

**WERNER ENTERPRISES, INC.**  
**COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**  
**CHARTER**

*As approved and amended by the Board of Directors on May 14, 2013.*

**I. PURPOSE**

The primary functions of the Compensation Committee (the "Committee") are to: (i) oversee the policies of Werner Enterprises, Inc. (the "Company") relating to the compensation of the Company's executive officers and directors; (ii) annually review and discuss the Compensation Discussion and Analysis (the "CD&A") included in the Company's annual report, proxy statement or other appropriate document(s) filed with the Securities and Exchange Commission (the "SEC"); and (iii) prepare an annual Compensation Committee Report for inclusion in the annual proxy statement filed with the SEC. The Committee's duties and responsibilities are more specifically enumerated in Section V. of this Charter.

**II. COMPOSITION**

The Committee shall be comprised of three or more directors, each of whom shall be (i) "non-employee directors" as defined by Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act"), (ii) "outside directors" as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and (iii) "independent directors" as defined in the applicable listing standards of the Nasdaq Stock Market, Inc. ("NASDAQ"). Additionally, each such director shall not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary, except for fees received as a member of the Board of Directors (the "Board") or any committee of the Board. The Nominating and Corporate Governance Committee, in consultation with the Chairman of the Board, shall recommend members for appointment to the Committee to the Board for its approval.

The members of the Committee shall be elected by the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. No member of the Committee may be removed except by a majority vote of the independent directors of the Board then in office.

**III. MEETINGS**

The Committee shall meet at least annually, or more frequently as circumstances dictate. Special meetings of the Committee may be called by the Chairman of the Board or any member of the Committee.

Any member of the Board who is not a member of the Committee may attend any Committee meeting with the concurrence of the Committee Chair or a majority of the members of the Committee. The Committee may, to the extent consistent with maintaining the confidentiality of

compensation discussions, invite the Company's Vice Chairman & Chief Executive Officer (the "CEO") to participate in Committee meetings, but if present during any deliberations of the Committee, the CEO may not vote. The CEO may not be present during any discussions and deliberations of the Committee regarding the CEO's compensation. The Committee may request that any officer or employee of the Company or any external advisors retained by the Committee attend a meeting of the Committee or meet with any members of the Committee.

The Committee shall keep written minutes of its meetings and such minutes shall be maintained with the books and records of the Company.

#### **IV. RESOURCES**

The Committee shall have the authority to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as it determines appropriate to assist in the full performance of its functions and shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such external advisor. The Committee shall also have the authority to conduct or authorize investigations into any matters within its scope of responsibilities and shall have the authority to retain and compensate outside advisors to assist it in the conduct of any investigation.

Prior to selecting or receiving advice from any such external advisor, the Committee must first consider the independence factors set forth in the applicable listings standards of NASDAQ and in the Exchange Act. After considering such independence factors, the Committee may select or receive advice from any such external advisor they prefer, including ones that are not independent.

The Committee may request that external advisors retained by the Committee work in cooperation with an officer or employee of the Company as required for the advisor to carry out its obligations to the Committee.

The Committee shall determine, and the Company shall provide for, the appropriate funding necessary for payment of reasonable compensation to any compensation consultant, legal counsel, or other advisors retained to advise the Committee.

#### **V. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Compensation Committee shall include, but are not limited to:

1. Establish the Company's general executive compensation policies, in consultation with senior management and/or external advisors, and ensure that such policies are appropriately competitive to enable the Company to recruit, retain and motivate a group of talented executives. Additionally, such policies should support the Company's objectives and stockholder interests and not promote unreasonable risk-taking.

2. Develop a comprehensive compensation philosophy, policies and program.
3. Meet annually with the CEO to discuss corporate goals and performance results.
4. Review corporate goals and objectives relevant to the compensation of the executive officers and periodically evaluate their performance in light of such goals and objectives.
5. Determine the compensation of the CEO and all other executive officers (as defined by the SEC), including their base salary, annual incentive bonus and long-term incentive awards, with an appropriate balance between short-term pay and long-term incentives while focusing on long-term shareholder interests. In determining the long-term incentive component of compensation, the Committee will consider relevant factors, including but not limited to the Company's performance and relative shareholder return, the value of similar incentive awards to executives at comparable companies and the awards given to these executives in past years..
6. Review and determine the compensation of the Chairman Emeritus.
7. Periodically review policies in the area of executive perquisites and fringe benefits.
8. Identify, in consultation with senior management, any executive officer who is or may become subject to Section 162(m) of the Internal Revenue Code and oversee compliance with respect to compensation matters.
9. Review and discuss the CD&A with management, and recommend to the Board of Directors that the CD&A be included in the Company's Annual Report on Form 10-K and the proxy statement for the annual meeting of stockholders.
10. Prepare the annual Compensation Committee Report for inclusion in the proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations.
11. Review and recommend to the Board compensation policies for the outside directors.
12. Review and assess the adequacy of this Charter on an annual basis, or more frequently as conditions dictate, and update when appropriate.
13. Review and consider the results of any advisory vote on executive compensation.
14. Provide recommendations to the Board on compensation-related proposals for stockholder consideration, including the frequency of advisory votes on executive compensation.

15. Review and make recommendations to the Board with respect to the adoption of incentive-compensation plans and equity-based compensation plans, including any amendments to such plans.
16. Administer the Company's equity-based compensation plans and grant awards pursuant to such plans, including the determination of any terms of the awards consistent with the terms of such plans.
17. Consider plans for executive development and succession.
18. Perform any other activities consistent with this Charter, the Company's By-Laws and governing law, as the Committee or the Board deems necessary or appropriate.

## **VI. RELIANCE ON OTHERS**

Unless a Committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports and other financial data, if prepared or presented by: (i) one of more officers or employees of the Company whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (ii) compensation consultants, legal counsel or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (iii) another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.