

# WERNER

## **POLICY REGARDING DIRECTOR RECOMMENDATIONS BY STOCKHOLDERS**

1. The Nominating and Corporate Governance Committee (the “Committee”) of Werner Enterprises, Inc. (the “Company”) will consider a candidate (the “Candidate”) that is properly and timely recommended for directorship by a stockholder or group of stockholders of the Company (the “Recommending Stockholder”) in accordance with this policy.
2. Any such stockholder recommendation must be submitted by one or more stockholders that have individually, or as a group, beneficially owned at least two percent of the Company’s issued and outstanding common stock for at least one year, determined as of the date the recommendation is submitted. Recommending Stockholders must submit verification of compliance with stock ownership requirements as follows:
  - (A) If the Recommending Stockholder is the registered holder of the securities: The Company can verify stock ownership, although the Recommending Stockholder will need to provide the Company with a written statement indicating that they intend to continue holding the securities through the date of the annual meeting, and if the recommended Candidate is elected, through his or her term of service (as indicated in Section 4).
  - (B) If the Recommending Stockholder is not the registered owner of the securities: They must provide proof of requisite ownership with the submitted recommendation. Proof can be provided in the following manner:
    - (i) The Recommending Stockholder can submit to the Company a written statement from the “record” holder of the securities (usually a broker or bank) verifying that at the time they submitted their recommendation they continuously held the securities for at least one year. The Recommending Stockholder must also include their own statement indicating that they intend to continue holding the securities through the date of the annual meeting, and if the recommended Candidate is elected, through his or her term of service (as indicated in Section 4); or
    - (ii) If a stockholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5 (including any amendments to those documents or updated forms) with the Securities and Exchange Commission, reflecting the stockholder’s ownership of the shares as of or before the date on which the one-year eligibility period begins, the Recommending Stockholder can demonstrate eligibility by submitting to the Company:
      - (a) A copy of the schedule and/or form;

- (b) The Recommending Stockholder's written statement representing that they continuously held the required number of shares for the one-year period as of the date of the statement; and
  - (c) The Recommending Stockholder's statement indicating that they intend to continue holding the securities through the date of the annual meeting, and if the recommended Candidate is elected, through his or her term of service (as indicated in Section 4).
- 3. Stockholder recommendations must be submitted to the Company's Corporate Secretary in writing via certified U.S. Mail, and such recommendations must be submitted not less than 120 days prior to the first anniversary of the mailing date of the proxy statement relating to the Company's previous annual meeting of stockholders. Recommendations must be addressed as follows:

Werner Enterprises, Inc.  
Attention: Corporate Secretary  
Post Office Box 45308  
Omaha, NE 68145-0308

- 4. The director Candidate recommendation must include the following information in order to be considered by the Committee:
  - The name and address, as they appear on the Company's books and records, of the Recommending Stockholder;
  - The class and number of shares of the Company's common stock, including the date(s) of acquisition thereof, which are beneficially owned by the Recommending Stockholder;
  - The name, age, business address and residence of the Candidate;
  - The principal occupation and employment of the Candidate for the past five years;
  - A description of the qualifications of the Candidate to serve as a director, including the Candidate's financial expertise and whether the Candidate satisfies the independence, financial literacy and experience requirements of Section 10A and Rule 10A-3 of the Securities Exchange Act of 1934, the Nasdaq Stock Market, Inc. and any other applicable regulatory requirements;
  - The class and number of shares of the Company's common stock beneficially owned by the Candidate, if any; and
  - A description of all arrangements and understandings between the Recommending Stockholder and the Candidate or any other persons pursuant to which the Recommending Stockholder is making the recommendation.
- 5. The Recommending Stockholder and the Candidate must submit, with the recommendation, a signed statement agreeing and acknowledging that:
  - The Candidate consents to being a director candidate and, if nominated and elected, he/she will serve as a director representing all of the Company's stockholders in accordance with applicable laws and the Company's Certificate of Incorporation and By-Laws;

- The Candidate, if elected, will comply with the Company's corporate governance guidelines and Code of Corporate Conduct and other rule, regulation, policy or standard of conduct applicable to the Board of Directors or its individual members;
  - The Recommending Stockholder will maintain beneficial ownership of at least two percent of the Company's issued and outstanding common stock through the date of the annual meeting for which the Candidate is being recommended for nomination and that, upon such Candidate's nomination and election to the Company's Board of Directors, the Recommending Stockholder intends to maintain such ownership throughout the Candidate's term as director; and
  - The Recommending Stockholder and the Candidate will promptly provide any additional information requested by the Committee and/or Board of Directors to assist in the consideration of the Candidate, including, without limitation, a completed and signed Directors & Officers Questionnaire (the Company's standard form) and an interview with the Committee or its representative.
5. Upon receipt of the recommendation, the Committee will consider the qualifications of the Candidate. The Committee does not intend to review and/or consider candidates in a manner different than other recommendations, although the Committee may prefer director candidates who are personally known to the existing directors, have experience in the industries in which the Company engages and whose reputations are highly regarded.
  6. If a Candidate is nominated by the Committee and subsequently the Board of Directors, included in the Company's proxy statement, and does not receive at least 25% of the votes cast in the related election of directors, the Candidate shall be prohibited from again serving as a Candidate for four years from the date of the annual meeting in question.
  7. The Committee is authorized to adopt such rules and procedures, as it deems appropriate for implementing this policy to determine any questions of interpretation that may arise hereunder.
  8. This policy may be revised from time to time by the Nominating and Corporate Governance Committee of the Company as it may determine is in the best interest of the Company and its stockholders.