INTERNATIONAL BROTHERHOOD OF TEAMSTERS

JAMES P. HOFFA
General President

25 Louisiana Avenue, NW
Washington, DC 20001

KEN HALL
General Secretary-Treasurer

202.624.6800
www.teamster.org

November 22, 2013

Mr. William Post
Chairman of the Board
Swift Transportation Company
2200 S. 75th Avenue
Phoenix, AZ 85043

Dear Mr. Post:

In a letter dated March 14, 2013, I urged the board of Swift Transportation to adopt a new policy prohibiting any future pledging of stock by executives or directors and to disclose additional information about the board's process to review and approve related-party transactions with other businesses that are owned or controlled by Jerry Moyes, Swift's CEO and controlling shareholder.

I was disappointed by your June 6, 2013, response.

At the time of my correspondence, 35.8 million shares or nearly 25% of all outstanding shares had been pledged by Jerry Moyes along with other family trusts and affiliates (the "Affiliates" or collectively "Moyes Holdings") despite the acknowledged material risk posed to public shareholders and the potential for conflicts of interest that could arise between Moyes and the majority of Swift's shareholders.

Concerns about these risks were so significant that the country's largest proxy voting advisor, Institutional Shareholder Services, recommended that investors vote against all members of the board's audit committee—which includes every independent member of the board—at the Company's 2013 annual meeting.

Since then, the risks to shareholders related to stock pledging have only gotten worse.

According to Swift's 8-K filed with the Securities and Exchange Commission on October 8, 2013, Moyes and certain related parties have entered into a new loan arrangement that appears to increase the number of Class B shares pledged from 23.8 million to 25.9 million and extend Moyes' voting control another three years. By refinancing the 2010 three-year term loan made in conjunction with the Company's IPO before the end of its term (December 2013) and avoiding either settling in cash or allowing his two-votes per share, non-tradable Class B shares to convert to one-vote per share Class A stock, Moyes continues to maintain majority control of the company while holding a minority stake.

In response to my request for additional disclosures about the implementation and oversight of your policy to authorize related party-transactions with other Moyes' controlled businesses, you refused.

At the time of my correspondence, Swift had disclosed tens of millions of dollars in related-party transactions with Moyes-owned businesses. Since then, Swift has agreed to acquire Central Refrigerated Transportation, another Moyes-controlled company, for $225 million.

In light of your response and recent developments that have exacerbated our concerns, we are convinced that this board is either unwilling or unable to provide a meaningful counterbalance to the dominant influence of the Company's founder, CEO and controlling shareholder and protect the interests of public shareholders under the Company's current structure. We believe that the dual class stock structure, which provides Moyes—a minority shareholder—majority voting power, is at the heart of the problem.

We therefore urge you to retain an investment banker to develop a plan for recapitalization to result in one vote per share for all outstanding common stock. We will be seeking investor support for a shareholder proposal on this important proposal.

Risks from stock pledging remain unaddressed –

In your June 6, 2013 letter, you defend the board's decision to allow CEO Jerry Moyes (both individually and through various Moyes' Affiliates) to pledge up to 20% of his holdings--just over 12 million shares as allowed under the Company's trading policy--despite the 23.8 million shares of Class B common stock he had already pledged in conjunction with the Company's IPO in 2010. You provided three explanations as reassurances:

First, you offer that all requests to pledge stock by Jerry Moyes under the Company's trading policy must be approved by the Compliance Officer as well as the independent directors of the board including you, as the independent chairman of the board. A system of checks and balances is reassuring only if the system is enforced. According to the Company's December 17, 2010, prospectus:

> Any margin transaction or pledge arrangement proposed by a senior executive officer or director must also be pre-approved by the Chairman of our board of directors if the Chairman is an independent director, or the lead independent director if the Chairman is not an independent director, **and may not represent (together with any of our securities already pledged by such person) greater than 20% of the total number of securities held by the person and affiliates of the person making such proposal.** [*Emphasis added*]

Unless the trading policy has been amended by the board since this prospectus was filed with the Securities and Exchange Commission on December 17, 2010, the policy is clear that the 23.8 million shares should have been included in calculating the 20% pledging

limit for Moyes Holdings. The fact that you and the other independent board members responsible to protect the interests of all shareholders, reviewed and approved waiving this requirement does not, in our view, offer any comfort or mitigate any risks for outside shareholders.

Second, you point to the Company's disclosures--noting that the decision to ignore the 23.8 million shares pledged in conjunction with the IPO when calculating the 20% limit for Moyes was clearly disclosed to investors. True, the information has been disclosed as acknowledged in my original letter to you. But disclosure alone will not protect against risk. It is irresponsible to allow Jerry Moyes--a man with significant personal expenses and financial commitments who is well known for taking risks and incurring costly legal challenges (as detailed in the Company's 2012 Annual Report)--to pledge nearly 25% of all outstanding shares.

Third, you cite that the 23.8 million shares pledged as collateral by Jerry Moyes to secure a three year term loan in conjunction with the IPO were "non-trading," Class B stock and not subject to margin calls. You state that these shares are therefore not considered "pledged on margin" for purposes of and within the meaning of the Company's trading policy and therefore, appropriately not included in the calculation of the 20% limitation on margin pledging. On this point the Company's disclosures are inconsistent and misleading.

The trading policy included in the 2010 prospectus states, "Any margin transaction or pledge arrangement proposed by a senior executive officer or director... may not represent (together with any of our securities already pledged by such person) greater than 20% of the total number of securities held by the person and affiliates of the person making such proposal. Here the Company's policy is clear that the 20% restriction is not meant to restrict only margin pledging but to be applied to margin transactions **or** pledge arrangements.

Swift Transportation's 2012 Annual Report describes the trading policy two different ways. It first mentions that the company has limited the right of employees or directors, including Mr. Moyes and the Moyes Affiliates to pledge more than 20% of their family holdings **to secure loans**. Later in the report the company states that the board has limited the right of employees or directors to pledge more than 20% of their family holdings **to secure margin loans**. *[Emphasis added]*

We certainly hope the company's 20% limit on pledged stock does not only apply to margin loans as the company acknowledges in its 2012 Annual Report that the pledges made by Mr. Moyes as collateral for personal loans, "could cause Mr. Moyes' interest to conflict with the interests of our other stockholders and could result in the future sale of such shares. Such sales could adversely affect the trading price or otherwise disrupt the market for our Class A common stock." These risks exist whether Moyes has pledged the stock to secure loans on margin or not.

Furthermore, your point that the 23.8 million shares pledged to the unaffiliated trust in conjunction with the IPO are "non-trading" Class B stock is a red herring. According to

the Company's 2012 Annual Report, "Although Mr. Moyes and the Moyes Affiliates may settle their obligations to the Trust in cash three years following the closing date of the Stockholder Offering (December 15, 2010), any or all of the pledged shares could be converted into Class A common stock and delivered on such date in exchange for the Trust's securities. Such pledges or sales of our common stock, or the perception that they may occur, may have an adverse effect on the trading price of our Class A common stock and may create conflicts of interest for Mr. Moyes." In fact, the whole discussion of these risks in the Company's 2012 annual report falls under the headline: *Mr. Moyes has borrowed against and pledged a portion of his Class B common stock, which may cause his interests to conflict with the interest of our other stockholders and may adversely affect the trading price of our Class A Common Stock.*

The justifications offered in your letter for allowing so much of the Company's stock to be pledged as collateral for personal loans failed to reassure us even at the time of the correspondence. Unfortunately, the situation has only worsened since then.

According to an October 8, 2013 8-K filing with the Securities and Exchange Commission, the original 2010 mandatory exchange trust (MET) transaction in which the 23.8 million shares were pledged, has been refinanced in a new loan arrangement that appears to increase the shares pledged by Moyes and his Affiliates from 23.8 million to 25.9 million and extend both the pledging arrangement and voting control for an additional three years.

Even if you maintain that the original 23.8 million-share pledge fell outside of the formal trading policy because it was disclosed as part of the IPO, certainly that exception should not apply to the newly executed arrangement. Shareholders understood, based on the aforementioned disclosures that the original MET was to expire at the end of 2013, at which point the personal loan would be paid in cash or settled shares which would convert to Class A stock. Either way, it would be resolved. However, the new arrangement extends the pledged period for another three years, increases the number of pledged shares to 25.9 million, and secures voting control by Moyes who retains two votes per share of the Class B stock. In addition, the structure of the new pledge arrangement increases the risk to outside shareholders, by potentially "increas[ing] the short interest," with Citibank permitted to borrow certain shares from the market to initially cover the MET transaction.

It is unconscionable for the board to allow these risks to the Company's shares for the purposes of satisfying Moyes' personal interests or financial obligations.

Related party transactions –

While your letter restates information about the process the board employs to review and approve related-party transactions with other Moyes-controlled businesses, we are discouraged that the board is unwilling to disclose any additional information to reassure public shareholders that the transactions are open, competitive and securing the best possible price and service for our company.

At the time of my first letter to you, Swift had disclosed tens of millions of dollars in related-party transactions with Moyes-controlled companies. Since then, Swift Transportation has acquired all the outstanding capital stock of Moyes'-controlled Central Refrigerated Transportation, Inc., in a cash transaction valued at $225 million. This acquisition raises a new set of red flags for investors wary of the board's ability to provide a strong, independent counterbalance to CEO Moyes whose many, personal financial interests may conflict with the interests of other Swift shareholders.

We are skeptical of the board's independent committee assigned to oversee the Central Refrigerated Transportation acquisition in light of the board's history both in approving the many related-party transactions with Moyes-controlled businesses as well as his requests for excessive pledging of stock. Without the additional disclosures I requested in my March letter to you regarding such information as whether an independent business has ever won a bid for work with Swift over a bid from a Moyes-controlled business; or whether special terms are ever granted for Moyes-owned companies providing services for Swift; etc., it is hard to have confidence in the board's oversight.

The board should retain an investment banker to develop a plan for recapitalization to result in one vote per share for all outstanding common stock –

The board's inability to rein in the pledging of stock by CEO Moyes or the hundreds of millions of dollars in related-party transactions with Moyes-controlled businesses reveals significant deficiencies on our board and raises serious questions about the true independence and effectiveness of our directors.

We believe that at the core of the problem at Swift is its dual-class stock structure, which gives disproportionate voting power and control to a single holder of a minority of the outstanding shares.

Accordingly, on behalf of the International Brotherhood of Teamsters, a long-term shareholder of Swift Transportation, I urge the board to adopt our proposal to retain an investment banker to develop a plan for recapitalization to result in one vote per share for all outstanding common stock so as to protect the best interest of the majority of Swift shareholders.

Sincerely,

Ken Hall

Ken Hall
General Secretary-Treasurer

KH/cz