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

As approved and amended by the Board of Directors on August 7, 2026.

I. PURPOSE

The primary functions of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Werner Enterprises, Inc. (the "Company") are to: (i) recommend to the Board compensation for the Company's "Non-Employee Directors" (as defined in Part II hereof), (ii) determine the compensation of the Company's "Executive Officers" (as defined in Part V hereof), (iii) annually review and discuss the Compensation Discussion and Analysis ("CD&A") included in the Company's Annual Report on Form 10-K or the proxy statement for its annual stockholder meeting; and (iv) prepare an annual Compensation Committee Report for inclusion in such proxy statement. Part V of this Charter includes additional Committee responsibilities.

II. COMPOSITION

The Committee shall be comprised of three or more directors ("Non-Employee Directors"), each of whom shall (i) meet the criteria of a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) meet the independence requirements of The Nasdaq Stock Market, LLC ("Nasdaq") and any applicable rules of the Securities and Exchange Commission, and (iii) satisfy any other qualification requirements under applicable laws, regulations or Nasdaq listing standards pertaining to Committee service or actions (collectively, with the Exchange Act and other applicable laws, rules and regulations, the "Standards").

The members of the Committee shall be appointed by the Board and shall serve until their resignation or removal or until their successors shall be duly elected and qualified. Unless a Chair is appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least annually, or more frequently as circumstances dictate.

The Committee or its Chair may invite the Chief Executive Officer ("CEO") to participate in any or all Committee meetings. The CEO may not be present during voting or deliberations of the Committee regarding CEO compensation. The Committee may request that any officer or employee of the Company or an "External Advisor" (as defined in Part IV hereof) attend a meeting or meet with any member(s) 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. The Committee shall make regular reports to the Board.

IV. RESOURCES

Subject to the other terms and provisions of this Part IV, the Committee shall have the authority to retain or obtain the advice of such compensation consultants, external legal counsel and other advisors (each, an "External Advisor") 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 External Advisors to assist it in the conduct of any investigation.

The Committee may select, or receive advice from, an External Advisor only after taking into consideration the factors set forth in the Standards ("Independence Factors"); provided, however, that the Committee is not required to consider the Independence Factors if the External Advisor is acting in a role limited to the activities for which no disclosure is required under the Standards. After considering the Independence Factors, the Committee may select or receive advice from any External Advisor it prefers, even if such External Advisor is not deemed independent; provided, however, that the Company shall make the required disclosures regarding External Advisor conflicts of interest, when applicable.

The Committee (i) may request that External Advisors advising the Committee work in cooperation with a Company officer or employee as necessary or advisable for the External Advisor to carry out its obligations to the Committee, (ii) shall determine, and the Company shall provide for, the appropriate funding necessary for payment of reasonable compensation to any External Advisor retained to advise the Committee, and (iii) is not required to implement or act consistently with the advice or recommendations of any External Advisor and may exercise its own judgment in fulfillment of its duties.

V. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Establish the Company's philosophy, policy and program for the compensation of "Executive Officers" (as defined in Exchange Act regulations), in consultation with senior management and/or External Advisors, considering whether such policies (i) are appropriately competitive to enable the Company to recruit, retain and motivate a group of talented executives, and (ii) support the Company's objectives and stockholder interests.

2. Annually evaluate the performance of the CEO and report such evaluation to the Board.

3. For the CEO and all other Executive Officers, determine their base salaries and other compensation, which may include without limitation the compensation components referenced in this Charter and participation in perquisite, fringe benefit, and nonqualified deferred compensation programs. The Committee may consider compensation benchmarking data from companies deemed to be peers for compensation purposes ("Peer Group"), including the level and mix of

executive compensation components in Peer Group data, and shall periodically review and consider changes to the composition of the Peer Group. It may consider other factors it deems relevant, including without limitation retention and competition for talent, the corporate taxation impact of compensation design under the Code (including the identification of individuals who may become covered persons under Code deductibility limits), the Company's historical pay practices, the balance the Committee deems appropriate between short-term and long-term incentives, and the results of the stockholder advisory vote on executive compensation ("say on pay"). With respect to awards to Executive Officers under any short-term, long-term or other incentive plan, the Committee shall meet at least annually with the CEO to discuss (i) corporate and/or individual performance goals the Committee may determine to include in such awards, and (ii) the projected and actual achievement of goals incorporated into granted awards.

4. Adopt as the Committee deems appropriate, and oversee, a change in control severance plan and approve post-termination payout multipliers applicable to individual participants under such plan.

5. Recommend to the Board an incentive-based compensation recoupment (clawback) policy compliant with the Standards, and any changes to such policy, and exercise any Committee authority granted therein.

6. Recommend to the Board the Company's equity-based incentive plans and any changes to any such plans. The Committee shall recommend to the Board, as it deems advisable or if required by the Standards, the presentation to stockholders of proposals to approve equity-based incentive plans or other compensation matters. In recommending a say on pay frequency interval to the Board to propose to stockholders, the Committee shall take into account the results of the most recent stockholder advisory vote on such interval.

7. Approve grants of equity awards under the Company's equity-based incentive plans and the terms and conditions thereof; provided, however, that the Committee may delegate, as it deems appropriate, authority to one or more Executive Officers to make such grants in accordance with any applicable plans, policies or parameters to employees who are not Executive Officers. The Committee shall periodically receive reports of grants made under such delegated authority.

8. As it deems appropriate, establish stock ownership guidelines for Executive Officers and other employees as well as Non-Employee Directors and periodically review individual ownership levels against the guidelines.

9. Approve any onboarding bonuses, consulting or retention arrangements, separation or termination arrangements, or other compensation or payout arrangements for Executive Officers (including new or departing Executive Officers), with the exception of payments, awards or vestings that are in accordance with an agreement or plan previously approved by the Committee and, as applicable, the Board.

10. In accordance with the Standards, review and discuss the Company's Compensation Discussion and Analysis ("CD&A") with management, recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K or the proxy statement for the annual meeting of stockholders, and prepare the annual Compensation Committee Report for inclusion in such proxy statement.

11. Recommend to the Board compensation policies and programs for Non-Employee Directors.

12. Review and reassess the adequacy of this Charter on an annual basis, or more frequently when conditions dictate, and update when appropriate.

13. Annually review the Company's assessment of whether its compensation policies and practices for employees are reasonably likely to have a material adverse effect on the Company. The assessment should include, among other factors, the Company's policies and practices to mitigate such risk.

14. 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

In performing its responsibilities hereunder, the Committee may rely on information provided to it by management, independent auditors, committees of the Board, or External Advisors. This Charter does not impose any duties greater than those imposed by law.