

WERNER ENTERPRISES, INC.
LEAD INDEPENDENT DIRECTOR CHARTER

As approved and amended by the Board of Directors on May 12, 2026.

I. PURPOSE

When the positions of Chair of the Board of Directors (the “Board”) and Chief Executive Officer (“CEO”) of Werner Enterprises, Inc. (the “Company”) are held by the same person or the Chair is not an “independent director” as defined under the listing standards of the Nasdaq Stock Market, and any other standards adopted by the Board to assess director independence, the independent directors of the Board may, with a majority vote, appoint an independent director to serve in a lead capacity (the “Lead Independent Director”).

II. APPOINTMENT

Once appointed, the Lead Independent Director shall serve until his or her successor is duly appointed, or until his or her earlier removal or resignation or such time as he or she is no longer an independent director of the Board. The Lead Independent Director is generally expected to serve for more than one year. The Board, in consultation with the Nominating and Corporate Governance Committee and the Chair and CEO, will review the Lead Independent Director position from time to time, with the intent that the review will occur within three (3) years of the date (i) the Lead Independent Director was elected, or (ii) the date the Board last reviewed the Lead Independent Director position, whichever is later. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the Board.

III. QUALIFICATIONS

In appointing a Lead Independent Director, the independent directors of the Board shall consider any and all factors they deem appropriate, which may include the prospective Lead Independent Director’s:

1. knowledge and understanding of the business and affairs of the Company;
2. willingness and ability to devote sufficient time to the position;
3. experience serving on public company boards and senior management roles; and
4. judgment and leadership skills.

IV. RESPONSIBILITIES AND DUTIES

The specific duties and responsibilities of the Lead Independent Director shall include the following:

1. Preside at meetings of the Board at which the Chair is not present, including executive sessions of the independent directors of the Board;
2. Ensure that independent directors of the Board have adequate opportunities to meet and discuss issues without management present and call executive sessions of the independent directors of the Board as needed;
3. Review the information sent to the Board and provide advice with respect to the agenda, schedule and other materials sent for meetings of the Board;
4. Communicate with the Chair regarding discussions held in executive sessions of the Board;
5. Serve as a liaison between the Chair and the independent directors of the Board;
6. Be available for consultation and communication with major shareholders as deemed appropriate by the Board;
7. Lead the Board in succession planning for the Chair and CEO of the Company, as well as succession planning for the Lead Independent Director;
8. Retain outside advisors and consultants who report directly to the Board on Board-wide issues;
9. Be available to assist with the interviews of all director candidates and make recommendations to the Nominating and Corporate Governance Committee; and
10. Perform such other duties and responsibilities as the Board may from time to time determine.

V. REVIEW OF CHARTER

The Nominating and Corporate Governance Committee, in consultation with the Lead Independent Director and the Chair and CEO, shall review the adequacy of this Charter on an annual basis and shall recommend to the Board any modifications or changes for approval by the independent members of the Board.