

WERNER[®]

2Q25 EARNINGS PRESENTATION

July 29, 2025



WE KEEP AMERICA MOVING[®]



DISCLOSURE STATEMENT



This presentation may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Such forward-looking statements are based on information presently available to the Company's management and are current only as of the date made. Such statements are by nature subject to uncertainties and risks, including, but not limited to, operational, financial, legal risks detailed in our latest available Annual Report on Form 10-K and any subsequently filed Quarterly Reports on Form 10-Q. These risks and uncertainties could cause actual results or events to differ materially from historical results or those anticipated.

For those reasons, undue reliance should not be placed on any forward-looking statement. The Company assumes no duty or obligation to update or revise any forward-looking statement, although it may do so from time to time as management believes is warranted or as may be required by applicable securities law. Any such updates or revisions may be made by filing reports with the U.S. Securities and Exchange Commission, through the issuance of press releases or by other methods of public disclosure.

Non-GAAP Financial Measures and Reconciliations

To supplement our financial results presented in accordance with generally accepted accounting principles in the United States of America ("GAAP"), we provide certain non-GAAP financial measures as defined by the SEC Regulation G, including non-GAAP adjusted operating income; non-GAAP adjusted operating margin; non-GAAP adjusted operating margin, net of fuel surcharge; non-GAAP adjusted net income attributable to Werner; non-GAAP adjusted diluted earnings per share; non-GAAP free cash flow; non-GAAP EBITDA; non-GAAP net debt; non-GAAP adjusted operating revenues, net of fuel surcharge; non-GAAP adjusted operating revenues, less purchased transportation expense; non-GAAP adjusted operating expenses; non-GAAP adjusted operating expenses, net of fuel surcharge; non-GAAP adjusted operating ratio; and non-GAAP adjusted operating ratio, net of fuel surcharge. We believe these non-GAAP financial measures provide a more useful comparison of our performance from period to period because they exclude the effect of items that, in our opinion, do not reflect our core operating performance. Our non-GAAP financial measures are not meant to be considered in isolation or as substitutes for their comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. There are limitations to using non-GAAP financial measures. Although we believe that they improve comparability in analyzing our period-to-period performance, they could limit comparability to other companies in our industry if those companies define these measures differently. Because of these limitations, our non-GAAP financial measures should not be considered measures of income generated by our business. Management compensates for these limitations by primarily relying on GAAP results and using non-GAAP financial measures on a supplemental basis.

WERNER[®]

BUSINESS OVERVIEW



DEREK LEATHERS

Chairman and Chief Executive Officer

WERNER OVERVIEW (WERN)

WE KEEP AMERICA MOVING®

69 YEARS IN BUSINESS

OMAHA, NE
HEADQUARTERS



6TH
LARGEST DEDICATED CARRIER IN U.S.³



2,314

TOTAL DRIVERS IN COMPANY HISTORY WITH ONE MILLION OR MORE SAFE DRIVING MILES WITH WERNER



\$1.8B¹
MARKET CAP



1.9%¹
DIVIDEND YIELD



12,879²
ASSOCIATES

330²
INDEPENDENT CONTRACTORS



~85%
DEDICATED CUSTOMER RETENTION RATE



4,890⁴

DEDICATED



2,655⁴

ONE-WAY TRUCKLOAD



7,545⁴

TTS TRUCKS



18%

WERNER COMPANY DRIVERS WITH MILITARY EXPERIENCE



16%

WERNER COMPANY DRIVERS WHO ARE WOMEN (HIGHER THAN INDUSTRY AVERAGE)

55%
EMISSIONS REDUCTION GOAL BY 2035



28,310⁴

TRAILING ASSETS

¹ As of 7/25/25 for Market Cap and Dividend Yield.

² Number of Associates and Independent Contractors as of 6/30/25.

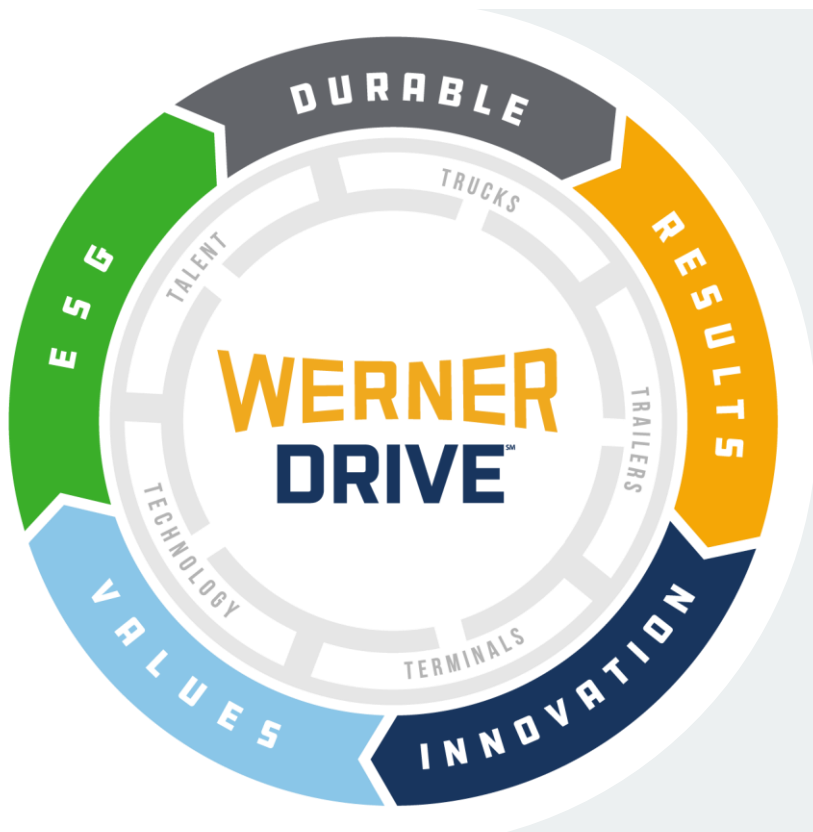
³ Source: Transport Topics

⁴ As of 6/30/25; TTS includes Dedicated and One-Way Truckload. Trailing assets includes TTS and Logistics.

DRIVESM STRATEGY SUPPORTS 2025 STRATEGIC PRIORITIES

WERNER DRIVESM

BUILDING ON 5Ts AND SHAPING OUR FUTURE



DRIVING GROWTH IN CORE BUSINESS

- Expanding TTS & Logistics adjusted operating income margin
- Increasing One-Way rates
- Growing Dedicated fleet size

DRIVING OPERATIONAL EXCELLENCE

- Resolute focus on safety
- Advancing our technology roadmap through the transition to our cloud-based EDGE TMS
- Executing on additional \$45 million in cost savings

DRIVING CAPITAL EFFICIENCY

- Streamlining business processes including further integration of our acquisitions
- Maintaining strong operating cash flow and optimizing working capital
- Managing CapEx while maintaining a modern tractor fleet
- Maximizing equipment fleet sales

2Q25 FINANCIAL HIGHLIGHTS

	2Q25 <i>Y/Y Change</i>
Revenues	\$753M (1)%
GAAP EPS	\$0.72 380%
Adj. EPS¹	\$0.11 (36)%
Adj. Operating Income¹	\$16.6M (22)%
Adj. Operating Margin¹	2.2% (60) Bps
Adj. TTS Operating Margin^{1, 2}	2.8% (220) Bps

HIGHLIGHTS

- **Revenues net of fuel surcharge** increased \$7M or 1%
- **New Dedicated** startups are progressing as planned while improving margin and growing revenue per truck 28 of 30 quarters
- **One-Way Trucking** miles per truck improved sequentially and revenue per total mile has increased four consecutive quarters, albeit modestly.
- **Logistics** adjusted operating income improved, strengthened by volume and revenue growth and **9% lower operating expenses Y/Y**.
- **Increasing 2025 cost savings target** from \$40M to \$45M+.

COMPREHENSIVE LOGISTICS PORTFOLIO IS KEY COMPONENT OF OUR STRATEGY

GREATER PORTFOLIO OF SOLUTIONS TO LARGE CUSTOMERS | EXPANDING REACH TO SMALL & MID-SIZED CUSTOMERS

TRUCKLOAD LOGISTICS

BROKERAGE

- ✓ **Comprehensive Approach**
Tailor-fit solutions leveraging the combined strengths of all Werner services to meet your specific needs
- ✓ **Customer-Focused Service**
Offers high service, asset backed reliability
- ✓ **Customer Reach**
Provides wide array of options to larger customers while also expanding reach to small and mid-sized customers

powerlinkSM

- ✓ **Efficiency**
Utilizing a single trailer pool improves efficiency, simplifies operations, and minimizes reliance on costly labor needed to live load/unload trailers
- ✓ **Scale**
Access to one of the largest trailer pools in the industry
- ✓ **Flexibility**
Partners provide nationwide coverage allowing company assets to focus on Expedited, Cross Border MX and Engineered lanes

INTERMODAL

- ✓ U.S. and MX Coverage
- ✓ Private & Rail-Owned Assets
- ✓ Engineered Custom Solutions

FINAL MILE

- ✓ Specialized Service
- ✓ Dedicated Capacity
- ✓ Tailored Solutions with End to End Visibility

RECENT TECHNOLOGY INVESTMENTS ARE FUELING GROWTH



EDGE TMS for holistic view & execution of large shipper freight



AI tools for load automation & optimization

WERNER Werner Bridge
BRIDGE for Carriers
POWERED BY EDGE

2025 UPDATED MARKET OUTLOOK

- **Truckload fundamentals** stable through the end of the year, market close to equilibrium
- **Capacity continues to exit** bringing balance closer to equilibrium due to much lower Class 8 net truck orders, heightened English Language Proficiency enforcement, ongoing challenging operating environment leading to more bankruptcies, less lender leniency, etc.
- **Consumers remain resilient** as they search for value and trade down when necessary, resulting in non-discretionary spending holding up
- **Retail inventories have mostly normalized**, although some inventory was pulled forward from the tariff pause but non-discretionary items have had more consistent replenishment cycles
- **Spot freight rates** to follow normal seasonality patterns
- **Used truck and trailer values** likely to remain stable in the near term, benefitting, in part from tariff uncertainty
- **No change to business days** in Q3 or Q4 vs. the prior year periods

WERNER[®]

FINANCIAL RESULTS

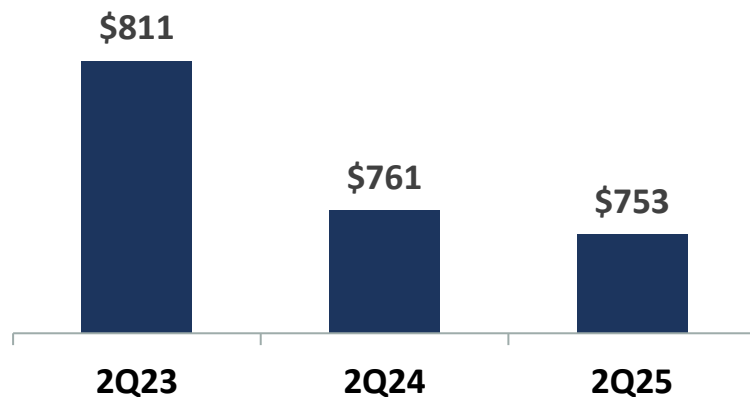


CHRIS WIKOFF

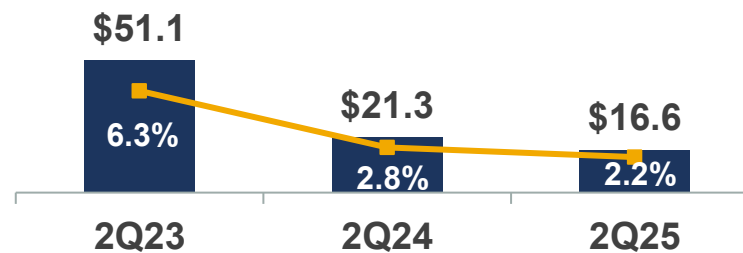
**Executive Vice President, Treasurer
and Chief Financial Officer**

2Q25 RESULTS

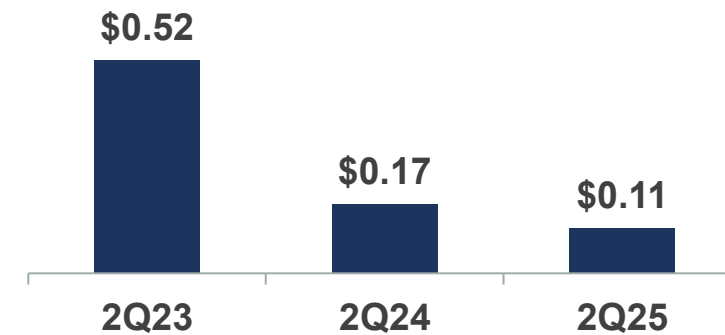
TOTAL REVENUES (\$M)



ADJUSTED OPERATING INCOME¹ (\$M) AND ADJUSTED OPERATING MARGIN¹



ADJUSTED EPS¹



Y/Y COMMENTARY (2Q25 vs. 2Q24)

- Total revenues decreased \$8M, or 1%; total revenues, net of fuel surcharge, increased \$7M or 1%
- 0.3% higher TTS revenues per truck per week²
- 1.8% decrease in TTS average trucks
- Logistics revenues increased 6% Y/Y and 13% sequentially

- 22% decrease in adj. operating income, or \$4.7M
- Consolidated adj. operating margin decreased 60 bps
- TTS adj. operating income¹ decreased \$10.6M
- Logistics adj. operating income¹ increased \$4.2M Y/Y

- Adj. EPS decreased primarily from:
- Higher insurance and technology costs and fewer average TTS trucks
- Mitigated by:
- Higher gains on the sale of equipment and improved Logistics operating income

2Q25 TRUCKLOAD TRANSPORTATION SERVICES (TTS) RESULTS

	2Q23	2Q24	2Q25	2Q25 vs. 2Q24
Revenues (\$M)	\$570.2	\$537.1	\$517.6	(4)%
Revenues, net FSC (\$M) ¹	\$493.5	\$467.1	\$462.4	(1)%
Adjusted Operating Income ¹ (\$M)	\$47.9	\$23.3	\$12.8	(45)%
Adjusted Operating Margin ^{1,2}	9.7%	5.0%	2.8%	(220) bps
Adjusted Operating Ratio ^{1,2}	90.3%	95.0%	97.2%	220 bps

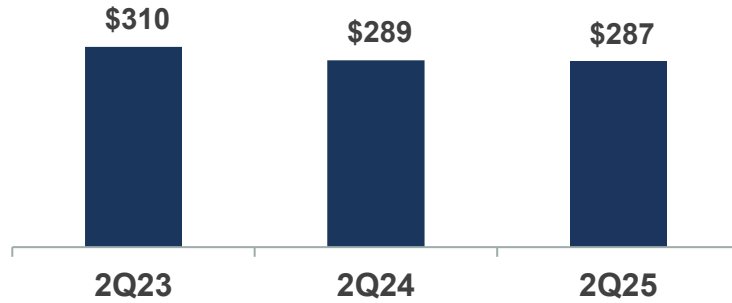
Y/Y COMMENTARY (2Q25 vs. 2Q24)

- **Lower total revenues** due to \$15M of lower fuel surcharges, 1.8% fewer average trucks, 3.0% lower miles per truck mitigated by 3.3% higher rates
- **TTS** adjusted margin declined Y/Y, primarily from higher insurance and claims costs (excluding reversal of Texas Supreme Court verdict), the net impact of the change in fuel surcharge less expense and costs associated with new Dedicated fleet startups, partially offset with an increase in gains on sale of property and equipment
- **Dedicated** fleet represents 65% of total TTS trucks at quarter end; revenue per truck per week increased 0.2% Y/Y
- **One-Way** revenue per total mile increased 2.7% Y/Y; miles per truck were down 2.3%

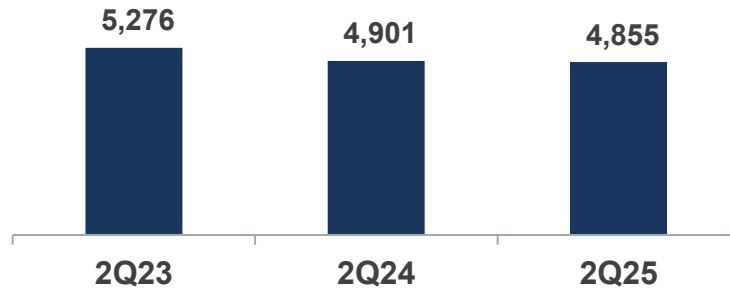
TTS¹ FLEET METRICS UPDATE

TTS FLEET UP 1% Y/Y TO 7,545 AT QUARTER END | RPTPW UP 0.3%, INCREASING 24 OF LAST 30 QUARTERS

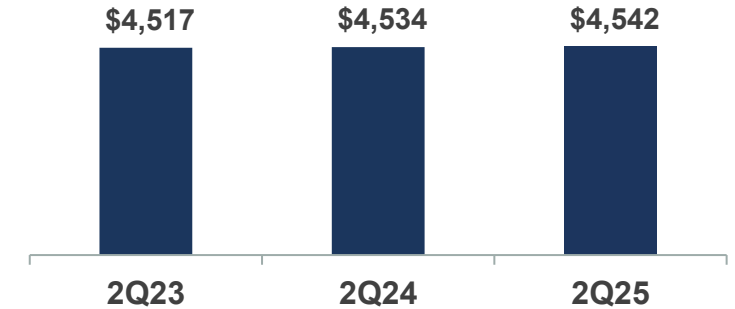
TRUCKING REVENUES² (\$M)



AVERAGE TRUCKS

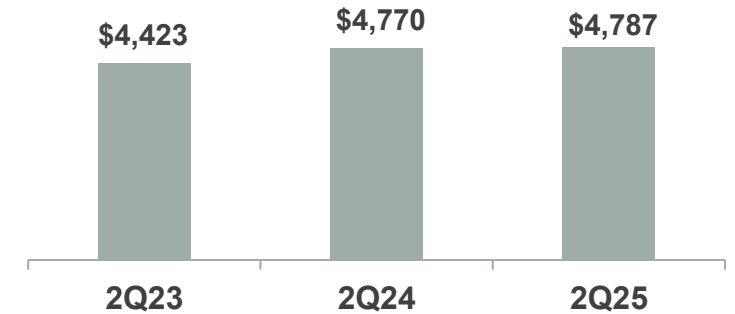
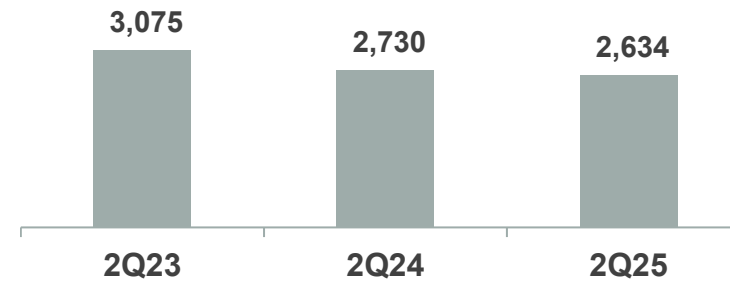
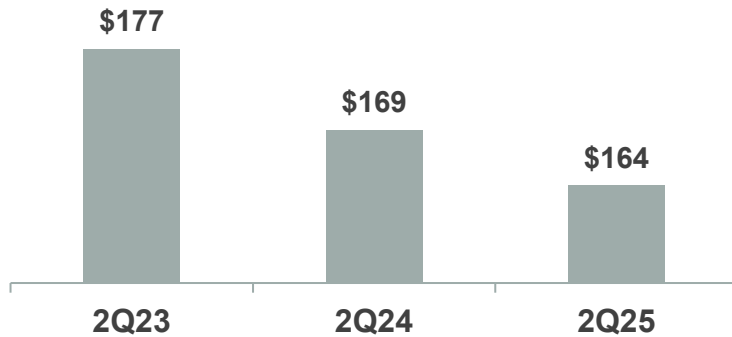


REVENUES / TRUCK / WEEK²



DEDICATED TRUCKLOAD

ONE-WAY TRUCKLOAD



2Q25 WERNER LOGISTICS RESULTS

	2Q23	2Q24	2Q25	2Q25 vs. 2Q24
Revenues (\$M)	\$224.5	\$208.9	\$221.2	6%
Revenues, less purchased transportation expense (\$M) ¹	\$39.2	\$31.8	\$32.9	3%
Adjusted Operating Income (loss) (\$M) ¹	\$5.5	\$1.7	\$5.9	246%
Adjusted Operating Margin ¹	2.4%	0.8%	2.7%	190 bps

Y/Y COMMENTARY (2Q25 vs. 2Q24)

- Truckload Logistics revenues (77% of Logistics revenues) increased 9%
- Intermodal revenues (13% of Logistics revenues) increased 3%
- Final Mile revenues (10% of Logistics revenues) decreased 10%
- Truckload Logistics shipments increased 7% Y/Y and 14% sequentially
- Werner PowerLinkSM volumes increased low double digits Y/Y
- Improved adjusted operating margin due to increased volumes and OpEx improvement

LEANER ORGANIZATION SHOULD LEAD TO IMPROVED LEVERAGE



- Salaries, Wages & Benefits
- Supplies and Maintenance
- Professional Services
- Other

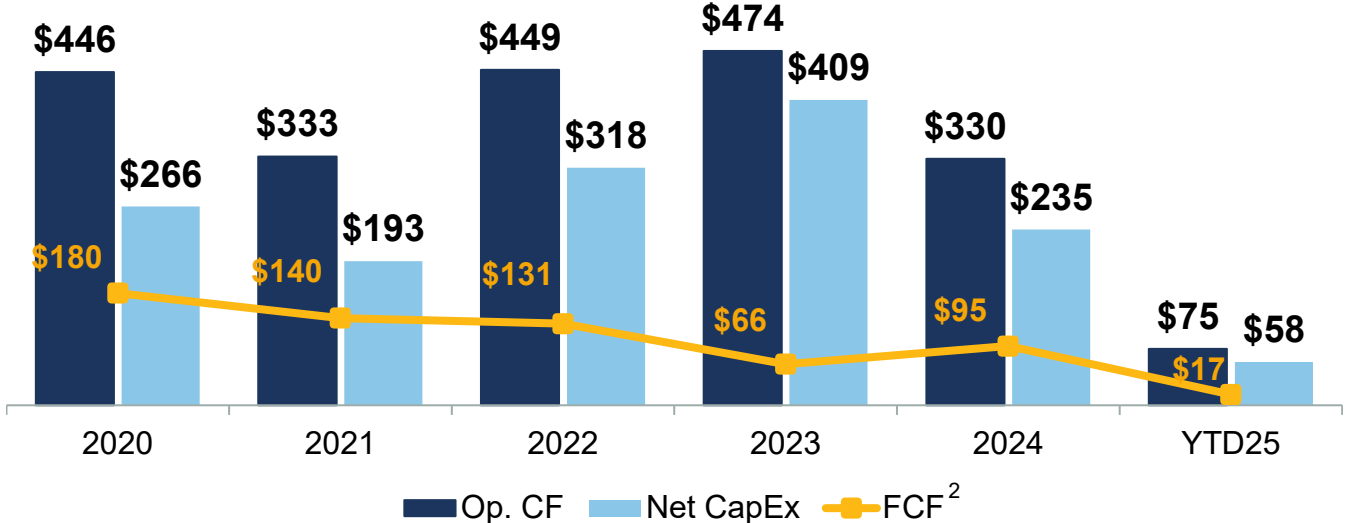
COST CONTAINMENT FOCUS & DISCIPLINE

- Largely structural and sustainable
- Disciplined approach through:
 - Operational Execution
 - Leveraging Technology
 - M&A Integration
- Q2 Consolidated SWB (4)% Y/Y¹
Q2 Logistics SWB (13)% Y/Y¹

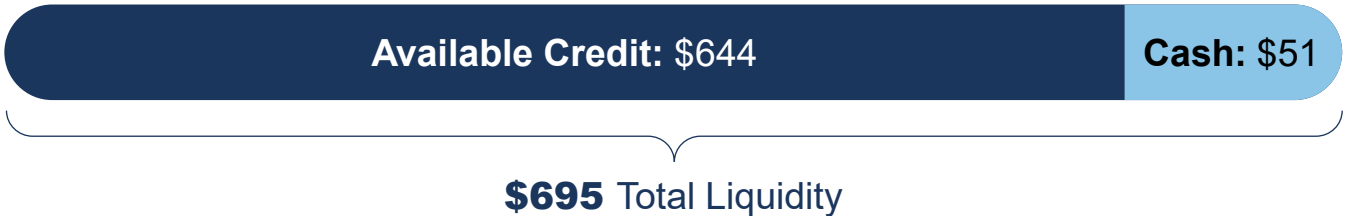


POSITIVE CASH FLOW & STRONG BALANCE SHEET

CASH FLOW (\$ millions)



LIQUIDITY¹ (\$ millions)



Solid Cash Flow & Liquidity

- Q2 operating cash flow of \$46M and \$75M YTD
- Low net CapEx at \$66M Q2 and \$58M YTD, down \$60M or >50% Y/Y
- Free cash flow YTD of 1.2% of revenues, down from 3.5% prior year due to higher cash taxes and increased working capital.

Strong Balance Sheet

- Maintaining high liquidity
- \$725M debt¹, all scheduled to mature in 2027; up \$85M sequentially and up 8% Y/Y
- 1.7x net debt-to-LTM EBITDA¹
- Long-term, low-cost capital structure
- 49% effectively-fixed rate debt¹

¹ As of 6/30/25.
² See attached Reconciliation of Non-GAAP Financial Measures.

DISCIPLINED CAPITAL ALLOCATION

STRATEGIC PRIORITIES

Reinvestment for Long-Term Growth

- Reinvestments to maintain low-age, safe and modern trucks and trailers
- Growth investments, including Technology and Terminals

Return Capital to Shareholders

- Quarterly dividends since 1987
- 1.8M shares remaining under board approved share repurchase program

Synergistic & Accretive Acquisitions

- Align with growth pillars of Werner portfolio
- Deliver value and growth; accretive to earnings
- Align safety-centric cultures and retain experienced management team

Maintain Strong & Flexible Financial Position

- Liquidity of \$695M, Debt of \$725M, Equity of \$1,421M (as of 6/30/25)
- Maintain low and modest net leverage, 1.7x (as of 6/30/25)

CAPEX REINVESTMENT FOR GROWTH

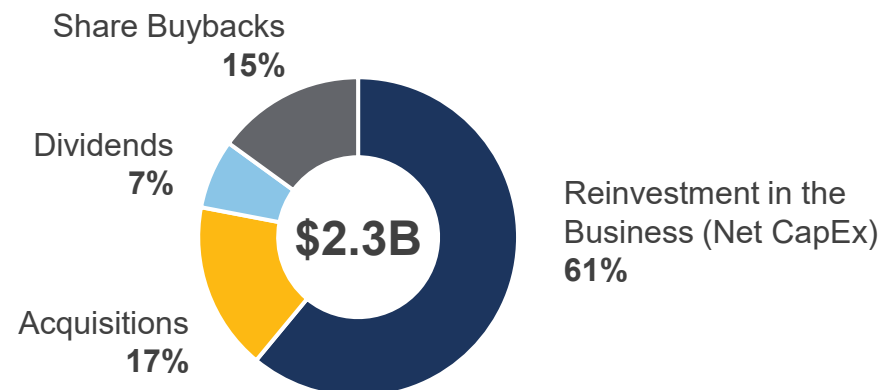
2025 Net CapEx Priorities:

- Ongoing strategic reinvestment, although lower than historical ranges
- Track-record of reinvestment while maintaining a low-mile modern fleet

Historical Fleet Reinvestment vs. Growth:

- ~75-80% allocated to trucks and trailers, net of fleet sales
- ~20-25% allocated to technology, terminals, real estate and driver schools

CAPITAL ALLOCATION HISTORY 2020-2024



2025 GUIDANCE METRICS AND ASSUMPTIONS

	Prior 2025 Guidance (as of 4/29/25)	Actual (as of 6/30/25)	Current 2025 Guidance (as of 7/29/25)	Commentary
2025 GUIDANCE				
TTS Truck Count from BoY to EoY	1% to 5% (annual)	1.3% (YTD25)	1% to 4% (annual)	New Dedicated fleet implementation progressing. One-Way fleet size grew in Q2 to support temporary elevated demand from certain customers. Expect rest of year growth to be driven more by Dedicated than One-Way.
Net Capital Expenditures	\$185M to \$235M (annual)	\$58M (YTD25)	\$145M to \$185M (annual)	Entered the year with inventory of new trucks to support growth. CapEx is below our historical range given lower in-year needs and deliberate shift to a more asset light mix.
TTS GUIDANCE				
Dedicated RPTPW¹ Growth	0% to 3% (annual)	(0.1)% (1H25 vs. 1H24)	0% to 3% (annual)	RPTPW in Q2 increased 0.2%. New fleet startups negatively impacted metric by 60 bps. Expect to remain within full-year guidance range.
One-Way Truckload RPTM¹ Growth	0% to 3% (2Q25 vs. 2Q24)	2.7% (2Q25 vs. 2Q24)	0% to 3% (3Q25 vs. 3Q24)	Averaged low-single digit percentage contractual rate increases through bid season. Deadhead improved in Q2, but spot rates trending lower.
ASSUMPTIONS				
Effective Income Tax Rate	25.0% to 26.0% (annual)	26.9% (YTD25)	25.0% to 26.0% (annual)	Effective tax rate was 26.2% in Q2. Expect lower ETR in future quarters.

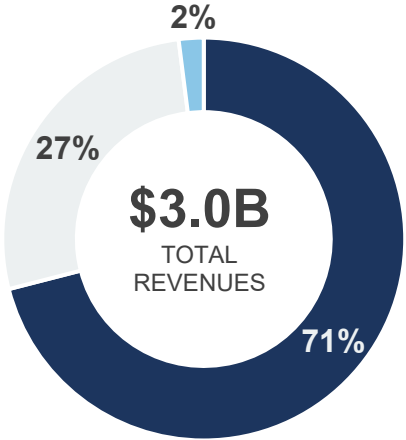


WERNER[®]

APPENDIX

REVENUES SNAPSHOT

2024 REVENUES
BY SEGMENT

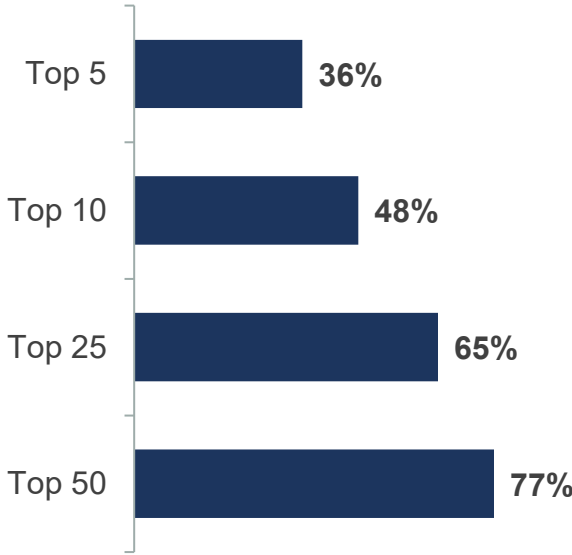


- Truckload Transportation Services (TTS)
- Werner Logistics
- Driver Training Schools and Other

2024 REVENUES
BY VERTICAL



2024 REVENUES
BY CUSTOMER



RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – CONSOLIDATED (Unaudited) (In thousands, except per share amounts)

Non-GAAP Adjusted Operating Income and Non-GAAP Adjusted Operating Margin ⁽¹⁾

	Quarter Ended June 30,					
	2023		2024		2025	
	\$	% of Op. Rev.	\$	% of Op. Rev.	\$	% of Op. Rev.
Operating income and operating margin — (GAAP)	\$ 47,198	5.8%	\$ 19,611	2.6%	\$ 66,321	8.8%
Non-GAAP adjustments:						
Insurance and claims ⁽²⁾	1,387	0.2%	971	0.1%	(45,662)	-6.1%
Amortization of intangible assets ⁽³⁾	2,518	0.3%	2,517	0.3%	2,517	0.3%
Contingent consideration adjustment ⁽⁴⁾	-	0.0%	-	0.0%	(7,921)	-1.0%
Severance expense ⁽⁵⁾	-	0.0%	-	0.0%	1,300	0.2%
Gain on sale of real estate ⁽⁶⁾	-	0.0%	(1,830)	-0.2%	-	0.0%
Non-GAAP adjusted operating income and non-GAAP adjusted operating margin	<u>\$ 51,103</u>	<u>6.3%</u>	<u>\$ 21,269</u>	<u>2.8%</u>	<u>\$ 16,555</u>	<u>2.2%</u>

Non-GAAP Adjusted Net Income Attributable to Werner and Non-GAAP Adjusted Diluted Earnings Per Share ⁽¹⁾

	Quarter Ended June 30,					
	2023		2024		2025	
	\$	Diluted EPS	\$	Diluted EPS	\$	Diluted EPS
Net income attributable to Werner and diluted earnings per share — (GAAP)	\$ 29,881	\$ 0.47	\$ 9,465	\$ 0.15	\$ 44,062	\$ 0.72
Non-GAAP adjustments:						
Insurance and claims ⁽²⁾	1,387	0.02	971	0.02	(45,662)	(0.75)
Amortization of intangible assets, net of amount attributable to noncontrolling interest ⁽³⁾	2,346	0.04	2,345	0.04	2,345	0.04
Contingent consideration adjustment ⁽⁴⁾	-	-	-	-	(7,921)	(0.13)
Severance expense ⁽⁵⁾	-	-	-	-	1,300	0.02
Gain on sale of real estate ⁽⁶⁾	-	-	(1,830)	(0.03)	-	-
Loss (gain) on investments in equity securities ⁽⁷⁾	(79)	-	52	-	33	-
Loss (earnings) from equity method investment ⁽⁸⁾	844	0.01	141	-	(719)	(0.01)
Income tax effect of above adjustments ⁽⁹⁾	(1,158)	(0.02)	(476)	(0.01)	13,162	0.22
Non-GAAP adjusted net income attributable to Werner and non-GAAP adjusted diluted earnings per share	<u>\$ 33,221</u>	<u>\$ 0.52</u>	<u>\$ 10,668</u>	<u>\$ 0.17</u>	<u>\$ 6,600</u>	<u>\$ 0.11</u>

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – CONSOLIDATED (Unaudited) (In thousands, except per share amounts)

Non-GAAP Adjusted Operating Revenues, Net of Fuel Surcharge ⁽¹⁾

	Quarter Ended June 30,		
	2023	2024	2025
	\$	\$	\$
Operating revenues — (GAAP)	\$ 811,096	\$ 760,798	\$ 753,148
Non-GAAP adjustments:			
Trucking fuel surcharge ⁽¹⁰⁾	(76,677)	(69,966)	(55,201)
Non-GAAP Operating revenues, net of fuel surcharge	<u>\$ 734,419</u>	<u>\$ 690,832</u>	<u>\$ 697,947</u>

Non-GAAP Free Cash Flow ^{(1), (11)}

	Year Ended December 31,					YTD
	2020	2021	2022	2023	2024	June 30,
	\$	\$	\$	\$	\$	2025
Net cash provided by operating activities — (GAAP)	\$ 445,909	\$ 332,819	\$ 448,711	\$ 474,366	\$ 329,734	\$ 75,395
Non-GAAP adjustments:						
Additions to property and equipment, net of proceeds from the sale of property and equipment	(266,241)	(193,049)	(317,579)	(408,698)	(234,887)	(58,062)
Non-GAAP Free cash flow	<u>\$ 179,668</u>	<u>\$ 139,770</u>	<u>\$ 131,132</u>	<u>\$ 65,668</u>	<u>\$ 94,847</u>	<u>\$ 17,333</u>

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – CONSOLIDATED (Unaudited) (In thousands, except per share amounts)

Non-GAAP Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA); Non-GAAP Net Debt; and Non-GAAP Net Debt to EBITDA Ratio ^{(1), (12)}

	Year Ended December 31,				LTM
	2021	2022	2023	2024	June 30, 2025
	\$	\$	\$	\$	\$
Net income — (GAAP)	\$ 261,478	\$ 245,580	\$ 112,290	\$ 33,570	\$ 51,523
Add:					
Depreciation and amortization	267,700	279,923	299,509	290,405	284,269
Interest expense	4,423	11,828	33,535	39,212	41,111
Income tax expense	84,537	79,206	35,491	8,912	15,215
Non-GAAP EBITDA	<u>\$ 618,138</u>	<u>\$ 616,537</u>	<u>\$ 480,825</u>	<u>\$ 372,099</u>	<u>\$ 392,118</u>
	As of December 31,				As of
	2021	2022	2023	2024	June 30, 2025
	\$	\$	\$	\$	\$
Current portion of long-term debt	\$ 5,000	\$ 6,250	\$ 2,500	\$ 20,000	\$ -
Long-term debt	422,500	687,500	646,250	630,000	725,000
Total Debt — (GAAP)	427,500	693,750	648,750	650,000	725,000
Less:					
Cash and cash equivalents	54,196	107,240	61,723	40,752	51,420
Non-GAAP Net debt	<u>\$ 373,304</u>	<u>\$ 586,510</u>	<u>\$ 587,027</u>	<u>\$ 609,248</u>	<u>\$ 673,580</u>
Net debt to EBITDA Ratio — (non-GAAP)	0.6x	1.0x	1.2x	1.6x	1.7x

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – TRUCKLOAD TRANSPORTATION SERVICES (TTS) SEGMENT (Unaudited) (In thousands)

Non-GAAP Adjusted Operating Income and Non-GAAP Adjusted Operating Margin ⁽¹⁾

	Quarter Ended June 30,					
	2023		2024		2025	
	\$	% of Op. Rev.	\$	% of Op. Rev.	\$	% of Op. Rev.
Operating income and operating margin — (GAAP)	\$ 45,159	7.9%	\$ 20,998	3.9%	\$ 64,089	12.4%
Non-GAAP adjustments:						
Insurance and claims ⁽²⁾	1,387	0.3%	971	0.2%	(45,662)	-8.8%
Amortization of intangible assets ⁽³⁾	1,369	0.2%	1,369	0.2%	1,369	0.3%
Contingent consideration adjustment ⁽⁴⁾	-	0.0%	-	0.0%	(7,921)	-1.5%
Severance expense ⁽⁵⁾	-	0.0%	-	0.0%	900	0.1%
Non-GAAP adjusted operating income and non-GAAP adjusted operating margin	<u>\$ 47,915</u>	<u>8.4%</u>	<u>\$ 23,338</u>	<u>4.3%</u>	<u>\$ 12,775</u>	<u>2.5%</u>

Non-GAAP Adjusted Operating Expenses and Non-GAAP Adjusted Operating Ratio ⁽¹⁾

	Quarter Ended June 30,					
	2023		2024		2025	
	\$	% of Op. Rev.	\$	% of Op. Rev.	\$	% of Op. Rev.
Operating expenses and operating ratio — (GAAP)	\$ 525,033	92.1%	\$ 516,071	96.1%	\$ 453,558	87.6%
Non-GAAP adjustments:						
Insurance and claims ⁽²⁾	(1,387)	-0.3%	(971)	-0.2%	45,662	8.8%
Amortization of intangible assets ⁽³⁾	(1,369)	-0.2%	(1,369)	-0.2%	(1,369)	-0.3%
Contingent consideration adjustment ⁽⁴⁾	-	0.0%	-	0.0%	7,921	1.5%
Severance expense ⁽⁵⁾	-	0.0%	-	0.0%	(900)	-0.1%
Non-GAAP adjusted operating expenses and non-GAAP adjusted operating ratio	<u>\$ 522,277</u>	<u>91.6%</u>	<u>\$ 513,731</u>	<u>95.7%</u>	<u>\$ 504,872</u>	<u>97.5%</u>

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – TRUCKLOAD TRANSPORTATION SERVICES (TTS) SEGMENT (Continued) (Unaudited) (In thousands)

Non-GAAP Adjusted Operating Revenues, Net of Fuel Surcharge; Non-GAAP Adjusted Operating Expenses, Net of Fuel Surcharge; Non-GAAP Adjusted Operating Margin, Net of Fuel Surcharge; and Non-GAAP Adjusted Operating Ratio, Net of Fuel Surcharge ⁽¹⁾

	Quarter Ended June 30,		
	2023	2024	2025
	\$	\$	\$
Operating revenues — (GAAP)	\$ 570,192	\$ 537,069	\$ 517,647
Less: Trucking fuel surcharge ⁽¹⁰⁾	(76,677)	(69,966)	(55,201)
Operating revenues, net of fuel surcharge — (Non-GAAP)	493,515	467,103	462,446
Operating expenses — (GAAP)	525,033	516,071	453,558
Non-GAAP adjustments:			
Trucking fuel surcharge ⁽¹⁰⁾	(76,677)	(69,966)	(55,201)
Insurance and claims ⁽²⁾	(1,387)	(971)	45,662
Amortization of intangible assets ⁽³⁾	(1,369)	(1,369)	(1,369)
Contingent consideration adjustment ⁽⁴⁾	-	-	7,921
Severance expense ⁽⁵⁾	-	-	(900)
Non-GAAP adjusted operating expenses, net of fuel surcharge	445,600	443,765	449,671
Non-GAAP adjusted operating income	\$ 47,915	\$ 23,338	\$ 12,775
Non-GAAP adjusted operating margin, net of fuel surcharge	9.7%	5.0%	2.8%
Non-GAAP adjusted operating ratio, net of fuel surcharge	90.3%	95.0%	97.2%

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – WERNER LOGISTICS SEGMENT (Unaudited) (In thousands)

Non-GAAP Adjusted Operating Revenues, Less Purchased Transportation Expense ⁽¹⁾

	Quarter Ended June 30,		
	2023	2024	2025
	\$	\$	\$
Operating revenues — (GAAP)	\$ 224,549	\$ 208,912	\$ 221,177
Non-GAAP adjustment:			
Purchased transportation expense ⁽¹³⁾	(185,397)	(177,066)	(188,326)
Non-GAAP Adjusted Operating revenues, less purchased transportation expense	<u>\$ 39,152</u>	<u>\$ 31,846</u>	<u>\$ 32,851</u>

Non-GAAP Adjusted Operating Income and Non-GAAP Adjusted Operating Margin ⁽¹⁾

	Quarter Ended June 30,					
	2023		2024		2025	
	\$	% of Op. Rev.	\$	% of Op. Rev.	\$	% of Op. Rev.
Operating income and operating margin — (GAAP)	\$ 4,355	1.9%	\$ 550	0.3%	\$ 4,328	2.0%
Non-GAAP adjustments:						
Amortization of intangible assets ⁽³⁾	1,149	0.5%	1,148	0.5%	1,148	0.5%
Severance expense ⁽⁵⁾	-	0.0%	-	0.0%	400	0.2%
Non-GAAP adjusted operating income and non-GAAP adjusted operating margin	<u>\$ 5,504</u>	<u>2.4%</u>	<u>\$ 1,698</u>	<u>0.8%</u>	<u>\$ 5,876</u>	<u>2.7%</u>

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(1) Non-GAAP adjusted operating income; non-GAAP adjusted operating margin; non-GAAP adjusted operating margin, net of fuel surcharge; non-GAAP adjusted net income attributable to Werner; non-GAAP adjusted diluted earnings per share; non-GAAP free cash flow; non-GAAP EBITDA; non-GAAP net debt; non-GAAP adjusted operating revenues, net of fuel surcharge; non-GAAP adjusted operating revenues, less purchased transportation expense; non-GAAP adjusted operating expenses; non-GAAP adjusted operating expenses, net of fuel surcharge; non-GAAP adjusted operating ratio; and non-GAAP adjusted operating ratio, net of fuel surcharge should be considered in addition to, rather than as substitutes for, GAAP operating income; GAAP operating margin; GAAP net income attributable to Werner; GAAP diluted earnings per share; GAAP net cash provided by operating activities; GAAP net income; GAAP total debt; GAAP operating revenues; GAAP operating expenses; and GAAP operating ratio, which are their most directly comparable GAAP financial measures.

(2) Prior to second quarter 2025, we accrued pre-tax insurance and claims expense for interest related to a previously disclosed excess adverse jury verdict rendered on May 17, 2018 in a lawsuit arising from a December 2014 accident. Additional information about the accident was included in our Current Report on Form 8-K dated May 17, 2018. Under our insurance policies in effect on the date of this accident, our maximum liability for this accident was \$10.0 million (plus pre-judgment and post-judgment interest) with premium-based insurance coverage that exceeded the jury verdict amount. We continued to accrue pre-tax insurance and claims expense for interest at \$0.5 million per month (excluding months where the plaintiffs requested an extension of time to respond to our petition for review) until our appeal was finalized in second quarter 2025. Management believes excluding the effect of this item provides a more useful comparison of our performance from period to period. This item is included in the Truckload Transportation Services segment.

(3) Amortization expense related to intangible assets acquired in our business acquisitions is excluded because management does not believe it is indicative of our core operating performance. This item is included in our Truckload Transportation Services and Werner Logistics segments.

(4) Contingent consideration, also referred to as earnout, adjustments related to our business acquisitions are excluded because management does not believe these adjustments are indicative of our core operating performance. The adjustments are included in our Truckload Transportation Services segment.

(5) Severance expense is excluded because management does not believe it is indicative of our core operating performance. This item is included in our Truckload Transportation Services and Werner Logistics segments.

(6) During second quarter 2024, we sold two parcels of real estate which resulted in a \$1.8 million net pre-tax gain on sale. Management believes excluding the effect of these unusual and infrequent items provides a more useful comparison of our performance from period to period. These items are included in our Corporate segment.

(7) Represents non-operating mark-to-market adjustments for gains/losses on our minority equity investments, which we account for under Accounting Standards Codification ("ASC") 321, *Investments - Equity Securities*. Management believes excluding the effect of gains/losses on our investments in equity securities provides a more useful comparison of our performance from period to period.

(8) Represents earnings/losses from our equity method investment, which we account for under ASC 323, *Investments - Equity Method and Joint Ventures*. Management believes excluding the effect of earnings/losses from our equity method investment provides a more useful comparison of our performance from period to period.

(9) The income tax effect of the non-GAAP adjustments is calculated using the incremental income tax rate excluding discrete items, and the income tax effect for 2024 has been updated to reflect the annual incremental income tax rate.

(10) Fluctuating fuel prices and fuel surcharge revenues impact the total company operating ratio and the TTS segment operating ratio when fuel surcharges are reported on a gross basis as revenues versus netting the fuel surcharges against fuel expenses. Management believes netting fuel surcharge revenues, which are generally a more volatile source of revenue, against fuel expenses provides a more consistent basis for comparing the results of operations from period to period.

(11) We consider free cash flow (net cash provided by operating activities less net expenditures for property and equipment) to be a useful measure of our liquidity. We believe it is a more conservative measure of cash flow since capital expenditures are necessary for ongoing operations. Free cash flow does not represent residual cash flows available for discretionary expenditures, as the measure does not deduct the payments required for debt service and other contractual obligations. Therefore, we believe it is important to view free cash flow as a measure that provides supplemental information to our consolidated statements of cash flows.

(12) We consider EBITDA to be an important measure of our financial performance and of our ability to generate cash flows to service debt obligations, fund capital expenditures and fund other corporate investing and financing activities. EBITDA eliminates the non-cash effect of depreciation and amortization. Net debt is used in our net debt to EBITDA ratio. We believe the net debt to EBITDA ratio is useful in evaluating our ability to service our debt.

(13) Management believes excluding purchased transportation expense from Werner Logistics operating revenues provides a useful measurement of our ability to source and sell services provided by third parties.

THANK YOU



FOR MORE INFORMATION, VISIT [WERNER.COM](https://www.werner.com)



Werner Enterprises Inc.



@One_Werner



@One_Werner



Werner Enterprises

WERNER[®]

FOR MORE INFORMATION, VISIT [WERNER.COM](https://www.werner.com)