

**MARTEN TRANSPORT, LTD.  
AUDIT COMMITTEE CHARTER**

**Organization**

The Audit Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Marten Transport, Ltd. (the “Company”). This Audit Committee Charter shall govern the operations of the Committee.

**Statement of Purpose and Policy**

The purpose of the Committee shall be to oversee the accounting and financial reporting processes of the Company, as well as its systems of internal accounting and financial controls. In doing so, it is the responsibility of the Committee to maintain free and open communication between the Committee, the independent auditors and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, with full access to all books, records, facilities and personnel of the Company and the power to engage and determine funding for independent counsel or other advisors as the Committee deems necessary for these purposes and with respect to its other duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors and all such advisors, as well as for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall make regular reports to the Board regarding the execution of its duties and responsibilities.

**Composition and Qualifications**

The members of the Committee shall be appointed by the Board and shall consist of at least three independent Board directors. Each member of the Committee shall, at the time of his or her appointment, be able to read and understand fundamental financial statements, including the Company’s balance sheet, statement of operations and cash flow statement. In addition, at least one member of the Committee shall be an “audit committee financial expert,” as defined and required under the federal securities laws and rules and regulations of the Securities and Exchange Commission (SEC), as amended from time to time. The chairperson shall be appointed by the Board, upon the recommendation of the Nominating/Corporate Governance Committee.

All Committee members shall meet the independence requirements set forth in the federal securities laws and under the rules and regulations established by the SEC and the Nasdaq Stock Market, as may be amended from time to time.

The Board shall be responsible for determining “independence” of Committee members and qualifications of a member as an “audit committee financial expert.”

The Committee shall meet a minimum of four (4) times per year, either in person or telephonically (if appropriate). Additional meetings will be scheduled as circumstances dictate. The Committee shall require members of management, the independent auditors and others to attend meetings and to provide pertinent information, as necessary. As part of its job to foster open communications, the Committee shall meet in separate executive sessions during certain of

its meetings with management and the independent auditors to discuss any matters that the Committee (or either of the two groups) believes should be discussed in private.

### **Responsibilities and Processes**

In carrying out its responsibilities the Committee shall:

- Oversee the Company's financial reporting process on behalf of the Board and report the results of their activities to the Board.
- Have sole authority to appoint, compensate, retain and oversee the work of the Company's independent auditors. The Company's independent auditors shall report directly to the Committee.
- Pre-approve all audit services and permissible non-audit services provided by the independent auditors as required under the federal securities laws and rules and regulations of the SEC, as may be amended from time to time.
- Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
- Oversee the establishment and administration (including the grant of any waiver from) of a written code of ethics applicable to each of the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.
- Review and either approve or disapprove all related party transactions in accordance with the Company's Policy Regarding Related Party Transactions.
- Oversee the Company's systems of internal control over financial reporting, disclosure controls and procedures and compliance with legal, accounting and regulatory requirements and ethical standards adopted by the Company.
- The Committee will regularly discuss with management its enterprise risk management process, including the Company's major risk exposures, the steps management has taken to monitor and control such exposures, and guidelines and policies to govern the Company's risk assessment and risk management processes. In addition, the Committee will periodically report to the Board regarding significant matters identified with respect to the foregoing.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to react more effectively to changing conditions and circumstances. The Committee shall take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. These processes are set forth as a guide, with the understanding that the Committee may supplement them as appropriate. More specifically, the Committee shall:

- Discuss with the auditors their independence from management and the Company. The Committee shall obtain and review written disclosures and a letter from the auditors regarding their independence as required by applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) for independent auditor communications with audit committees.
- Discuss with the independent auditors the overall scope and plans for their audits. In addition, the Committee shall discuss with management and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company’s system to monitor and manage business risk, and legal and ethical compliance programs.
- On a periodic basis, but not less than annually, the Committee shall discuss with the independent auditors, reports regarding:
  - the selection of, or any changes in, the Company’s critical accounting policies, and alternative and preferred treatment of financial information in accordance with accounting principles generally accepted in the United States (“GAAP”).
  - the independent auditor’s internal quality-control procedures,
  - any material issues raised by the most recent internal quality-control, peer or PCAOB reviews of the independent auditor,
  - any material issues raised by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor,
  - any steps taken to deal with any issues described in the two preceding clauses,
  - all relationships between the independent auditor and the Company, and
  - any issues regarding the Company that the independent auditor discussed with its national office.
- Prior to release, the Committee shall review all announcements of interim and annual financial results, as well as periodic earnings guidance to be publicly released by the Company, and discuss such announcements with management and the independent auditors. The chair or other designated representative of the Committee may represent the entire Committee for purposes of this review.
- Review the interim financial statements with management and the independent auditors prior to public release of quarterly results or, if quarterly results are not released, prior to the filing of the Company’s Quarterly Report on Form 10-Q. The Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards. The chair or other designated representative of the Committee may represent the entire Committee for purposes of this review.

- Review with management and the independent auditors the financial statements to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of the Form 10-K), including their judgment about the quality (not just acceptability) of critical accounting policies and practices, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements. In addition, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, including alternative treatments of financial information within generally accepted accounting principles that have been discussed with management. Further, the Committee shall indicate to the Board whether the Committee recommends that the audited financial statements be included in the Company's Annual Report on Form 10-K and shall review and approve the report of the Committee required to be included in the Company's annual proxy statement.
- On a periodic basis, but not less than annually, the Committee shall review and discuss with management and the independent auditors the adequacy and effectiveness of the Company's internal control over financial reporting (including any significant deficiencies or material weaknesses and any significant changes in the Company's internal control over financial reporting reported to the Committee by the independent auditors or management); and any special steps adopted in light of any control deficiencies and the adequacy of disclosures about the effectiveness of and any significant changes in the Company's internal control over financial reporting.
- The Committee shall review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
- Meet separately with the independent auditors, with and without management present, to discuss any significant disagreements between management and the independent auditors in connection with the audit, and any difficulties or problems encountered during the course of the audit (including any restrictions on the scope of work or access to required information) and management's response thereto. The Committee has the sole authority to resolve disagreements, if any, between management and the independent auditors.
- In connection with each periodic report of the Company, review a report from management containing an evaluation of the effectiveness of the Company's disclosure controls and procedures, which shall include the report of the Chief Executive Officer and Chief Financial Officer to be included in each Quarterly Report on Form 10-Q and Annual Report on Form 10-K regarding the Company's disclosure controls and procedures, and the report of management to be included in each Annual Report on Form 10-K regarding the effectiveness of the Company's internal control structure and procedures for financial reporting.
- Discuss with management and the independent auditors any correspondence with the SEC, the NASDAQ or other regulatory or self-regulatory agency relating to the Company's financial reporting obligations, including any comment letters received from the SEC on the Company's financial statements and periodic reports. Review and approve prior to filing,

management's responses to such regulatory bodies, which relate to matters for which the Committee has oversight responsibilities.

- Ensure that a performance assessment of the Committee is performed annually.
- Review and reassess the adequacy of this Charter annually and submit the Charter to the Board for its approval.

#### **Limitation of Role of Committee**

It is not the duty or the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements are prepared accurately and in accordance with accounting principles generally accepted in the United States ("GAAP"). This is the responsibility of management and the independent auditors. The statements of responsibilities and processes contained in this Charter are in all respects qualified by this limitation.

Approved by Marten Transport, Ltd.  
Board of Directors

March 3, 2015