

Werner Enterprises, Inc.
Lead Independent Director Charter

If the offices of Chairman of the Board and Chief Executive Officer (“Chairman and CEO”) are held by the same person, the Board of Directors may elect with a majority vote an independent director to serve in a lead capacity (the “Lead Independent Director”). Once elected, the Lead Independent Director is generally expected to serve for more than one year. The Board of Directors will review the Lead Independent Director position from time to time, with the intent that the review will occur within three (3) years of the date (i) the Lead Independent Director was elected, or (ii) the date the Board of Directors last reviewed the Lead Independent Director position, whichever is later. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the Board of Directors.

For purposes of this Lead Independent Director Charter, the term “independent” means meeting the requirements for independent directors under the NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Lead Independent Director coordinates the activities of the other independent Directors and performs such other duties and responsibilities as the Board of Directors may determine. The specific duties and responsibilities of the Lead Independent Director include:

1. Preside at meetings of the Board of Directors at which the Chairman and CEO is not present, including executive sessions of the independent Directors;
2. Ensure that independent Directors have adequate opportunities to meet and discuss issues without management present and call executive sessions of the independent Directors as needed;
3. Review the information sent to the Board of Directors and provide advice with respect to the agenda, schedule and other materials sent for meetings of the Board of Directors;
4. Communicate with the Chairman and CEO regarding discussions held in executive sessions of the Board of Directors;
5. Serve as a liaison between the Chairman and CEO and the independent Directors;
6. Be available for consultation and communication with major shareholders as deemed appropriate by the Board of Directors;
7. Lead the Board of Directors in succession planning for the Chairman and CEO, as well as succession planning for the Lead Independent Director;
8. Retain outside advisors and consultants who report directly to the Board of Directors on Board-wide issues; and
9. Be available to assist with the interviews of all director candidates and make recommendations to the Nominating and Corporate Governance Committee.