

SAIA, INC.
CHARTER OF THE COMPENSATION AND HUMAN CAPITAL COMMITTEE

Purpose

The purpose of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of Saia, Inc. (the “Company”) is to: (i) assist the Board in meeting its responsibilities with regard to oversight and determination of the compensation of Saia’s Chief Executive Officer and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”); (ii) assist the Board in meeting its responsibilities regarding oversight of the Company’s human capital management; (iii) review and make recommendations concerning non-employee director compensation; and (iv) exercise the authority and perform the duties and responsibilities set forth in this Charter. Among other things, the Committee approves the salaries and other compensation of the Company’s Executive Officers (other than the CEO) and administers the Company’s equity incentive plans, including the Omnibus Incentive Plan and the Company’s Annual Cash Bonus Plan.

Membership and Structure

The Compensation Committee shall consist solely of independent directors (as defined in the applicable rules for NASDAQ-traded issuers as well as applicable federal law). Appointment to the Committee, including designation of the Chair of the Committee, shall be made on an annual basis by the full Board upon recommendation of the Nominating and Governance Committee of the Board. Meetings of the Compensation Committee shall be held at such times and places as the Compensation Committee shall determine. The Committee may act by written consent in lieu of a meeting. When necessary, including when considering Chief Executive Officer compensation, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The Chair of the Compensation Committee shall report on activities of the Committee to the full Board.

Responsibilities

The Compensation Committee shall:

1. Philosophy. Establish the compensation philosophy and compensation practices and policies applicable to the Executive Officers and senior management.
2. Compensation of CEO. Review and make recommendations to the Board concerning the salary, bonus and certain other matters relating to compensation of the CEO. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO conducted by the Board of Directors in light of Company goals and objectives relevant to CEO compensation, competitive market data pertaining to CEO compensation at comparable companies, the risk to the Company from various incentive compensation arrangements, issues related to internal equity, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders.
3. Compensation of Other Executive Officers. Review with the CEO and approve annual levels of base salary, bonuses, and certain other matters relating to compensation of the

Executive Officers of the Company, other than the CEO. In determining the amount, form, and terms of such compensation, the Committee shall consider the officer's performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, the risk to the Company from various incentive compensation arrangements, issues related to internal equity, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders.

4. *Human Capital Management.* Assist the Board in its oversight of the Company's human capital management strategies and practices, which may include diversity and inclusion, culture, recruitment and retention, development, training and talent management, employee wellness and safety, pay equity practices and such other factors as it shall deem relevant.
5. *Non-Employee Director Compensation.* Review and make recommendations to the Board regarding the compensation of non-employee directors of the Company.
6. *Stockholder Executive Compensation Matters.* Review and make recommendations to the Board with respect to stockholder proposals related to compensation. Consider the results of recent stockholder advisory votes on executive compensation as required by Section 14A of the Securities Exchange Act of 1934 when setting compensation philosophy and making executive compensation decisions.
7. *Benefit Plans.* Review and make recommendations to the Board regarding executive benefit plans and programs as they relate to the Executive Officers.
8. *Incentive Plans.* Administer the Company's annual incentive plans and other equity and long-term incentive plans. This includes the approval of grants to the Executive Officers and other members of management of stock options, restricted stock and other incentives under the Company's Omnibus Incentive Plan and Annual Cash Bonus Plan. The Committee may delegate to the CEO authority to make awards under such plans to participants other than Section 16 officers of the Company.
9. *Policies.* Recommend to the Board programs, policies and practices covering executive compensation generally, including stock ownership guidelines and compensation clawback policies. The Committee shall monitor compliance with stock ownership guidelines for Executive Officers, directors and other members of management.
10. *Reports for Proxy Statement.* Review and discuss with management the Compensation Discussion & Analysis portion of the Company's annual proxy statement and, if appropriate, recommend to the Board of Directors that the Compensation Discussion & Analysis be included in the Company's annual proxy statement. The Committee shall also approve the Report of the Compensation Committee for inclusion in the Company's annual proxy statement.

11. Compensation Risk. Review the Company's compensation programs, policies and practices to determine whether they create risk that is reasonably likely to have a material adverse effect on the Company.
12. Delegation. When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
13. Review of Charter. Annually review and reassess the adequacy of its charter and recommend any changes to the full Board.
14. Committee Performance Evaluation. Review annually its own performance and report thereon to the Board.
15. Advisers. Have the authority, and shall be afforded resources sufficient, to engage compensation consultants or legal advisers when determined by the Committee to be necessary or appropriate, but only after considering the factors relevant to the adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Compensation Committee shall have sole authority to retain and terminate any such consultant or legal adviser, including sole authority to approve the fees and other retention terms.
16. Other Activities. Have the authority, duties and responsibilities as may be delegated to the Committee by the Board and otherwise fulfill any other obligations required of the Compensation Committee as may be imposed by the SEC, applicable NASDAQ rules or other applicable law, in effect as of the date hereof or implemented in the future.

Adopted February 1, 2024