropriate and not prohibited by law, regulation, or NASDAQ listing standards, the Compensation Committee may delegate authority to one or more of its members to perform certain of its duties on its behalf, subject to such reporting and/or ratification requirements as the Compensation Committee shall direct.

Meetings and Records

The Compensation Committee shall meet at such times and places as the Compensation Committee shall determine necessary or appropriate, but not less frequently than annually. The Chairperson of the Compensation Committee shall report on the Compensation Committee activities to the full Board. Actions by the Compensation Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Compensation Committee or its Chairperson.

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

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Nominating and Governance Committee Charter

The Board of Directors (the “Board”) of Heartland Express, Inc. (the “Company”), has adopted this Nominating and Governance Committee Charter (this “Charter”). This Charter describes the duties and responsibilities of the Company’s Nominating and Governance Committee of the Board (the “Nominating and Governance Committee”) and grants them the authority necessary to perform its oversight responsibility.

Purpose

The purposes of the Nominating and Governance Committee are to:

1. Assist the Board by identifying, screening, and recommending qualified candidates to serve as directors of the Company;
2. Advise the Board with respect to the size, structure, composition, and procedures of each Board committee;
3. Adopt and revise, from time to time, corporate governance guidelines applicable to the Company; and
4. Serve in an advisory capacity to the Board on matters of organization, and the conduct of Board activities.

Membership

The Nominating and Governance Committee shall consist of not less than three members who shall be appointed by the Board. Each member shall be an independent director as defined under the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) (implementing Section 301 of the Sarbanes-Oxley Act of 2002), The NASDAQ Global Select Market (“NASDAQ”) listing standards, and any other applicable laws, rules, and regulations governing independence promulgated by any regulatory authority with proper jurisdiction, in each case, as amended, adopted, or superseded from time-to-time (a “Regulatory Authority,” and collectively, with the SEC and NASDAQ, the “Regulatory Authorities”), unless an exemption from the requirement to meet such rule or regulation applies, (b) be a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934; and (c) be free of any relationship or affiliation with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company that, in the Board’s discretion, would interfere with a member’s independent judgment.

Duties and Authority

The following functions shall be the common recurring activities of the Nominating and Governance Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Nominating and Governance Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Nominating and Governance Committee also shall carry out any other responsibilities and duties delegated to it by the Board as related to the purposes of the Nominating and Governance Committee outlined above.

The Nominating and Governance Committee shall have the authority and duty to:

Board Composition and Evaluation

1. Periodically make recommendations to the Board with respect to the size and composition of the Board, and recommend to the Board general criteria (such as independence, business skills and experience relevant to the needs of the Company, understanding of the trucking industry and/or other industries relating to the Company's business, leadership qualities, personal integrity, sound judgment, diversity, and the ability to represent the stockholders) for the selection of individuals to be considered as candidates for election to the Board;
2. Approve the creation of committees of the Board, nominate directors for appointment to such committees, and recommend proposed changes to the size and composition of any committee to the Board;
3. Continuously improve the quality of the Board and its works as a governing body;
4. Engage independent legal and other advisors, as it determines necessary to carry out its duties;
5. Such other duties as the Board may assign to it or as may be imposed by law or by rule or regulation of the Regulatory Authorities;

Committee Selection and Composition

6. Seek out, evaluate, and recommend qualified director candidates for election or reelection, or to fill vacancies on the Board as they occur or are created;
7. Consider director candidates recommended by stockholders, and establish procedures by which stockholders may submit director candidate recommendations for Committee consideration;

Corporate Governance

8. Review and monitor growing corporate governance trends and best practices, consider other matters of corporate governance and make recommendations to the Board or take action with respect to such matters;
9. Review with the Board at least annually the structure and membership of the Board and Committees to assure the appropriate skills, characteristics and diversity are represented;
10. Review and reassess the adequacy of this charter on an annual basis;
11. Review at least annually the Company's policies, the charters of the committees of the Board, meeting attendance and administration matters, policies included in the Amended and Restated Bylaws of the Company, and any other policies of the Board;
12. Review general comments from all the directors as to the Board and Committee performance and provide recommendations to the Board;
13. Develop schedules for in person meetings for every board meeting. This may include meetings of the three Committees (Audit and Risk Committee, Compensation Committee, and Nominating and Governance Committee) and independent board member meetings with the CEO and senior management; and
14. Plan activities for Board education and development.

Delegation

When appropriate and not prohibited by law, regulation, or NASDAQ listing standards, the Nominating and Governance Committee may delegate authority to one or more of its members to perform certain of its duties on its behalf, subject to such reporting and/or ratification requirements as the Nominating and Governance Committee shall direct.

Meetings and Records

The Nominating and Governance Committee shall meet at such times and places as the Nominating and Governance Committee shall determine. The Chairperson of the Nominating and Governance Committee shall report on the Nominating and Governance Committee's activities to the full Board. Actions by the Nominating and Governance Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Nominating and Governance Committee or its Chairperson.

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

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

In addition to being bound by all other provisions of the Code of Business Conduct and Ethics of Heartland Express, Inc. and its subsidiaries (collectively, the “Company”), the CEO, CFO, Chief Accounting Officer, Treasurer, and Corporate Controller and other senior financial officers performing similar functions who have been identified by the Audit and Risk Committee (collectively, the “Senior Financial Officer(s)”) are subject to the following additional specific policies (collectively referred to as the “Code of Ethics”):

1. The CEO and all Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company. Accordingly, it is the responsibility of the CEO and each Senior Financial Officer promptly to bring to the attention of the Audit and Risk Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings.
2. In addition, the CEO and each Senior Financial Officer shall promptly bring to the attention of the Audit and Risk Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize, and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.
3. The CEO and each Senior Financial Officer shall act with honesty and integrity in the performance of his or her duties at the Company, shall comply with laws, rules, and regulations of federal, state, and local governments and other private and public regulatory agencies that affect the conduct of the Company’s business and the Company’s financial reporting.
4. The CEO and each Senior Financial Officer shall promptly bring to the attention of the Audit and Risk Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules, or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or any violation of this Code of Ethics.
5. The CEO and each Senior Financial Officer shall avoid actual or apparent conflicts of interest between personal and business relationships, such as holding a substantial equity, debt, or other financial interest in any competitor, supplier, or customer of the Company, or having a personal financial interest in any transaction involving the purchase or sale by the Company of any products, materials, equipment, services, or property, other than through Company-sponsored programs. Any such actual or apparent conflicts of interest shall be brought to the attention of the Audit and Risk Committee or CEO promptly.
6. The Audit and Risk Committee shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code of Ethics by the CEO or any of the Senior Financial Officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code of Ethics, and may include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits, and termination of the individual’s employment.

The Audit and Risk Committee shall consider any request for a waiver of this Code of Ethics and any amendments to this Code of Ethics, and all such waivers or amendments shall be disclosed promptly as required by law or stock exchange regulations.

Nothing in this Code of Ethics prohibits the CEO, the Senior Financial Officers, or any other person from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the SEC, Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. No person needs the prior authorization of the Company or any of its officers to make any such reports or disclosures, nor is anyone required to notify the Company of any such reports or disclosures.

WHISTLEBLOWER POLICY

Any person may submit a good faith complaint, report, or concern regarding accounting or auditing, harassment, or other employment issues and matters relating to the Company, the management of the Company, or its Board of Directors without fear of dismissal or retaliation of any kind.

In order to facilitate reporting and in accordance with Section 301 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, the Company has established the following procedures for (a) the receipt, retention, and treatment of complaints, reports, and concerns regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters (collectively, "Accounting Matters"), and (b) the confidential, anonymous submission of complaints, reports, and concerns by employees and other persons regarding Accounting Matters, Allegations, or Retaliatory Acts.

Scope of Matters Covered by Procedures

The Audit and Risk Committee shall receive, retain, investigate, and act on all Accounting Matters, Allegations, or Retaliatory Acts identified by directors, officers, and employees regarding:

- a. Questionable accounting, internal accounting controls, and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the Company's accounting policies (an "Accounting Allegation"), which may include the following:
 - i. Fraud or intentional error in the preparation, evaluation, review, or audit of any financial statement of the Company;
 - ii. Fraud or intentional error in the recording and maintaining of financial records of the Company;
 - iii. Deficiencies in or noncompliance with the Company's internal accounting controls;
 - iv. A misrepresentation or false statement to or by an executive officer of the Company (or any other person who performs functions of the principal executive officer, principal financial officer, principal accounting officer, or controller) or its independent accountants, or representatives thereof, regarding a matter contained in the financial records, financial reports (including quarterly and annual reports filed with the Securities and Exchange Commission), or audit reports of the Company; and
 - v. Deviation from full and fair reporting of the Company's financial condition or results.
- b. Violation of applicable securities laws, rules, and regulations relating to financial reporting, or violation of any other laws, rules, or regulations that could impact the Company, including other serious matters such as safety and harassment (a "Legal Allegation").
- c. Violation of the Company's Code of Conduct and Ethics by any executive officer, director, or any other person who performs functions of the principal executive officer, principal financial officer, principal accounting officer, or controller (a "Code Allegation," and collectively with an Accounting Allegation and a Legal Allegation, an "Allegation").

- d. Harassment of any kind and other employment issues, not previously identified.
- e. Retaliation against employees who make any Allegation (a "Retaliatory Act").

Receipt of Complaints, Reports, or Concerns

Any person with complaints, reports, or concerns regarding any Allegation or Retaliatory Act may submit such complaints, reports, or concerns on a confidential or anonymous basis to Company's outside legal counsel, Heidi Hornung-Scherr of Scudder Law Firm, P.C., L.L.O., by E-mail at hscherr@scudderlaw.com. The E-mail should indicate that it is being delivered pursuant to these procedures and contain a complete description of the facts or circumstances giving rise to the complaint, report, or concern.

Further, the Company's outside counsel will promptly notify the Audit and Risk Committee Chairman of any complaints, reports, or concerns regarding Accounting Matters that are submitted in this manner.

Treatment of Complaints, Reports, and Concerns

Upon receipt of a complaint, report, or concern relating to any Allegation or Retaliatory Act, or notification by the Company, an officer, or a member of the Board of Directors that it (or he or she) has received such a complaint, report, or concern, the Chairperson of the Audit and Risk Committee will notify the other members of the Audit and Risk Committee. The Audit and Risk Committee shall then investigate the complaint, report, or concern. In conducting such investigation, the Audit and Risk Committee may enlist officers or employees of the Company and/or outside legal, accounting, or other advisors, as it deems appropriate in its sole discretion. Promptly following the completion of such investigation, the Audit and Risk Committee will recommend that the Board of Directors take such corrective and disciplinary actions, if any, that are warranted in the judgment of the Audit and Risk Committee, which may include, without limitation, a warning or letter of reprimand, demotion, salary reduction, loss of eligibility for a salary increase, bonus, or equity compensation, suspension without pay, or termination of employment.

Confidentiality with respect to all complaints, reports, and concerns will be maintained by the Company and members of the Audit and Risk Committee to the fullest extent possible, consistent with the need to conduct an adequate review.

The Company will not take any adverse action against anyone as a result of their submission of a good faith complaint, report, or concern pursuant to these procedures and will not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions taken by the employee with respect to good faith reporting of complaints, concerns, or other matters regarding the Company or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002 any other applicable laws, rules, and regulations. Additionally, no employee shall be adversely affected because the employee refuses to carry out a directive which, in fact, constitutes corporate fraud, or is a violation of state or federal law or the Company's Code of Conduct and Ethics.

Report of Concerns by Non-Employees

Parties that are not directors, officers, or employees of the Company may submit complaints, reports, and concerns regarding Accounting Matters, Allegations, or Retaliatory Acts by submitting them to Heidi Hornung-Scherr in the manner described in this policy.

Retention of Documentation Relating to Complaints, Reports, and Concerns

The Audit and Risk Committee shall retain as part of the records of the Audit and Risk Committee any complaints, reports, and concerns submitted or received pursuant to these procedures, as well as any documentation relating to the investigation and resolution of such complaints, reports, and concerns, for a period of no less than seven years.

Amendments

The Audit and Risk Committee may amend these procedures at any time, consistent with requirements of applicable laws, rules, and regulations.

CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

This Code of Business Conduct and Ethics (this “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers, and employees (each, an “Insider,” and, collectively, the “Insiders”) of Heartland Express, Inc., and its subsidiaries (collectively, the “Company”). All of the Company’s Insiders must conduct themselves in accordance with the provisions of this Code and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code, Insiders must comply with the law; however, if a local custom or policy conflicts with this Code, Insiders must comply with this Code. If an Insider has any questions about these conflicts, the Insider should ask the appropriate supervisor or the Human Resources Department about how to handle the situation.

General Principles

All Insiders must always adhere to the following general principles:

1. Always act with the highest standards of personal and professional integrity. Do not tolerate others who attempt to deceive or evade responsibility for actions;
2. Always keep the Company’s stockholders’ best interests in mind. Do nothing that would compromise those best interests;
3. Uphold the legacy of the Company. The Company’s good name and reputation is a key asset and Insiders must conduct themselves in a way that will enhance the value of that asset at all times;
4. Insiders must do nothing, nor tolerate anything that bothers their conscience, however trivial; and
5. Insiders must not allow the pressure of others, or the pressure of meeting the expectations of others, to compromise their actions.

Compliance with Laws, Rules, and Regulations

Insiders must comply with all applicable laws, rules and regulations governing the Company's business, wherever it is conducted. Insiders must not take any action, either personally or on behalf of the Company, that violates any such law or other significant laws or regulations, the violation of which would reflect poorly on either the Insider or the Company.

Conflicts of Interest

Insiders must act in the best interests of the Company and avoid situations that present a potential or actual conflict between their interests and the interests of the Company.

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict can arise when an Insider takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an Insider or members of his or her family receives improper personal benefits because of his or her position in the Company, unless specifically approved in advance by the CEO.

It is almost always a conflict of interest for an Insider to work simultaneously for a competitor, customer, or supplier. Insiders are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with the Company's customers, suppliers, or competitors, except on the Company's behalf or unless specifically approved in advance by the CEO.

As it applies to employment, the primary loyalty and interest of all Insiders must always remain with the Company. Insiders shall not engage in any outside employment, including self-employment, which conflicts with their scheduled hours, overtime hours when required, or performance of Company assignments, unless specifically approved in advance by the CEO.

Conflicts of interest may not always be clear-cut, so if an Insider has a question, he or she should consult with higher levels of management. Any Insider who becomes aware of a conflict or potential conflict should bring it to the attention of the appropriate supervisor or the Human Resources Department, or consult the procedures described in the Compliance Section of this Code.

Employment of Family Members

In order to avoid any actual or perceived impropriety or conflict of interest, the Company has certain guidelines regarding the employment of family members. Family members will not be employed or assigned jobs in which they have a direct or indirect reporting relationship. Family members may not be employed in, promoted into, or transferred to the same area of responsibility or the same transactional audit chain. An audit chain involves accountability for the processing, reconciling, or adjusting of financial transactions, not necessarily within the same department, and the shared control over such responsibilities. Employees must advise the appropriate supervisor or the Human Resources Department of changes in relationships with other employees if the change in relationship results in non-compliance with this policy.

Family members include, but are not limited to spouses, parents, children (including their spouses), siblings, in-laws, aunts, uncles, nieces, nephews, grandparents, grandchildren, and household members. Also included are romantic relationships and "step" or "half" family relationships.

Insider Trading

Any Insider who is in possession of material, non-public information concerning the Company's financial condition, operations, properties, or prospects, may not trade in securities of the Company. Material, non-public information means information that is both material and non-public. Information is "material" if a reasonable investor would consider the information important in deciding whether to buy, sell, or hold a company's securities, or if the information could reasonably be expected to affect the market price of those securities.

The Company's Insider Trading Policy maintains priority over the above general statement.

Corporate Opportunities

An Insider must be loyal to the Company and must not:

1. Deprive the Company of an opportunity;
2. Take an opportunity that belongs to the Company for their own advantage; or

3. Help others violate (1) or (2), if they are in a position to divert a Company opportunity for their own benefit.

Competition and Fair Dealing

The Company seeks to outperform any competition fairly and honestly through superior performance but never through unethical or illegal business practices. Stealing proprietary information, possessing trade secrets that were obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each Insider should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors, and other Insiders. No Insider should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

Any attempts by the Company and its Insiders to restrain trade or monopolize business may be subject to antitrust laws. Discussions with competitors relating to past, present, or future pricing policies, rates, bids, discounts, promotions, profits, costs, terms or conditions of sales, choice of customers, territorial markets, service capacities, or plans may be prohibited by antitrust laws. Discussing such items at trade association meetings may also give rise to antitrust law violations. Substantial damages can arise from an antitrust violation and convictions under antitrust laws can result in jail terms.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Business gifts that compromise, *or even appear to compromise*, the Company's ability to make objective and fair business decisions are inappropriate. Simply stated, offering or accepting bribes, kickbacks, or pay-offs is always prohibited. Insiders should discuss with the appropriate supervisor or Human Resources Department regarding any gifts or proposed gifts which they are not certain are appropriate.

Many companies and governmental agencies have formal policies with respect to the receiving of gifts by their employees. All Insiders should observe the wishes of those companies and agencies and abide by their policies. The issue of gifts and gratuities may have legal implications when the government, a government entity (whether foreign or domestic), or other regulated entity is involved, and serious consequences can result from mishandling these relationships.

The decision to offer or accept gifts or entertainment should be made only in compliance with legal and ethical requirements and with the involvement of a manager if an Insider is unsure of the appropriate course. In all circumstances, gifts should be reasonable.

Discrimination and Harassment

The Company promotes equal employment opportunities and the fair treatment of all persons without regard to race, color, religion, national origin, sex, age, military status, disability, sexual orientation, or any other factors unrelated to the Company's business. This policy applies to all aspects of the employment relationship, including the application process, hiring, benefits, working conditions, discipline, promotion, and discharge.

Further, the Company believes that the dignity and individuality of each Insider and applicant for employment must be respected, and that the work environment must be free of any form of

discrimination and conduct which may be considered harassing, disruptive, or intimidating. Any instances of harassment in any form are to be reported immediately to the appropriate supervisor or the Human Resources Department.

Health and Safety

The Company strives to provide each Insider with a safe and healthful work environment. Each Insider has responsibility for maintaining a safe and healthy workplace for all Insiders, other people, and the environment by complying with all applicable governmental and private health, safety, and environmental requirements and practices and reporting accidents, injuries, and unsafe equipment, practices, or conditions immediately to an appropriate supervisor or the Human Resources Department.

Violence and threatening behavior are not permitted. Insiders must report to work and perform their duties free from the influence of drugs or alcohol. The use of illegal drugs is not tolerated by the Company.

Record Keeping

The Company's financial records are relied upon to produce reports to the Company's management, stockholders, governmental entities, and others. All Company accounting records and reports produced from those records shall be kept and presented in accordance with the laws of each applicable jurisdiction and must accurately and fairly reflect the Company's assets, liabilities, revenues, expenses, and cash flows.

The Company shall produce full, fair, relevant, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the "SEC"), tax regulators, and in other public communications made by the Company.

False or intentionally misleading entries in the Company's accounting records are prohibited, as are intentional misclassifications of transactions between accounts, departments, or accounting periods. All transactions must be recorded with care and honesty and must be supported by accurate documentation in sufficient detail to permit their review and audit. All transactions must be recorded in the proper account and in the proper accounting period. No secret or special books or records may be maintained for any purpose. Compliance with generally accepted accounting principles and the Company's system of internal accounting controls is always required.

All Insider expense reports must accurately reflect expenses incurred by the Insider on behalf of the Company and include such information as may be requested by the Company. False or intentionally misleading entries are prohibited, as are the misclassification of expenses. Violation of expense reporting rules may result in disciplinary action, up to and including discharge.

Business records and communications often become public, and the Company should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's Chief Financial Officer.

Confidentiality

Insiders must maintain the confidentiality of information entrusted to them by the Company and its customers, except when disclosure is authorized by the Company's Chief Financial Officer or required by applicable laws, rules, or regulations. Information may be confidential whether or not it is specifically identified as such. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends. Upon termination of employment, an Insider shall not copy or retain any documents containing confidential or proprietary information of the Company.

The obligation of Insiders to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use, modification, destruction or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

Protection and Proper Use of Company Assets

All Insiders should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, although authorized incidental personal use may be permitted if such use is in accordance with Company policy. No Insider should make or use unauthorized copies of any copyrighted, trademarked, or licensed materials, including computer software, or otherwise violate the terms of trademark laws, copyright laws, or licensing agreements.

Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors may be made only by the Board or a Board committee and must be disclosed as required by law or stock exchange regulation.

Compliance

Each Insider has an obligation to comply with all laws (including insider trading laws), rules, and regulations applicable to the Company and with the provisions of this Code. Any question about the best course of action in a particular situation should be communicated to an appropriate supervisor or the Human Resources Department. Subject to the exceptions contained in the following paragraph, any knowledge or suspicion of a violation of applicable laws, rules, regulations, or this Code, must be immediately reported to any of (a) the Chief Financial Officer; (b) an appropriate executive; (c) the Audit and Risk Committee; or (d) the Company's outside legal counsel in accordance with the Company's Whistleblower Policy. No one will be subject to retaliation because of a good faith report of a suspected violation.

Nothing in this Code prohibits any Insider or any other person from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the SEC, Congress, and any agency Inspector General, or from making other disclosures that are protected under the whistleblower provisions of federal law or regulation. No Insider or any other person needs the prior authorization of the Company or any of its officers

to make any such reports or disclosures, nor is anyone required to notify the Company of any such reports or disclosures.

Violations of any section of this Code may result in disciplinary action, up to and including termination of employment. The Board shall determine or shall designate appropriate persons to determine appropriate action in response to violations of this Code.

RECOUPMENT POLICY

1. Purpose. The Board of Directors (“Board”) of Heartland Express, Inc. believes that it is in the best interest of Heartland Express, Inc. (collectively with its consolidated subsidiaries, the “Company”), and its stockholders to encourage outstanding leadership, accountability, and responsible risk-taking that benefits the long-term success of the Company. Accordingly, the Board has adopted this Recoupment Policy (this “Policy”), which shall be effective as of the date first above written (the “Effective Date”), and shall apply with respect to any Material Financial Restatements for periods ending after the Effective Date (as defined herein) incurred after the Effective Date.

2. Definitions. For purposes of this Policy, the following definitions shall apply:

- (a) “Covered Employee” shall mean each employee who was subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) at any time during the performance period relating to the applicable Incentive-Based Compensation.
- (b) “Incentive-Based Compensation” shall mean any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure. Financial reporting measures are measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, any measures that are derived wholly or in part from such measures, and stock price and total stockholder return measures.

For the avoidance of doubt, Incentive-Based Compensation does not include (i) base annual salary, (ii) compensation that is awarded based solely on service (e.g., a time-vesting award, including a time-vesting stock option, restricted stock, or restricted stock unit), (iii) compensation that is awarded solely at the discretion of the Compensation Committee of the Board (however, the exercise of negative discretion with respect to an award that is otherwise based on attainment of a financial measure will not be considered discretionary for this purpose), or (iv) compensation that is awarded based on subjective standards, strategic measures (e.g., completion of a transaction), or operational measures.

- (c) “Look-back Period” shall mean the three completed fiscal years immediately preceding the date on which the Company is required to prepare a Material Financial Restatement, with such date being the earlier of: (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company’s previously issued financial statements contain a material error; or (ii) the date a court, regulator, or other legally authorized body directs the Company to restate its previously issued financial statements to correct a material error.
- (d) “Material Financial Restatement” shall mean the restatement of one or more previously issued financial statements of the Company, for any period ending after the Effective Date, due to a material error or a series of immaterial errors

that could be considered material when viewed in the aggregate of any applicable financial reporting requirements under the securities laws.

For the avoidance of doubt, a Material Financial Restatement shall not include any restatement required due to changes in accounting rules or standards or changes in applicable law, including as a result of (i) retrospective application of a change in accounting principle; (ii) retrospective revision to reportable segment information due to a change in the structure of the Company's internal organization; (iii) retrospective reclassification due to a discontinued operation; (iv) retrospective application of a change in reporting entity, such as from a reorganization of entities under common control; (v) retrospective adjustment to provisional amounts in connection with a prior business combination; or (vi) retrospective revision for stock splits.

The Board shall take into consideration any applicable interpretations and clarifications of the Securities and Exchange Commission (the "SEC") and NASDAQ Stock Exchange ("NASDAQ") in determining whether an accounting restatement qualifies as a Material Financial Restatement for purposes of this Policy.

- (e) "Recoverable Compensation" shall mean the amount of Incentive-Based Compensation received during the Look-back Period by the Covered Employee that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the Material Financial Restatement. If the grant or earning of an award is based, either wholly or in part, on satisfaction of a financial reporting measure, the award would be deemed received in the fiscal period when that measure was satisfied, in each case without regard to any ongoing service-based vesting requirements.

3. Forfeiture and Reimbursement. In the event of a Material Financial Restatement, the Company will require, to the fullest extent permitted by applicable law, that a Covered Employee forfeit and/or reimburse the Company for all or such portion (if any) of the Covered Employee's Recoverable Compensation as determined in the sole and absolute discretion of the Board.

To the extent that a Covered Employee does not make reimbursement to the Company under this Policy within a reasonable time following demand by the Company, or any shares of Recoverable Compensation have been sold by the Covered Employee, the Company shall have the right to reduce, cancel, or withhold against outstanding, unvested, vested, or future cash or equity-based compensation, or require a substitute form of reimbursement, in each case to the maximum extent permitted under applicable law.

Notwithstanding anything to the contrary, forfeiture and reimbursement of Recoverable Compensation with respect to one or more Covered Employees shall not be required if, as determined by a majority of the independent directors of the Board, the direct costs of enforcing recovery would exceed the recoverable amounts or application of this Policy to such Covered Employee(s) would violate applicable law.

4. No Indemnification or Payment of Insurance Premiums. The Company shall not indemnify any current or former Covered Employee against, or pay the premiums for any

insurance policy to cover, any loss of compensation under this Policy. In no event shall the Company be required to award Covered Employees an additional payment if a Material Financial Restatement would have resulted in a higher incentive compensation payment.

5. Authority and Interpretations. This Policy generally will be administered and interpreted by the Compensation Committee of the Board. Unless otherwise stated herein, any determination by the Compensation Committee with respect to this Policy shall be final, conclusive, and binding on all interested parties. The determinations of the Compensation Committee, the Board, or the independent Directors of the Board under this Policy need not be uniform with respect to all Covered Employees.

Each member of the Board shall be fully indemnified and held harmless by the Company for any liability resulting from administration of this Policy.

The provisions in this Policy are intended to be applied to the fullest extent of the law. To the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall be deemed amended in a manner consistent with its objectives to the extent necessary to conform to applicable law. The invalidity or unenforceability of any provision of this Policy shall not affect the validity or enforceability of any other provision of this Policy.

The rights of the Company under this Policy to seek forfeiture or reimbursement are not exclusive remedies and do not preclude any other recourse by the Company.

6. Amendment and Termination. To the extent permitted by, and in a manner consistent with, applicable SEC and NASDAQ rules and regulations, the Board reserves the power to terminate, suspend, revise, or amend this Policy.

ANTI-HEDGING AND ANTI-PLEDGING POLICY

Purpose. The purpose of this Heartland Express, Inc., Anti-Hedging and Anti-Pledging Policy (the “Stock Policy”), is to limit the hedging and pledging of Heartland Express, Inc. (the “Company”), stock by Covered Individuals (as defined below) and further align the interests of the executives of the Company, with the Company’s stockholders.

Covered Individuals. The Stock Policy applies to the Company’s Directors, Chief Executive Officer, Chief Financial Officer, and all other persons subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended (collectively, the “Covered Individuals”).

Anti-Hedging and Anti-Pledging. Covered Individuals are prohibited from (i) hedging their ownership positions in the Company’s common stock, (ii) pledging their shares of Company common stock as collateral for loans, and (iii) purchasing our common stock on margin. Hedging activities shall include, but are not limited to, short-selling, options, puts and calls, as well as derivatives such as swaps, forwards, and futures.

No Waiver. The Compensation Committee may not grant to any Covered Individual any waiver of this Stock Policy.

Modification. The Stock Policy may be amended or terminated at any time by the Compensation Committee, in its sole and absolute discretion.

Enforcement. The Company may consider a Covered Individual’s compliance with the Stock Policy in connection with compensation decisions, or promotion opportunities, to the extent it determines appropriate in its sole and absolute discretion.

ENVIRONMENTAL AND SUSTAINABILITY MISSION

Heartland Express is strongly committed to sustainability through its long track record of successful business practices. Heartland's sustainability efforts are endorsed and overseen by senior management throughout the company.

The Company, and our subsidiaries through acquisition, are long-term partners with SmartWay, the partnership of the United States Environmental Protection Agency (EPA) with the trucking industry. Collectively, we have been awarded the SmartWay Excellence Award five times (2012, 2014, 2015, 2017, and 2019). The EPA's SmartWay Transport Partnership is a market-driven initiative that empowers businesses to move goods in the cleanest, most energy-efficient way possible, while protecting public health and reducing air pollution. For more information on SmartWay and to view our company metrics and rankings as compared to our peers, please visit: www.epa.gov/smartway.

The Company's financial strategy assures its commitment to environmental sustainability. Our equipment replacement strategy ensures that we adopt the latest in tractor and trailer technology and seeks to purchase SmartWay certified tractors, trailers and related components. The Company's partnership with SmartWay also provides access to a results and feedback model that measures the Company's success in emissions reduction.

The Company understands that the selection of tractor design and maintaining a fleet equipped with the latest technology plays a critical role in its sustainability efforts. Hence, the company tries to operate a fleet of late model tractors that utilize engine technology improvements to decrease fuel consumption and minimize emissions. When purchasing tractors and engine components the focus is on those that are designed to meet or exceed EPA requirements.

When possible, the company adopts Idling Reduction techniques. Drivers are trained and operating procedures are designed to focus on the efficient operation of our fleet. The Company has also adopted technologies that reduce wind drag and improve the operating performance and fuel-efficiency of its dry-van trailers. In addition, a portion of the driver comfort systems installed on our tractors are powered by solar energy and/or batteries to further reduce diesel consumption and emissions.

Heartland employees at every level of the business are committed to following practices that reduce waste and conserve energy. In addition, Heartland commits financial resources to keep terminal facilities upgraded to utilize various energy management technologies.

HUMAN RIGHTS MISSION

Respect for human rights is a fundamental value of Heartland Express. The Company strives to respect and promote human rights in relationships with employees, vendors and customers. The Company strives to support and foster the enjoyment of human rights within the communities in which it operates.

Diversity and Inclusion

Heartland Express values and advances the diversity and inclusion of its people. The Company is committed to equal opportunity and is intolerant of discrimination and harassment. The basis for recruitment, hiring, placement, development, training, compensation and advancement at the Company is qualifications, performance, skills and experience. The Company does not tolerate disrespectful or inappropriate behavior, unfair treatment or retaliation of any kind. Harassment is not tolerated in the workplace and in any work-related circumstance outside the workplace.

Safe and Healthy Workplace

Heartland Express is committed to maintaining a safe, healthy and productive workplace that is characterized by mutual respect, and professionalism and that is free from violence, harassment, intimidation, retaliation and other threatening, hazardous or disruptive conditions or conduct. The Company is committed to compliance with all federal, state, local and other applicable laws related to the prevention of harassment, discrimination, and retaliation. If harassment, discrimination, or retaliation has occurred, employees are encouraged, and managers are required to promptly report the suspected harassment, discrimination, or retaliation to Human Resources or to the Company's outside counsel.

Forced Labor and Human Trafficking

The Company is committed to ensuring that its employees are treated with dignity and respect. The Company prohibits the use of all forms of forced labor, including prison labor, indentured labor, bonded labor, military labor, modern forms of slavery and any form of human trafficking in its operations.

Trafficking in persons includes any forced labor, debt bondage, involuntary servitude, sex trafficking or commercial sex acts. The Company is a sponsor of the organization, "Truckers Against Trafficking" (TAT). TAT exists to educate, equip, empower and mobilize members of the trucking, bus and energy industries to combat human trafficking. All employees and company representatives are trained to recognize and report trafficking using materials compiled by TAT.

ANTI-CORRUPTION POLICY

Heartland Express, Inc. and its subsidiaries and affiliated companies (collectively hereinafter referred to as “Heartland Express” or the “Company”) are committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business conduct. In all of its operations, the Company seeks to avoid even the appearance of impropriety with respect to the actions of any of its officers, directors, employees, agents or representatives. This policy prohibits corrupt payments in all circumstances, whether in dealings with government officials or individuals in the private sector.

General Directives

It is the policy of Heartland Express to comply with all relevant Anti-Corruption laws including, but not limited to, the U.S. Foreign Corrupt Practices Act (“FCPA”).

Accordingly, the Company prohibits anyone acting on behalf of the Company, directly or indirectly, from making or receiving improper payments.

Improper payments mean receiving or paying bribes or giving, offering, or promising to give money or anything else of value to any person, including any Government Official, to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company.

A Government Official may include, but is not limited to, any officer or employee of a non-U.S. government, a public international organization, a member of a non-U.S. political party, a candidate for non-U.S. political office, any non-U.S. government department or agency thereof, or any official or employee of a non-U.S. state-owned business enterprise.

The use of Heartland Express funds or assets for any illegal, improper, or unethical purpose is strictly prohibited.

Compliance with this Anti-Corruption Policy (the “Policy”) is required of all employees, officers, directors, and anyone acting on behalf of the Company. All employees are responsible for ensuring that third parties with whom they interact fully understand and follow the policy and associated procedures in their activities related to Company business.

Violations

Any employee or third party who violates this policy in connection with Company business will be subject to disciplinary measures, up to and including termination in the case of an employee, or termination of business relations in the case of a third party and, where appropriate, referral of the matter to relevant law enforcement authorities.

The United States and other countries in which the Company does business in maintain controls on the export, reexport, or transfer of goods, software, technology, and services as well economic sanctions on transactions with sanctioned countries and individuals. Violations of these laws can result in severe civil and criminal penalties, as well as denial of participation in government contracts and other administrative and civil penalties. To avoid potential violations, it is critical that everyone associated with the Company

take reasonable precautions when circumstances suggest that a customer or a transaction may be subject to these laws. If you have any concerns, please contact the Chief Financial Officer before proceeding.

Implementation of Anti-Corruption Policy

To effectively implement this policy, Heartland Express shall maintain an effective risk-based Anti-Corruption Program (the “Program”) designed to prevent, detect, and remediate bribery and recordkeeping violations. As part of the Program, the Company has adopted operating procedures specifically targeted to

the corruption risks that exist for all of its operations, worldwide. Management in each affected area is responsible for ensuring that adequate resources are devoted to maintaining effective compliance programs. The Company's Chief Financial Officer has been given overall responsibility for the Program, and shall report regularly to the Audit and Risk Committee of the Board of Directors, which shall exercise reasonable oversight as to the implementation and effectiveness of the Program.

Reporting

Every employee or third party who has information that this policy or the related procedures may have been violated, or believes he or she is being asked to pay a bribe or receive a bribe, or otherwise act in contravention of this policy shall immediately report the event. Reports shall be made, and may be made anonymously to any of the following:

Reporting Channels:

1. Company Chief Financial Officer – Chris Strain by email at cstrain@heartlandexpress.com.
2. Audit and Risk Committee Chair – Jim Pratt by email at jim_pratt12@yahoo.com.
3. Anonymous external resource – Heidi Hornung-Scherr of Scudder Law Firm, P.C., L.L.O., by e-mail at hscherr@scudderlaw.com.

Anyone who receives a report through any of the channels stated in this paragraph shall immediately forward the report to the Chief Financial Officer or Heidi Hornung-Scherr of Scudder Law Firm, P.C., L.L.O., by e-mail at hscherr@scudderlaw.com.

Anyone who reports a suspected violation of this policy will not be subject to disciplinary action or retaliation for the act of making the report.