



## CORPORATE CODE OF CONDUCT AND ETHICS

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### COVENANT TRANSPORTATION GROUP, INC.

### CODE OF CONDUCT AND ETHICS

Amended as of May 8, 2019

#### **This Code of Conduct Applies To All Directors, Officers, and Employees**

This Code of Conduct and Ethics (the "Code") applies to all directors, officers, and employees of Covenant Transportation Group, Inc. and its subsidiaries (collectively, the "Company"). It also applies to all directors, officers, and employees of the Company's controlled affiliates, employees who serve as directors or officers (or an equivalent position) of any non-controlled affiliate, and to employees of entities included in the Company's consolidated financial statements under the equity method (collectively, "Covered Persons").

For employees, this Code is part of the terms and conditions of each employee's employment with the Company; provided, however, the Code does not create an expressed or implied employment contract and is not intended to be interpreted as a contract. To the contrary, it presents guidelines and constitutes a statement of principles to which all Covered Persons are held accountable.

#### **General Statement**

The Company is committed to the highest standards of ethical and professional conduct. This Code establishes basic standards of business practice, as well as professional and personal conduct that are expected of all Covered Persons. These standards require honesty and candor in the Company's activities. The Company's executive officers and members of its financial management team also are subject to the Quarterly Financial Integrity Statement. For additional information, please refer to the Company's Employee Handbook and any supplements thereto. The Company expects all Covered Persons to abide not only by the "letter" but also the "spirit" of the Code.

*This Code also sets forth procedures for bringing complaints or issues before management or the Audit Committee on a confidential, anonymous basis. You should review the procedures carefully.*

#### **Basic Principles of Ethical Corporate Conduct**

Because the Company is judged by the performance and public perception of its directors, officers, and employees, each Covered Person has a responsibility to always act in a manner that merits public trust and confidence consistent with the highest standards expected of directors, officers, and employees of a publicly owned corporation.



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The principles set forth below are basic principles that **must** be followed:

1. Be honest, fair and trustworthy in carrying out your duties for the Company.
2. Avoid actual and apparent conflicts of interest between the interests of the Company and your personal interests. If there are any such conflicts or potential conflicts, seek approval beforehand from the Company's Corporate Compliance Department, or if you are an officer, from the Audit Committee of the Board of Directors.
3. Obey all applicable laws, rules and regulations governing the Company's business, wherever it is conducted, and do not take any action, either personally or on behalf of the Company, that violates any such law, rule, or regulation. Do not take advantage of the Company, its employees, customers, vendors, suppliers, or any other third parties.
4. Be aware of and comply with antitrust laws. Substantial damages can arise from an antitrust violation and convictions under antitrust laws can result in jail terms. 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, production capacities, or plans may be prohibited by antitrust laws. Discussing such items at trade association meetings may also give rise to antitrust law violations. If you believe that antitrust laws are being violated or if you have any questions about antitrust laws, please contact the Company as directed in this Code.
5. Treat the Company's property and funds with the same care and respect you would treat your own property and funds. The Company's property and funds belong to its stockholders. Do not improperly charge rates or service charges and do not fail to charge for services the Company renders.
6. Foster an atmosphere in which personal integrity and fair dealing is part and parcel of what you do.
7. Be honest and candid with regard to all reporting of financial results. Be timely and accurate in all your reporting tasks and activities. Do not change or alter numbers or facts to make yourself or someone else look better. Always express and report the truth.
8. Be loyal to the Company. Do not –
  - a. Deprive the Company of an opportunity;
  - b. Take for your own advantage an opportunity that belongs to the Company; or
  - c. Help others violate (a) or (b), if they are in a position to divert a Company opportunity for their own benefit.
9. At all times comply with the terms of your Confidentiality, Non-Disclosure and Restrictive Covenants Agreement (if applicable) or other similar contract with the Company, and keep all confidential information of the Company in strict confidence. Do not directly or indirectly disclose or transmit any such information to any person who is not employed or contractually engaged by the Company at the time of such disclosure, and then, only in the ordinary course of your duties for the Company. This applies to all types of confidential information about the Company, its employees, and its customers, which may include freight rates, Company or customer financial information, pricing policies, the identity of customers, trade secrets, Company accident, personnel, or medical records and proprietary information confidential, both while you are employed or providing services for the Company and after you leave the Company or stop providing services

*for the Company.* Never disclose this information in any form or forum, including, without limitation, on any personal website, blog, social media page, or any other publicly available internet forum. Do not use or attempt to use any such information for your personal advantage or for the benefit of the Company's competitors.

10. Do not post anything online that may be construed as representing the Company. Do not use the Company's logo or other trademarks on any personal website, blog, social media page, or any other publicly available internet forum in a way that suggests the Company sponsors the content therein.
11. Business gifts and entertainment are courtesies designed to build goodwill and sound working relationships among business partners. We do not, however, want to obtain business through improper means as to gain any special advantage in a relationship. Business gifts that compromise, *or even appear to compromise*, our ability to make objective and fair business decisions are inappropriate. Simply stated, offering or accepting bribes, kick backs, or pay-offs is always prohibited.

The issue of gifts and gratuities may have legal implications when the government, a government entity, 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 you are unsure of the appropriate course. In all circumstances, gifts should be reasonable.

12. Treat all persons fairly, regardless of such factors as race, color, national origin, religion, gender, disability, marital or family status, military status, age, or other factors unrelated to business needs. Adhere to fair employment practices. Extend courtesy to every employee, customer, vendor, and supplier of the Company. If you witness or suspect a violation of this code it should be reported to the Company immediately.
13. Do not perform any acts of harassment or any acts that create the potential for harassment. Harassment may take many forms, including, without limitation, sexual advances, propositions, threats, threatening conduct, and unwanted physical contact. If you witness harassment in any form, such harassment should be reported to the Company immediately.
14. Be thoroughly familiar with, adhere to, and fully comply with all Company policies and procedures, including, without limitation, this Code, the Quarterly Financial Integrity Statement, the Company's Insider Trading Policy, the Company's Reporting Procedures for Accounting Matters, and other standards of conduct.
15. Before entering into any contract or other agreement on behalf of the Company ensure that you are authorized to enter into such contract or other agreement. If you have any question about whether you are authorized, please discuss it with your manager.
16. Comply with the Company's policy regarding use of Company information systems and resources ("Acceptable Use Policy").
17. Conduct business in a way that protects the health and safety of the Company employees, other people, and the environment. Employees should act in a manner that ensures compliance with all applicable governmental and private health, safety, and environmental requirements, including contributing to an alcohol- and drug-free workplace.



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18. Foster a safe working environment free of violence or bullying. Acts or threats of violence in any form will not be tolerated.
19. Invest the time necessary to learn your job thoroughly and learn from your colleagues who have more experience in the transportation business.
20. Promptly report to your supervisor, the Corporate Compliance Department, or the Audit Committee any irregularities or apparent wrongdoing, including violations of the matters listed in this section and all facts surrounding any such incident.
21. Do not withhold, misrepresent, or misconstrue facts or information when reporting any matter to your supervisor or superior or reporting violations of this Code or any other standards of conduct to your supervisor, the Corporate Compliance Department, or the Audit Committee.
22. Any Company employee 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, and, when not in possession of material, non-public information, may only trade in accordance with the Company's Insider Trading Policy, if you are subject to such policy. 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 prevalence over the above general statement when dealing with directors, Section 16 officers, other employees subject to quarterly blackout periods or special blackout periods, and mandatory pre-clearance of trades as listed and maintained in the Company's Insider Trading Policy.

### **Examples of Conduct That Violates This Code**

The following are examples of conduct that violates this Code:

- Acts of dishonesty and/or embezzlement, including borrowing money from the Company without approval of a senior officer or using Company property for personal use or personal gain.
- Accepting or giving bribes or kickbacks to or from the Company's customers, vendors, or suppliers.
- Making favorable freight arrangements for customers that result in you obtaining a personal benefit.
- Misusing Company property, including tractors or trailers.
- Abusing or misusing property belonging to customers, vendors, suppliers, and other third parties.
- Looking up or obtaining information on workstation screens, company records, or elsewhere about the Company's financial or proprietary information, unless there is a business need to do so that has been expressly approved by your supervisor.
- Using Company information for your own benefit or to benefit someone else, either directly or indirectly.
- Trading in the Company's stock while in possession of material, non-public information about the



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Company, or during a quarterly or special blackout period, if applicable.

- Falsifying or destroying Company records or documents except as part of a normal and previously approved record destruction program.
- Failing to report any matters accurately or timely to a supervisor or superior or misrepresenting or misstating facts in any oral or written report.
- Failing to report wrongdoings or violations of this Code to senior management.
- Performing work for a person or entity that has a business relationship with the Company or for a person or entity that competes with the Company without prior approval of management.

*The examples above are not all-inclusive but have been set forth as examples of conduct violating the Code. The Company reserves the right to determine if and when conduct constitutes a violation of this Code, whether or not the conduct is specifically identified in the Code.*

### Where to Get More Information

If you do not understand or have any questions about any portion of this Code, contact James “Jamie” Heartfield, General Counsel and Chief Human Resources Officer, via phone (423-463-3243), in person, via email to [james.heartfield@ctgcompanies.com](mailto:james.heartfield@ctgcompanies.com), or in writing to:

General Counsel and Chief Human Resources Officer  
400 Birmingham Highway  
Chattanooga, TN 37419

### Who Handles Complaints

If you believe that you or someone else may be in violation of the Code, you may submit your complaints, reports, or concerns, on a confidential or anonymous basis as follows:

1. Calling the toll-free ethics hotline (888) 260-5921;
2. Via the web: <https://secure.ethicspoint.com/domain/media/en/gui/22075/index.html>;
3. Writing or orally notifying the Senior Internal Auditor, your supervisor, or an officer of the Company; or
4. Writing to the Company's Audit Committee:

Chairperson of the Audit Committee  
Covenant Transportation Group, Inc.  
P.O. Box 22997  
Chattanooga, Tennessee 37422

Indicate *"To be opened by the Audit Committee only"* on your envelope.

*The Company forbids retaliation, and no action will be taken against you for asking in good faith about the Code, about activities that you are considering engaging in, or for reporting in good faith a perceived violation of the Code, even if it turns out that there was in fact no violation.*



### Report of Matters to Audit Committee

When an issue is raised pertaining to the Code, the Corporate Compliance Department will take appropriate action under the circumstances; provided, that the Corporate Compliance Department shall report all matters to the Chairperson of the Audit Committee relating to any (i) alleged violation of the Code by any director, executive officer, or any Designated Officer (as defined below) (the "Alleged Code Violation"), (ii) complaints, reports, or concerns regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters (collectively, "Accounting Matters"); (iii) violation of applicable securities laws, rules, and regulations relating to financial reporting (a "Legal Allegation"); (iv) retaliation against any employees who make any allegations relating to (i) – (iii) above (a "Retaliatory Act"); and (v) other matters required to be addressed by the Audit Committee (A) set forth in the Reporting Procedures for Accounting Matters, the Charter of the Audit Committee, as amended from time to time (the "Charter"), or otherwise, and (B) pursuant to all applicable laws, rules, and regulations.

The Audit Committee has the continuing duty to review the performance of the Company's Chief Executive, Operating, Financial, and Accounting Officers, and other members of the financial management staff, as well as to provide independent and skilled guidance to the Board of Directors in fulfilling its responsibilities and to ensure the fairness and accuracy of the Company's Accounting Matters.

Pursuant to Section 301 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder and its Charter, the Audit Committee established reporting procedures for the receipt, retention, and treatment of complaints (collectively, a "Complaint") received by the Company and Audit Committee on issues regarding Alleged Code Violations and Accounting Matters as well as other matters. A copy of the Reporting Procedures for Accounting Matters is available on the Company's website at <https://www.covenanttransport.com/investors/investors-governance>.

Complaints may be made to the Company anonymously pursuant to the section titled "Who Handles Complaints." If the Complainant is, or is required to be, addressed by the Audit Committee, then the Audit Committee will take the following actions upon receipt of such Complaint:

- The Corporate Compliance Department and Chairman of the Audit Committee will review the Complaint and determine whether the full Audit Committee needs to review.
- The Audit Committee will determine, in its sole discretion, whether the matters set forth in the Complaint relate to or involve a material violation of this Code or any Company policy or have a material adverse effect on the Company's financial statements, results of operations, or financial controls.
- The Audit Committee may investigate the matters alleged in any Complaint by any procedure it deems appropriate.
- The Complaint, if it involves a material matter, will be reviewed by the Company's outside legal counsel, as appropriate, and the Audit Committee will take any necessary action to remedy the matters set forth in the Complaint, including, without limitation, presenting such Complaint to the Company's Board of Directors and independent public accountants for further action if the Audit Committee determines there is substance to the matters alleged in the Complaint.



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- Complaints that are not well-founded will be dismissed, but such Complaints will be retained by the Audit Committee for an appropriate period of time, as determined by the Audit Committee, or by the Corporate Compliance Department, as determined by the Corporate Document Retention Policy.
- No employee will be subject to discipline for bringing a Complaint in good faith to the Audit Committee's attention.

Notwithstanding anything to the contrary herein, any Complaints relating to Accounting Matters, Alleged Code Violations, Legal Allegations, or a Retaliatory Act shall be subject to the procedures set forth in the Reporting Procedures for Accounting Matters.

Any Complaints received by the Audit Committee (or the Company's outside legal counsel) will be retained in a separate, confidential file restricting access only to members of the Audit Committee and the Company's outside legal counsel.

### **Code of Ethical Conduct Waivers**

A waiver of any of the rules of the Code **must be requested** in writing and may be granted in certain limited circumstances. Any waiver will be denied or granted by the Board of Directors. The Chief Financial Officer has authority to grant a waiver for employees who are below the rank of Vice President, subject to approval of the Audit Committee of the Board of Directors. Waivers will be reported or disclosed in accordance with the applicable requirements of the Securities and Exchange Commission and Nasdaq.

All waivers of this policy must be reported to the Audit Committee. The Audit Committee will submit any such requests for waivers of compliance to the Board for denial or approval.

### **Failure to Comply**

Engaging in prohibited conduct or not adhering to this Code, or any other standards of conduct adopted by the Company, may lead to disciplinary action against an employee, 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. If you have any questions or doubts about whether your conduct might pose a conflict or a potential conflict of interest or be otherwise prohibited, refer the matter to your immediate supervisor or the Corporate Compliance Department.

### **Special Provisions Relating Only to Principal Executive Officer and Senior Financial Officers**

The Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission issued pursuant thereto require the Company to disclose in its annual report whether it has adopted a code of ethics for its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions (the "Designated Officers").

For purposes of this requirement, the code of ethics means a codification of standards that is reasonably designed to deter wrongdoing and to promote:



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1. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
3. Compliance with applicable governmental laws, rules, and regulations;
4. Prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code; and
5. Accountability for adherence to the Code.

All provisions of the Code apply to the Designated Officers. In addition, each Designated Officer shall be responsible for the full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company.

Any Designated Officer who is found to have violated any provision of the Code, including any of the special provisions set forth herein, will be, at the discretion of the Company's Board of Directors, subject to disciplinary action, 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.

### **Public Availability**

In accordance with the applicable requirements of the Securities and Exchange Commission and Nasdaq, this Code will be made publicly available on the Company's website at <https://www.covenanttransport.com/investors/investors-governance>



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**CERTIFICATION –**

**Covenant Transportation Group, Inc. Code of Conduct and Ethics**

I have received and read the Covenant Transportation Group, Inc. Code of Conduct and Ethics and I understand my responsibilities under it. I wholly and expressly agree to comply with the Code and to abide by its terms and conditions.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name