

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

*As approved and amended by the Board of Directors on August 14, 2007.*

**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; (ii) oversight of the Company's policies and practices relating to ethical and compliance issues; (iii) identifying, evaluating and recruiting qualified candidates for election to the Board; (iv) recommending to the Board the director nominees for any election of directors; and (v) 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 be comprised 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 the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. No member of the Committee may be removed except by a majority vote of the independent directors then in office.

**III. MEETINGS**

The Committee shall meet at any time and from time to time, when and as determined in its discretion, but not less than twice a year. Meetings of the Committee may be called by the Chairman of the Board or 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.

At least annually, the Committee shall report on meetings thereof to the Board. The Committee shall keep written minutes of its meetings and such minutes shall be maintained with the books and records of the Company.

#### **IV. RESOURCES**

The Committee shall have the authority to use, retain and compensate such executive search firms, inside counsel, outside counsel, experts and other advisors as it determines appropriate to assist in the full performance of its functions. 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 use, retain and compensate inside or outside advisors to assist it in the conduct of any investigation.

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee, to provide pertinent information or to meet with any members of, or consultants to, the Committee.

The Committee shall determine the extent of funding necessary for payment of compensation to any executive search firm, legal or other consultants retained to advise the Committee.

#### **V. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Nominating and Corporate Governance Committee shall be as follows:

##### **Director Nomination Matters**

1. Recommend director selection guidelines for adoption by the Board, including the skills, attributes and qualifications desired for prospective Board members. Periodically review the director selection guidelines and recommend changes to the Board, as conditions dictate.
2. 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.
3. Review and respond to director nominations properly submitted by the Company's stockholders that meet the criteria set forth in the Policy Regarding Director Recommendations by Stockholders.
4. Recommend to the Board the incumbent directors to stand for re-election for any election of directors.
5. Prepare and supervise the implementation of the Board's annual evaluation of director independence.
6. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees.

7. The Committee shall 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.
2. Develop and review the corporate governance policies of the Company to ensure such policies are appropriate for the Company and comply with the applicable laws, regulations and listing standards, and to recommend any necessary changes to the Board.
3. Oversee administration of the Company's Code of Corporate Conduct, and as appropriate, consider and recommend any amendments to this Code of Corporate Conduct.
4. Oversee administration of the Company's policies with respect to related-party transactions, and review and either approve or disapprove related-party transactions submitted to the Committee pursuant to such policies.
5. 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.
6. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.
7. The Committee shall annually review the Articles of Incorporation and the By-Laws of the Company, and the Committee Charter, and recommend any needed changes to the Board of Directors for approval.
8. The Committee shall investigate any potential conflicts of interest involving directors and report the findings to the Board of Directors.

### **Miscellaneous Matters**

1. Review and update this Charter periodically as conditions dictate.
2. Perform any other activities consistent with this Charter, the Company's By-Laws and governing law, as the Committee or the Board deems necessary or appropriate.