WERNER ENTERPRISES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER

As approved and amended by the Board of Directors on November 11, 2026.

I. PURPOSE

The primary functions of the Nominating and Corporate Governance Committee (the "Committee") are to oversee the corporate governance practices of Werner Enterprises, Inc. (the "Company") and assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities regarding corporate governance, environmental sustainability, and public policy matters. To fulfill these functions, the Committee is responsible for the following: (i) developing and overseeing the Company's corporate governance policies and practices; (ii) overseeing the Company's policies and practices relating to ethical and compliance issues; (iii) identifying, recruiting, evaluating, and screening qualified candidates for election to the Board; (iv) recommending director nominees for stockholder meetings or to fill vacancies on the Board; (v) overseeing succession planning for the Chair of the Board ("Chair"), Lead Independent Director, and executive officers of the Company, including reviewing such succession plans periodically, evaluating potential candidates for executive positions, and recommending to the Board any changes to such succession plans; (vi) overseeing the Company's general strategies, risks, and public disclosures relating to environmental sustainability and public policy matters, and (vii) performing such other duties as directed by the Board. The Committee's duties and responsibilities are more specifically enumerated in Section V. of this Charter.

II. COMPOSITION

The Committee shall consist of three (3) or more directors as determined by the Board, each of whom shall satisfy the independence requirements of Nasdaq, Inc. ("Nasdaq") and any other applicable regulatory requirements. The members of the Committee shall be elected by the Board at its annual meeting, or when vacancies arise or the Committee is expanded, and shall serve until their resignation or removal or until their successors shall be duly elected and qualified. Unless a Chair is elected 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 twice per year, or more frequently as circumstances dictate. Meetings of the Committee may be called by the Chair of the Board or by any member of the Committee. The Committee may invite any officer or employee of the Company or any external legal, accounting or other advisors to attend its meetings or provide pertinent information, as it deems appropriate. 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

The Committee shall have the authority to retain and compensate such executive search firms, outside counsel, experts, and other advisors (each, an "External Advisor") as it determines appropriate to assist in the full performance of its functions. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any 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.

Before retaining any External Advisor, the Committee shall evaluate the External Advisor**'**s independence. After considering the External Advisor's independence, 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 any 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.

In order to perform its duties, the Committee shall have unrestricted access to all relevant internal and external information, and the Committee may request any director, officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or External Advisors to, the Committee.

V. RESPONSIBILITIES AND DUTIES

Director Selection and Nomination Matters

1. **Nominee Criteria and Selection Guidelines:** Develop, recommend to the Board, and periodically review the criteria for prospective Board members, including desired skills, industry experience, attributes, and qualifications, in accordance with the Company's Director Section Guidelines and Recommendation Policy (the "Director Selection Guidelines").

2. **Review of Director Selection Guidelines:** Periodically review the Director Selection Guidelines, as business, regulatory, or market conditions dictate, and recommend appropriate updates to the Board.

3. **Candidate Identification and Recruitment:** Identify, recruit, and evaluate qualified potential candidates for election to the Board whose qualifications meet those specified in the Director Selection Guidelines, and propose director

nominees for Board approval to fill vacancies or for election at stockholder meetings.

4. **Stockholder Nominations:** Review and evaluate director nominations properly submitted by the Company's stockholders in accordance with the Company's proxy statements and the Director Selection Guidelines.

5. **Incumbent Re-election:** Evaluate and recommend to the Board the incumbent directors to stand for re-election at any meeting of stockholders.

Director Independence

6. **Independence Definition:** Develop and recommend to the Board clear criteria defining what constitutes an "independent director" under applicable regulatory and Nasdaq standards.

7. **Annual Independence Evaluations:** Prepare and supervise the implementation of the Board's annual evaluation of director independence.

Committee Governance

8. **Committee Structure and Assignments:** Periodically review the Board's committee structure and make strategic recommendations to the Board regarding the assignment of directors as members or chairs of each Board committee.

Corporate Governance Oversight and Compliance

9. **Governance Trends and Policies:** Regularly review emerging issues, developments, and regulatory trends in corporate governance; develop and maintain the Company's corporate governance policies to ensure compliance with applicable laws, regulations, and listing standards.

10. **Articles of Incorporation and By-Laws:** Annually review the Company's Articles of Incorporation and By-Laws, and recommend any necessary amendments to the Board.

11. **General Governance Issues:** Consider any other corporate governance issues that arise from time to time and develop appropriate strategic recommendations for the Board.

Board and Committee Performance

12. **Annual Self-Evaluations:** Oversee the annual self-evaluation process of the Board and its committees, report the assessments to the Board, and recommend actionable improvements to enhance overall effectiveness.

Conflicts of Interest and Related Party Transactions

13. **Related Party Transactions:** Oversee the administration of, and periodically review, the Company's Related Party Transaction Policy; review and either approve or disapprove transactions submitted to the Committee pursuant to the Related Party Transaction Policy; and recommend any necessary amendments to the Related Party Transaction Policy to the Board for approval.

14. **Conflict Investigations:** Investigate any potential conflicts of interest involving members of the Board and report findings and strategic recommendations to the Board.

Board Leadership and Executive Officers

15. **Lead Independent Director:** Periodically review the Lead Independent Director designation and the Lead Independent Director Charter, recommending updates or changes in the leadership designation to the Board for approval.

16. **Outside Activities of Executive Officers:** Monitor and review the outside commitments and board service of executive officers in accordance with the Company's Board Service Policy for Executive Officers to ensure such activities do not compromise their duties or ability to perform their jobs for the Company.

Director Resignations

17. **Resignation Letters:** Review any letter of resignation tendered by a director and recommend the appropriate course of action to the Board, ensuring that the resigning director recuses themselves from all Committee and Board deliberations regarding the resignation.

Environmental Sustainability and Public Policy Matters

18. **Strategic Oversight and Value Alignment:** Oversee the Company's high-level strategy, risks, and opportunities relating to environmental sustainability and public policy matters, ensuring alignment with long-term stockholder value and the Company's core operational guidelines.

19. **Material Disclosures and Reporting:** Monitor the Company's Public Reporting and disclosure strategy regarding environmental sustainability and public policy matters to ensure alignment with investor expectations, material risk factors, and regulatory compliance.

20. **Trend and Risk Assessment:** Assess emerging macroeconomic, legislative, and public policy trends that may pose material risk to the Company's long-term business model, financial performance, and/or market reputation, and advise the Board on strategic responses.

21. **Investor and Stockholder Engagement:** Monitor the Company's general approach to material stockholder concerns and stockholder proposals relating to environmental sustainability and public policy matters, and provide oversight to the Company's strategic positioning with institutional investors.

Other Matters

22. **Annual Review of Charter:** Annually review this Charter and as appropriate, consider and recommend any amendments to the Board for its approval; and

23. **Other Responsibilities and Duties:** Perform such other activities consistent with this Charter, the Company's By-Laws and governing law, as the Committee or the Board deems necessary or appropriate.