

WERNER ENTERPRISES, INC.
NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. PURPOSE

The primary functions of the Nominating Committee (the "Committee") are to assist the Board of Directors (the "Board") in identifying, evaluating, and recruiting qualified candidates for election to the Board and to recommend to the Board the director nominees for any election of directors. 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 National Association of Securities Dealers, Inc. ("NASD") 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 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. The Committee may invite members of management to its meetings, as it deems appropriate.

IV. RESOURCES

The Committee shall have the authority to retain and compensate such executive search 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 executive search firm, legal, or other consultants retained to advise the Committee.

V. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Nominating Committee shall be to:

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. Recommend to the Board the incumbent directors to stand for re-election for any election of directors.
4. Prepare and supervise the implementation of the Board's annual evaluation of director independence.
5. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees.
6. Review and update this Charter periodically as conditions dictate.
7. Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.