



## **NOMINATING COMMITTEE DIRECTORSHIP GUIDELINES AND SELECTION POLICY**

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Werner Enterprises, Inc. (the “Company”) should be composed of individuals with a variety of business and financial experience and backgrounds who represent the balanced interest of stockholders as a whole rather than special interest groups. In evaluating candidates for nomination, the Committee will consider the current size and composition of the Board; the needs of the Company with respect to the particular talents and experience of its directors; gender, race and ethnicity; and the knowledge, skills and experience already possessed by other members of the Board in light of prevailing business conditions. In addition, it is in the best interest of the Company and its stockholders that the composition of the Board and its committees meet the membership criteria set forth in the Securities and Exchange Commission (“SEC”) rules and regulations as well as the corporate governance listing standards of the National Association of Securities Dealers (“NASD”).

This Nominating Committee Directorship Guidelines and Selection Policy (the “Policy”) sets forth the general guidelines and criteria established by the Committee regarding the selection of qualified candidates for nomination and appointment to the Board. These guidelines are general in nature and the Policy may be modified from time to time by the Committee or the Board as deemed appropriate.

### DIRECTORSHIP GUIDELINES

Generally, candidates for Board positions should possess:

1. Relevant business and financial expertise and experience, including an understanding of fundamental financial statements;
2. The highest character and integrity and a reputation for working constructively with others;
3. Sufficient time to devote to meetings and consultation on Board matters; and
4. Freedom from conflicts of interest that would interfere with performance as a director.

The Committee will strive to recommend candidates who:

1. Have the capacity and desire to represent the best interests of the Company’s shareholders, and to consider the impact of Company actions on customers, employees, and the communities the Company serves;
2. Possess a background that serves the Board’s interest in a membership comprised of individuals with varied occupational experience and perspective;
3. Possess a high level of leadership experience in business activities and who exercise sound business judgment;
4. Are accomplished in their respective field(s), with excellent credentials and recognition;

5. Contribute to the mix of skills, core competencies and qualifications of the Board through expertise in one or more of the areas of business considered significant to the Company;
6. Have a reputation, both personal and professional, for integrity, honesty, candor, fairness and discretion;
7. Possess a breadth of knowledge about issues affecting the Company and are knowledgeable, or are willing and able to quickly become knowledgeable, in the critical aspects of the Company's businesses and operations;
8. Possess a willingness and ability to devote sufficient time and diligence to the affairs of the Company and fulfill the responsibilities of a member of the Board, including, but not limited to, (i) developing and maintaining sufficient knowledge of the Company and its industry; (ii) reviewing and analyzing reports and other information important to the Board and its various committees; (iii) preparing for and participating in Board and committee meetings; and (iv) exercising their duties with skill and care;
9. Understand all governance concepts and the fiduciary duties of a director of a public company; and
10. Are free from any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director of the Company.

In addition to the general guidelines, the Board or the Committee may identify additional specific criteria a candidate must possess, such as meeting the independence standards required by the NASD or having the attributes of a financial expert as required by SEC rules and regulations. The Board values diversity in its candidates, and the Board considers it desirable if potential candidates complement and contribute to the Board's overall diversity and composition. In this respect, the Board broadly construes diversity to mean an array of opinions, perspectives, skills, personal and professional experiences and backgrounds and other attributes including gender, race and ethnic diversity.

#### DIRECTORSHIP SELECTION PROCESS

1. After assessing and considering prevailing business conditions of the Company, legal and listing standard requirements for Board composition, the size and composition of the current Board and the skills and experience of current Board members, the Chairman, the Committee or any current Board member may identify a need to add a Board member meeting specific criteria or to fill a vacancy on the Board.
2. The Committee will be responsible for developing a pool of potential candidates for the Board's consideration and for following the Directorship Guidelines and the Selection Process described in this Policy. The Committee may identify qualified candidates through a variety of methods, including persons known to the members of the Committee by reputation or otherwise, referrals from trusted sources, including senior management, existing Board members, shareholders and independent consultants hired for such purpose. Shareholders may contact the Committee Chair, the Chairman of the Board or the Corporate Secretary in writing when proposing a candidate. The correspondence should include a detailed description of the proposed candidate's qualifications and a method to contact the candidate if the Committee so chooses. The Committee may request that senior management of the Company assist the Committee in identifying and assessing prospective candidates that meet the criteria established by the Board.

3. Candidates viewed by the Committee as potentially qualified will be contacted to determine interest in being considered to serve on the Board. The Committee will determine whether any member of the Board or member of senior management has a relationship with the candidate(s) and if so, the Committee may utilize such member to initiate discussions with the candidate(s). The Committee may also engage independent consultants to assist in the process of contacting and initiating discussions with qualified candidates. Potential candidates will receive a summary of duties and responsibilities similar to the materials attached to this Policy as Exhibit A.
4. The Committee will evaluate qualified candidates who have agreed to be considered for nomination to the Board. The evaluation will include, but not be limited to, a review of each candidate's qualifications, employment history, references, service on other boards of directors, and any other information deemed relevant, including the results of a personal interview, if any.
5. If a candidate consents, appropriate background checks will be conducted. If a candidate does not consent to the background checks, the withholding of such consent shall be taken into account when considering the candidate.
6. The Committee will hold a duly convened meeting to consider and approve the candidate(s) to be presented to the Board.
7. The Committee will present the proposed candidate(s) to the Board. The Board will consider the proposed candidate(s) and will approve candidate(s) for nomination as directors to fill any vacancy or for shareholders to consider and vote upon at the annual meeting, as applicable.
8. An offer to the approved candidate(s) to become a director of the Company will be extended by the Chair of the Committee following the Board's endorsement of the candidate.
9. The approved candidate(s) will either accept or reject the offer.
10. The Company's Secretary, with the assistance of the Company's Legal Department, will conduct orientation for the newly appointed director.