

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

As approved and amended by the Board of Directors on February 13, 2026.

I. PURPOSE

The primary functions of the Nominating and Corporate Governance Committee (the “Committee”) are to assist the Board of Directors (the “Board”) of Werner Enterprises, Inc. (the “Company”) in its responsibilities relating to the Company’s corporate governance matters, including: (i) the development and oversight of the Company’s corporate governance policies and practices; (ii) oversight of 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) managing 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; and (vi) 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 or more directors as determined by the Board, each of whom shall satisfy the independence requirements of the Nasdaq Stock Market, Inc. 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 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

To fulfill its responsibilities and duties, the Committee shall:

Director Nomination Matters

1. Develop and recommend to the Board criteria for selecting director nominees, , including the skills, industry experience, attributes, and qualifications desired for prospective Board members in accordance with the Director Selection Guidelines and Recommendation Policy (the “Director Selection Guidelines”).
2. Periodically review the Director Selection Guidelines, as conditions dictate, and update when appropriate.
3. Identify and recruit potential candidates for election to the Board whose qualifications meet those specified in the Director Selection Guidelines. Evaluate potential candidates and propose director nominees for the Board’s approval for any election of directors or for any vacancy in the office of a director to be filled through appointment by a majority of the directors.

4. Review and respond to director nominations properly submitted by the Company's stockholders in accordance with the Director Selection Guidelines and the Company's proxy statements which meet the criteria set forth in the Director Selection Guidelines.
5. Recommend to the Board the incumbent directors to stand for re-election for any election of directors.
6. Prepare and supervise the implementation of the Board's annual evaluation of director independence.
7. Review the Board's committee structure and evaluate and make recommendations to the Board concerning the appointment of directors as members or chairs of each Board committee.
8. Develop and recommend to the Board of Directors the definition of what constitutes an "independent director."

Corporate Governance Matters

1. Regularly review issues and developments relating to corporate governance matters.
2. Develop and review the corporate governance policies of the Company to ensure such policies are appropriate for the Company and comply with applicable laws, regulations, and listing standards, and recommend any necessary changes to such policies to the Board.
3. Oversee the annual self-evaluation of the Board and its committees, report the results of the annual assessment to the Board, and make recommendations to the Board as needed to address areas for improvement.
4. Oversee administration of the Company's Related Party Transaction Policy, and review and either approve or disapprove related-party transactions submitted to the Committee pursuant to the Related Party Transaction Policy.
5. Periodically review the Company's Related Party Transaction Policy, and as appropriate, consider and recommend any amendments to the Related Party Transaction Policy to the Board for its approval.
6. Periodically review the Lead Independent Director designation in accordance with the Lead Independent Director Charter, and consider and recommend any changes in the designation to the Board for its approval.
7. Periodically review the Lead Independent Director Charter and as appropriate, consider and recommend any amendments to the Board for its approval.

8. When directed by the Board, review the outside activities of an executive officer, when such activities may affect the Company or the ability of the executive officer to perform his or her job.
9. Periodically review the Board Service Policy for Executive Officers and as appropriate, consider and recommend any amendments to the Board for its approval.
10. Consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
11. Annually review the Articles of Incorporation and the By-Laws of the Company, and as appropriate, consider and recommend any amendments to the Board for its approval.
12. Annually review this Charter and as appropriate, consider and recommend any amendments to the Board for its approval.
13. Investigate any potential conflicts of interest involving directors and report the findings to the Board.
14. Review any letter of resignation tendered by a director and recommend to the Board the action to be taken in response to such letter; provided however, that any director who tenders a resignation shall not participate in the Committee's deliberations or the Board's recommendation regarding such resignation.
15. Perform any other activities consistent with this Charter, the Company's By-Laws and applicable law, as the Committee or the Board deems necessary or appropriate.