



Corporate Governance and Nominating Committee Charter Revised October 2015

Purpose

The primary functions of the Corporate Governance and Nominating Committee (the “**Committee**”) are to develop and maintain the corporate governance and nominating policies of TFI International Inc. (the “**Corporation**”), and to assist its Board of Directors (the “**Board**”) in:

- (i) identifying, screening and recruiting qualified individuals to become Board members;
- (ii) determining the composition of the Board and its committees;
- (iii) assessing the Board’s effectiveness and each Director’s skills;
- (iv) ensuring Director orientation and development;
- (v) ensuring that current and effective governance practices are in place, including overseeing compliance with the *Rules of Conduct of Insiders Respecting Trading of Securities of TFI International*, *Minimum Shareholding Policies*, *Code of Ethics* and *Disclosure Policy*, *Clawback* and *Anti-Hedging Policies*;
- (vi) directing and approving the Corporation’s compensation of its Board members;

Committee Membership

The Committee shall be comprised of no less than three members, a majority of whom must qualify as independent and must be free of any relationship that may interfere with the exercise of their independence and judgment.

The members of the Committee shall be appointed annually by the Board at a duly convened meeting of the Board. The Chairman of the Committee (the “**Chairman**”) shall be appointed by the Chairman of the Board. The members of the Committee will serve until their resignation, retirement, removal by the Board, or until their successors shall be duly appointed and qualified. No member of the Committee may be removed except by majority vote of the independent Directors then in office, and no reduction in the number of members constituting the full Committee should have the effect of reducing the term of an incumbent member.

Committee Meetings

The Committee shall meet at least twice per year, or more frequently as circumstances dictate. In addition the Chairman of the Board or any Committee member may call a special meeting of the Committee. The majority of the members of the Committee shall constitute a quorum.

At least annually, the Committee shall meet without the presence of the Corporation’s Management and report on meetings thereof to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings and such minutes shall be maintained with the books and records of the Corporation.

Committee Authority and Responsibilities

The Committee shall have the power to perform the following:

1. Implement Corporate Governance Policies

- a) Provide recommendations to the Board to enhance the Board's effectiveness, including with respect to the timing, amount and content of information distributed to Board members, the size and composition of the Board, and the frequency of Board meetings, the structure of the Board, including Committees and other roles as required.
- b) Develop, adopt and review on an annual basis, or more frequently if appropriate, the corporate governance policies and practices of the Corporation, as the Committee deems necessary, to ensure that such policies and practices are appropriate for the Corporation and comply with the applicable laws, regulations, and listing standards, and to recommend any changes as necessary to the Board, including:
 - *Rules of Conduct of Insiders Respecting Trading of Securities Of TFI International* governing Insiders of the Corporation and ensure that such rules are appropriate for the Corporation and comply with the applicable laws, regulations, and listing standards, and to recommend any changes as necessary to the Board;
 - *Code of Ethics and Disclosure Policy* for Directors, executive officers, and employees as well as any other similar policies at it deems appropriate;
 - *Minimum shareholding policies* for Designated Executive Officers and for Directors of the Corporation;
 - *Privacy Policy*;
 - *Clawback Policy*
 - *Anti-Hedging Policy*.

Upon the adoption of such policies the Committee will oversee their implementation, compliance and enforcement.

- c) Appoint subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Notwithstanding the foregoing (i) no subcommittee shall consist of fewer than two members, and (ii) the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.
- d) Review all annual disclosure documentation, including the relevant section of the Annual Information Form, the Management Proxy Circular and the Annual Report.
- e) Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

2. Assess Board Membership Needs and Recommended Board Nominees

- a) From time to time assess the Board's needs by evaluating the Board members existing skills and gaps that need to be filled. Based on the Board's needs, identify suitable candidates for

consideration as nominees to the Board that will help strengthen and balance the Board. In identifying any candidates, the Committee shall consider whether each candidate would qualify as independent, and where appropriate, his or her financial expertise, and any other qualifications the Committee deems relevant. The Committee shall review the qualifications thereof, and nominate candidates to fill vacancies accordingly, as need be.

- b) Recommend Directors to be selected for membership on Board committees. Committee recommendations may consider the qualifications for membership on each committee.
- c) Annually evaluate the effectiveness of the Board and its Directors and based on such evaluation institute training or development activities as it deems necessary.

Charters Evaluation

The Committee shall annually evaluate whether this Charter, the Charters of the other committees and the Board, appropriately addresses the matters that are or should be within their scope.

The Committee annually prepares the work plans of each committee and of the Board, for the upcoming year.

In conducting its evaluation, the Committee may address all matters that it considers relevant to its performance, including but not limited to, the following:

- a) The adequacy, appropriateness and quality of the information and recommendations presented by management to the Committee and by the Committee to the Board.
- b) The manner in which they were discussed or debated.
- c) Whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall report to the Board the results of any evaluation, including any recommended amendments to the Charter and any recommended changes to corporate governance policies and procedures including those listed in paragraph 1b) above.

Investigations and Studies: Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's authority and responsibilities, and may retain, at the Corporation's expense, outside advisors, including executive search firms, such as it deems necessary.

The Committee shall have the sole authority to retain or terminate any such outside advisors, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms.

Related Party Transactions

All proposed related party transactions should be presented to the Committee for its consideration. If required by law, or OSC regulations, such transactions must obtain Committee approval.

The Committee shall annually assess if such related party transactions have been appropriately disclosed in the Corporation's public documents as required by any law, regulation or listing standard.