

# WERNER<sup>®</sup> EMPLOYEE STOCK PURCHASE PLAN

Your role at Werner Enterprises, Inc. (“Werner”) or its eligible subsidiary contributes to Werner’s success. You should share in that success. That’s why we offer competitive compensation and benefits.

As an associate of Werner or its eligible subsidiaries, you have a unique opportunity to invest in your future by investing in Werner common stock. The Werner Employee Stock Purchase Plan (“ESPP”) allows you to purchase Werner stock at the market price, and Werner will contribute an amount equal to 15% of your ESPP contribution.

**Eligibility** – Any associate employed by Werner or any eligible subsidiary at least 90 days prior to the beginning of the calendar quarter in which that associate elects to participate in the ESPP and who is employed for at least 20 hours per week on a regular basis shall be eligible.

The ESPP will enroll eligible participants at the beginning of each calendar quarter. Enrollment information must be submitted at least 2 weeks before the quarter begins. Once enrolled, your payroll deduction will continue until you stop your deduction, change the amount of your deduction, or leave Werner.

Your contributions will purchase whole and fractional shares of Werner common stock at the end of each quarter, in January, April, July and October.

**Deduction Amounts** – Associates who are paid on a weekly basis may contribute between \$5 and \$384 per pay period. Associates who are paid every 2 weeks may contribute between \$10 and \$769 per pay period. The maximum contribution amount is \$20,000 per year.

**Single Annual Payment** – Associates can also participate in the ESPP by making a single annual payment. The single annual payment cannot exceed the maximum contribution of \$20,000 in any calendar year, either by itself or when combined with payroll deductions. Please visit [shareowneronline.com](http://shareowneronline.com) to print the annual payment election form and return the completed form to Werner with your check as instructed on the form.

**Company Contributions** – Werner will contribute an amount equal to 15% of your ESPP contribution. Example: \$1,000 in contributions x 15% = \$150 in company contribution. The company contribution will be added to your IRS W-2, and applicable income and FICA taxes will be withheld.

Werner will pay all fees and trading commissions related to the purchase of shares and reinvestment of dividends, if applicable. You will, however, be responsible for all fees and trading commissions on sale transactions.

**Making Changes** – You may increase, decrease, or stop your contribution amount at any time, limited to no more than 2 changes during each calendar year. All contribution adjustments received at least 2 weeks before the quarter begins will become effective at the beginning of that calendar quarter. When stopping contributions, participants should choose the Stop Contribution option at [shareowneronline.com](http://shareowneronline.com) and must also print the Stop Contribution form located at [shareowneronline.com](http://shareowneronline.com) and return the completed form to Werner. Your contribution will not be stopped mid-quarter unless you return the Stop Contribution form to Werner. You may not re-enter the ESPP for a period of 6 months after stopping your contribution.

Your ESPP participation will end when your employment with Werner ends. The accumulated balance may remain at EQ in a non-ESPP account, be sold (either in full or partially), or transferred to a brokerage account. Any fractional shares must be sold.

Enroll, change investment choices or sell shares online at [shareowneronline.com](http://shareowneronline.com) or call Equiniti at 866-230-1974 and follow the instructions provided by the interactive voice response system or speak to a Customer Care Specialist Monday-Friday, 7AM-7PM central time.

You will need to have your Social Security Number, employee ID and the enrollment amount you would like to contribute per pay period.

**Enrolling in the ESPP –**

1. Go to [shareowneronline.com](http://shareowneronline.com).
2. Under “Employee Plan,” select “View Employee Plans.”
3. Under “Employee Plan Companies,” type in the search box “Werner Enterprises, Inc.”
4. Under “Plan enrollment,” select “Enroll Now/Edit.”
5. Enter “Employee Number” and “Social Security Number” select “Authenticate.”

**Accessing Your Account Online –** Once you are enrolled and your first purchase has been made, you will receive your account statement from EQ and you may access your account online through [shareowneronline.com](http://shareowneronline.com). You will need your Account Number, which can be found on your statement, and your Employee ID Number to complete your online account access. Select “Register” and you will be instructed to create a username, password, and provide an answer to one of the pre-defined security questions.

**Selling Your Shares –** You may sell your ESPP shares through Equiniti and have the proceeds sent to the address on the account. Sale proceeds will be reported on Form 1099-B. When you enroll, you accept the investment and tax risks associated with the ESPP. Consult your tax or financial advisor to determine whether the ESPP fits into your personal financial goals.

**Plan Agent –** Equiniti is the administrator for the ESPP.

As an ESPP participant, you will receive confirmation through the mail after every transaction, as well as 1099 tax documents, if applicable. You also have the ability to view your account information, submit transactions, and elect to receive your account statements online through eDelivery by accessing [shareowneronline.com](http://shareowneronline.com) or by calling 866-230-1974.

**Insider Trading Policy –** In accordance with the Werner Enterprises, Inc. Insider Trading Policy (the “Policy”), if you are in possession of material, nonpublic information about Werner, you must not elect to (i) enroll in the ESPP, (ii) modify your ESPP election, (iii) voluntarily discontinue your ESPP participation, or (iv) use the single annual payment option. In addition, if you are a Designated Insider (as defined in the Policy), you may only make ESPP elections during a Window Period (as defined in the Policy).

For more information on Werner’s Insider Trading Policy, visit [wernerbenefits.com](http://wernerbenefits.com).

*Eligible employees who may be interested in participating in the ESPP should read the ESPP document and prospectus for further information regarding the Plan, available at [shareowneronline.com](http://shareowneronline.com).*