

**WERNER ENTERPRISES, INC.  
EXECUTIVE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS CHARTER**

**I. PURPOSE**

The primary functions of the Executive Compensation Committee (the "Committee") are to oversee the policies of the Corporation relating to the compensation of the Corporation's executive officers and directors and to annually produce a report on executive compensation for inclusion in the Corporation's Proxy Statement. 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, each of whom shall satisfy the independence requirements of the National Association of Securities Dealers, Inc. ("NASD") and any other applicable regulatory requirements. The Nominating Committee, in consultation with the Chairman of the Board, shall recommend members for appointment to the Committee to the Board of Directors (the "Board") for its approval.

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 least annually, or more frequently as circumstances dictate. Special meetings of the Committee may be called by the Chairman of the Board or any member of the Committee.

Any member of the Board who is not a member of the Committee may attend any Committee meeting with the concurrence of the Committee Chair or a majority of the members of the Committee. The Committee may, to the extent consistent with maintaining the confidentiality of compensation discussions, invite the Corporation's Chief Executive Officer ("CEO") to participate in Committee meetings, but if present during any deliberations of the Committee, the CEO may not vote. The CEO may not be present during any discussions and deliberations of the Committee regarding the CEO's compensation.

The Committee may delegate its authority to the Committee Chair when it deems such delegation to be appropriate and in the best interests of the Corporation.

**IV. RESOURCES**

The Committee shall have the authority to retain and compensate such consulting firms, 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 retain and compensate outside advisors to assist it in the conduct of any investigation.

The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a meeting of the Committee 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 consulting firm, legal, or other advisors retained to advise the Committee.

## **V. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Executive Compensation Committee shall be to:

1. Establish the Corporation's general executive compensation policies, in consultation with senior management, and ensure that such policies are appropriately competitive to enable the Company to recruit, retain, and motivate a group of talented executives. Additionally, such policies should support the Corporation's objectives and stockholder interests.
2. Meet annually with the CEO to discuss corporate goals and performance results.
3. Review corporate goals and objectives relevant to the compensation of the CEO, and periodically evaluate the performance of the CEO in light of such goals and objectives. The Committee shall make recommendations to the Board with respect to all matters relating to the compensation of the CEO, including determination of the compensation of the CEO based on this evaluation.
4. Review and recommend to the Board the compensation of all other executive officers of the Corporation, as defined by the Securities and Exchange Commission (the "SEC"), in accordance with the Corporation's general executive compensation policies as determined by the Committee.
5. Identify, in consultation with senior management, any executive officer subject to Section 162(m) of the Internal Revenue Code and oversee compliance with respect to compensation matters.
6. Prepare an annual report on executive compensation for inclusion in the Company's annual meeting proxy statement, in accordance with the applicable rules and regulations of the SEC.

7. Review and recommend to the Board compensation policies for the outside directors.
8. Review and update this Charter periodically as conditions dictate.
9. Perform any other activities consistent with the Charter, the Corporation's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.