

**FIRST AMENDED AND RESTATED
CHARTER OF THE RISK COMMITTEE
OF THE BOARD OF DIRECTORS
OF
COVENANT LOGISTICS GROUP, INC.**

Recitals.

The Board of Directors (the "Board") of Covenant Logistics Group, Inc., a Nevada corporation (the "Company"), has adopted this Charter of the Risk Committee (this "Charter"). This Charter describes the duties and responsibilities of the Company's risk committee (the "Risk Committee") of the Company and grants the Risk Committee the authority necessary to perform its oversight responsibility.

Charter.

1. **Purposes of Risk Committee.** The Company's management ("Management") is responsible for risk assessment and risk management. The Board is ultimately responsible for overseeing the Company's management of enterprise risks. The primary purpose of the Risk Committee is to aid the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation, and mitigation of operational, strategic, and external environment risks. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company. The Risk Committee also is responsible for carrying out the duties set forth below.

2. **Qualifications and Appointment of Risk Committee Members.** The Risk Committee shall consist of not less than two directors, which may be independent or non-independent. The members of the Risk Committee shall be appointed by the Board. A member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Risk Committee may be removed, with or without cause, by a majority vote of the Board. Unless a Chairperson is elected by the full Board, the members of the Risk Committee shall designate a Chairperson by the majority vote of the full Risk Committee membership. The Chairperson will chair all regular sessions of the Risk Committee and set the agendas for Risk Committee meetings.

3. **Duties and Authority of the Risk Committee.** The following functions shall be the common recurring activities of the Risk Committee in carrying out its responsibilities outlined in Paragraph 1 of this Charter. These functions should serve as a guide with the understanding that the Risk 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 Risk Committee also shall carry out any other responsibilities and duties delegated to it by the Board from time-to-time related to the purposes of the Risk Committee outlined in Paragraph 1 of this Charter. Notwithstanding anything in this Charter to the contrary, in no event will the Risk Committee take any action that is required by any law, regulation or listing standards to be exercised by directors meeting 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 (including the Sarbanes-Oxley Act of 2002) (a "Regulatory Authority," and collectively, with the SEC and NASDAQ, the "Regulatory Authorities"). Subject to the foregoing, the Risk Committee shall:

(a) Oversee and review with Management the Company's risk framework, including, but not limited to, the adequacy and effectiveness of the Company's risk management policies, safety initiatives, business continuation, and enterprise risk management program;

(b) Ensure the Company is taking appropriate measures to achieve a prudent balance between risk and reward in both ongoing and new business and strategic activities;

(c) Oversee the Company's risk identification, risk tolerance, risk assessment, and risk management practices for strategic enterprise risks facing the Company, but excluding, risks associated with

technology, such as (i) the quality, adequacy, and effectiveness of the Company's data security, privacy, and technology and (ii) cybersecurity and cyber incident response, which will be addressed by the Audit Committee;

(d) Evaluate significant risk exposures of the Company and assess Management's actions and strategies to mitigate the exposures in a timely manner, in coordination with the Board and other Board committees;

(e) As appropriate, recommend that the Board assign oversight responsibilities for certain risk areas to the Board's committees;

(f) Initiate and supervise investigations into any matters within the scope of its authority and responsibilities;

(g) Make regular reports to the Board;

(h) Communicate with other Board committees as necessary and appropriate to enable the committees to perform their statutory, regulatory, and other responsibilities with respect to oversight of risk assessment and risk management within their scope of responsibility;

(i) Obtain advice and assistance, as needed, from internal or external legal, accounting, specialists, or other advisors;

(j) Possess sole authority to retain or terminate, as it deems necessary or appropriate, consultants or outside advisors to assist with the duties and responsibilities of the Risk Committee. The Company will provide appropriate funding as determined by the Risk Committee, for payment of any such consultants or outside advisors and ordinary administrative expense necessary and appropriate for the Committee to carry out its duties and responsibilities;

(k) Form and delegate responsibilities to subcommittees of the Risk Committee as necessary or appropriate, provided that no subcommittee will hold any power or authority required by Regulatory Authorities to be exercised by the Risk Committee as a whole;

(l) Review the adequacy of this Charter on a periodic basis and recommend any proposed changes to the Board for approval; and

(m) Perform such activities consistent with this Charter, the Company's Sixth Amended and Restated Bylaws and applicable law as the Board or the Risk Committee deems necessary or appropriate.

In discharging its duties, the Risk Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company.

4. Other Risk Areas. Oversight responsibility for certain other risk areas belongs to the Board's other committees as outlined in their respective charters:

(a) The Audit Committee oversees the Company's assessment of (i) financial risks, including (1) any material financial risk exposure to the Company and (2) the steps management has or plans to take to monitor and control financial risk and (ii) risks associated with technology, such as (1) the quality, adequacy, and effectiveness of the Company's data security, privacy, and technology, and (2) cybersecurity and cyber incident response; and

(b) The Compensation Committee oversees the evaluation of risks arising from the Company's compensation policies and overall actual compensation practices for employees, including non-executive officers, which may have a material adverse effect on the Company.

5. Meeting Procedures.

(a) The Risk Committee shall meet at such times as may be necessary and at least two times per year. It is anticipated that Risk Committee meetings will be held in conjunction with selected Board meetings. Special meetings of the Risk Committee may be called by the Chairperson of the Risk Committee or the Chairman of the Board.

(b) Members of the Risk Committee shall endeavor to attend all meetings of the Risk Committee. Pursuant to the Company's Articles and Bylaws, the Board may designate one or more directors as alternate members of the Risk Committee who may replace any absent or disqualified member at any Risk Committee meeting. A majority of the whole Risk Committee shall be present in person or by telephone at any Risk Committee meeting in order to constitute a quorum for the transaction of business at such meeting; provided, however, that in the event the Risk Committee is comprised of two members only, then two members shall constitute a majority of the whole Risk Committee and shall be present in person or by telephone at any Risk Committee meeting in order to constitute a quorum for the transaction of business at such meeting. In the absence of a quorum from any Risk Committee meeting, a majority of the members present thereat will adjourn such meeting from time to time to another time or place, without notice other than announcement at the meeting, until a quorum shall be present thereat. The Risk Committee is governed by the same rules regarding meetings (including meetings by telephone conference), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Company's Articles, Bylaws, or the laws of the state of Nevada.

(c) The Risk Committee may invite such members of Management to its meetings as it deems appropriate. However, the Risk Committee shall meet as regularly scheduled notwithstanding the absence of such members.

(d) Written minutes shall be maintained for each meeting of the Risk Committee.

6. Other Duties. The Risk Committee shall perform such other duties as the Board may assign to it or as may be imposed by applicable law, rule, or regulation.

7. Limitation of Risk Committee Duties. The Risk Committee shall exercise its business judgment in performing its duties under this Charter, including the duties outlined in Paragraph 3, and may emphasize and prioritize those duties and responsibilities set forth above which the Risk Committee, in its sole discretion and judgment, believes are the most important, given the particular circumstances. In performing its functions, the Risk Committee may rely upon information provided to it by Management, the Company's auditors, or legal counsel. This Charter imposes no duties on the Risk Committee or its members that are greater than those duties imposed by law upon a director of a Nevada corporation under Title 7 of the Nevada Revised Statutes. If any claim is asserted against the Risk Committee, any of its members, or the Company by a stockholder or any other person, nothing in this Charter shall be construed to limit or restrict any defense or indemnification available to the Risk Committee, any of its members, or the Company.

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Adopted on February 15, 2023