

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

**PURPOSE**

The primary purpose of the Compensation Committee, or the Committee, is: (i) to assist the Board of Directors of Marten Transport, Ltd., or the Company, in discharging its responsibilities with respect to compensation of the Company's executive officers and other key employees; and (ii) to produce an annual report for inclusion in the Company's Form 10-K regarding the Compensation Discussion and Analysis.

**ORGANIZATION**

The members of the Committee shall be appointed by the Board of Directors and shall consist of at least three (3) members of the Board of Directors, each of whom shall meet the independence requirements set forth in the federal securities laws and under the rules and regulations established by the Securities Exchange Commission and the Nasdaq Stock Market, as may be amended from time to time.

The chairperson of the Compensation Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting, together with any supporting material, is circulated in advance of the meeting.

**DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Compensation Committee of the Board of Directors are as follows:

- Establish the compensation philosophy and policy for the Company's executive officers and other key employees who are likely to contribute to the long-term success of the Company.
- Review and approve corporate goals and objectives relevant to the compensation of the Chairman of the Board, President and CEO and other executive officers and other key employees
- Review and evaluate the performance of the Chairman of the Board, President and CEO and other executive officers and other key employees of the Company in light of the goals and objectives of the Company and approve their annual compensation packages, including base salaries, incentive compensation and stock based compensation, based on these evaluations.
- Monitor the effectiveness of benefit plan offerings and approve changes where appropriate.
- Review and approve, or recommend to the full Board of Directors, executive incentive compensation plans and stock based plans in which executive officers and members of the Board of Directors are eligible to participate.

- Supervise and oversee the administration of the Company's incentive compensation and stock based programs.
- Review and act upon management proposals to (i) designate employees to participate in incentive and/or stock based compensation programs, including the grant of awards under the Company's stock incentive plans; and (ii) approve new benefit plans.
- Review the compensation levels of non-employee directors from time to time and make recommendations to changes in such compensation as appropriate.
- Have sole authority to retain and terminate executive compensation consultants, including approving their fees and other terms of their engagements, to advise on the evaluation and compensation of members of the Board of Directors, the Chairman of the Board, President and CEO and other executive officers of the Company.
- Review and discuss with management the Compensation Discussion and Analysis.
- Recommend to the Board of Directors the inclusion of the Compensation Discussion and Analysis in the Company's annual Proxy Statement.
- Make an annual report regarding the Compensation Discussion and Analysis in the Company's Form 10-K as required by the rules of the Securities Exchange Commission, and the Nasdaq Stock Market.
- Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to those matters that are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to those recommendations that the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make such report.
- Perform a periodic review and evaluation of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluation and reviews in the manner it deems appropriate.

Approved by Marten Transport, Ltd.  
Board of Directors

August 12, 2008