

WERNER[®]

3Q25 EARNINGS PRESENTATION

OCTOBER 30, 2025

WE KEEP AMERICA MOVING[®]



DISCLOSURE STATEMENT



This presentation may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Such forward-looking statements are based on information presently available to the Company's management and are current only as of the date made. Such statements are by nature subject to uncertainties and risks, including, but not limited to, operational, financial, legal risks detailed in our latest available Annual Report on Form 10-K and any subsequently filed Quarterly Reports on Form 10-Q. These risks and uncertainties could cause actual results or events to differ materially from historical results or those anticipated.

For those reasons, undue reliance should not be placed on any forward-looking statement. The Company assumes no duty or obligation to update or revise any forward-looking statement, although it may do so from time to time as management believes is warranted or as may be required by applicable securities law. Any such updates or revisions may be made by filing reports with the U.S. Securities and Exchange Commission, through the issuance of press releases or by other methods of public disclosure.

Non-GAAP Financial Measures and Reconciliations

To supplement our financial results presented in accordance with generally accepted accounting principles in the United States of America ("GAAP"), we provide certain non-GAAP financial measures as defined by the SEC Regulation G, including non-GAAP adjusted operating income; non-GAAP adjusted operating margin; non-GAAP adjusted operating margin, net of fuel surcharge; non-GAAP adjusted net income (loss) attributable to Werner; non-GAAP adjusted diluted earnings (loss) per share; non-GAAP free cash flow; non-GAAP EBITDA; non-GAAP net debt; non-GAAP adjusted operating revenues, net of fuel surcharge; non-GAAP adjusted operating revenues, less purchased transportation expense; non-GAAP adjusted operating expenses; non-GAAP adjusted operating expenses, net of fuel surcharge; non-GAAP adjusted operating ratio; and non-GAAP adjusted operating ratio, net of fuel surcharge. We believe these non-GAAP financial measures provide a more useful comparison of our performance from period to period because they exclude the effect of items that, in our opinion, do not reflect our core operating performance. Our non-GAAP financial measures are not meant to be considered in isolation or as substitutes for their comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. There are limitations to using non-GAAP financial measures. Although we believe that they improve comparability in analyzing our period-to-period performance, they could limit comparability to other companies in our industry if those companies define these measures differently. Because of these limitations, our non-GAAP financial measures should not be considered measures of income generated by our business. Management compensates for these limitations by primarily relying on GAAP results and using non-GAAP financial measures on a supplemental basis.

WERNER®

BUSINESS OVERVIEW



DEREK LEATHERS

Chairman and Chief Executive Officer

WERNER OVERVIEW (WERN)

WE KEEP AMERICA MOVING®

69 YEARS IN BUSINESS

OMAHA, NE
HEADQUARTERS



6TH
LARGEST
DEDICATED
CARRIER IN U.S.³



2,330

TOTAL DRIVERS IN COMPANY HISTORY WITH ONE MILLION OR MORE SAFE DRIVING MILES WITH WERNER



\$1.7B¹
MARKET CAP



2.0%¹
DIVIDEND YIELD



12,716²
ASSOCIATES

325²
INDEPENDENT
CONTRACTORS



> 85%
DEDICATED
CUSTOMER
RETENTION RATE



4,965⁴

DEDICATED



2,480⁴

ONE-WAY TRUCKLOAD



7,445⁴

TTS TRUCKS



18%

WERNER COMPANY
DRIVERS WITH
MILITARY EXPERIENCE



16%

WERNER COMPANY DRIVERS
WHO ARE WOMEN
(HIGHER THAN INDUSTRY AVERAGE)

55%
EMISSIONS
REDUCTION
GOAL BY 2035



28,635⁴ TRAILING
ASSETS

¹ As of 10/24/25 for Market Cap and Dividend Yield.

² Number of Associates and Independent Contractors as of 9/30/25.

³ Source: Transport Topics

⁴ As of 9/30/25; TTS includes Dedicated and One-Way Truckload. Trailing assets includes TTS and Logistics.

DRIVESM STRATEGY SUPPORTS 2025 STRATEGIC PRIORITIES

WERNER DRIVESM

BUILDING ON 5Ts AND SHAPING OUR FUTURE



DRIVING GROWTH IN CORE BUSINESS

- Expanding TTS & Logistics adjusted operating income margin
- Increasing One-Way rates
- Growing Dedicated fleet size

DRIVING OPERATIONAL EXCELLENCE

- Resolute focus on safety
- Advancing our technology roadmap through the transition to our cloud-based EDGE TMS
- Executing on additional \$45 million in cost savings

DRIVING CAPITAL EFFICIENCY

- Streamlining business processes including further integration of our acquisitions
- Maintaining strong operating cash flow and optimizing working capital
- Managing CapEx while maintaining a modern tractor fleet
- Maximizing equipment fleet sales

FINANCIAL HIGHLIGHTS

3Q25
Y/Y Change

Revenues	\$771M 3%
GAAP EPS	\$(0.34) (425)%
Adj. EPS ¹	\$(0.03) (123)%
Adj. Operating Income ¹	\$10.9M (50)%
Adj. Operating Margin ¹	1.4% (150) Bps
Adj. TTS Operating Margin ^{1, 2}	1.9% (340) Bps

HIGHLIGHTS

- **Revenues net of fuel surcharge** increased \$29M or 4%
- **Dedicated** startups are progressing as planned while improving margin and new fleets were awarded in the quarter
- **One-Way Trucking** revenue per total mile has increased five consecutive quarters, albeit modestly
- **Logistics** adjusted operating income improved Y/Y, strengthened by volume and revenue growth and **3% lower operating expenses**
- Progressing on **2025 cost savings program** of \$45M+

MARKET OUTLOOK



- **Consumers remain resilient and engaged** as they search for value and trade down, when necessary; non-discretionary spending stable
- **Retail inventories have mostly normalized**, despite some likely front-loading of inventories tied to tariff policy, non-discretionary items have had more consistent replenishment cycles
- **Spot freight rates** which have trended positively recently in September and into October, continue upward trend consistent with normal seasonality lift
- **Peak season shipments** and pricing are expected to be similar compared to last year with more balance across the network
- **Capacity continues to exit**, potentially at an accelerated pace given developments surrounding Non-Domiciled CDL's, B1 Visa and ELP enforcement, alongside an ongoing challenging operating environment, leading to lower Class 8 net truck orders, less lender leniency and more bankruptcies
- **Used truck and trailer values** likely to remain stable in the near term, with pressure tilted upwards given regulatory uncertainty and Class 8 net truck builds below replacement levels

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FINANCIAL RESULTS

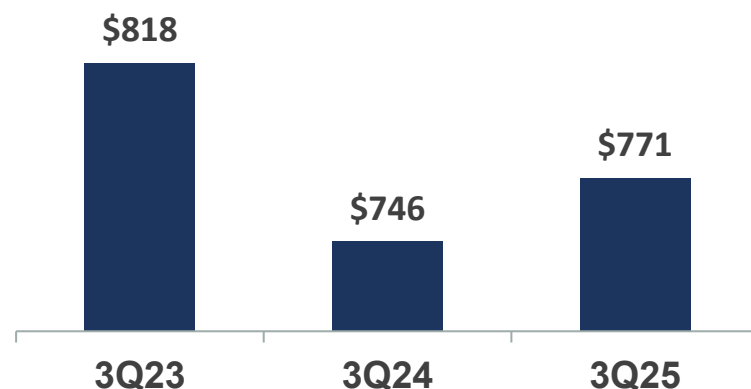


CHRIS WIKOFF

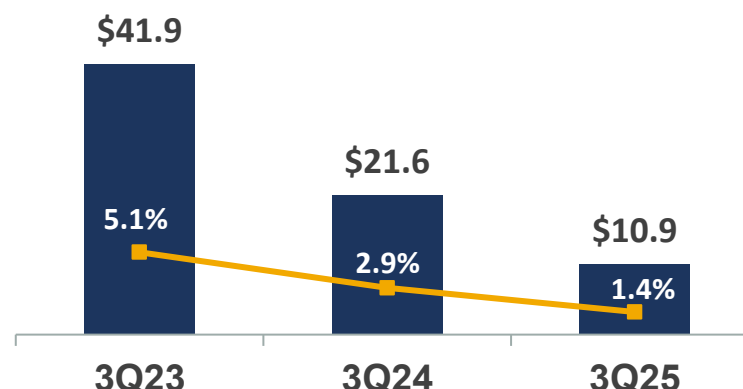
**Executive Vice President, Treasurer
and Chief Financial Officer**

3Q25 RESULTS

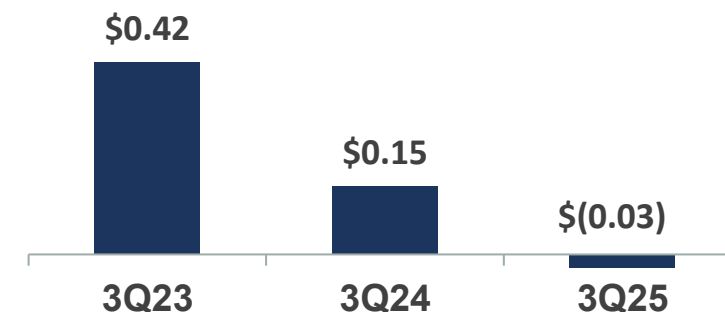
TOTAL REVENUES (\$M)



ADJUSTED OPERATING INCOME¹ (\$M) AND ADJUSTED OPERATING MARGIN¹



ADJUSTED EPS¹



Y/Y COMMENTARY (3Q25 vs. 3Q24)

- Total revenues increased \$26M, or 3%; total revenues, net of fuel surcharge, increased \$29M or 4%
- 0.7% lower TTS revenues per truck per week²
- 1.2% increase in TTS average trucks
- Logistics revenues increased 12% Y/Y and 5% sequentially

- 50% decrease in adj. operating income, or \$10.7M
- Consolidated adj. operating margin decreased 150 bps
- TTS adj. operating income¹ decreased \$15.5M
- Logistics adj. operating income¹ increased \$3.4M Y/Y

Adjusted EPS decreased primarily from:

- Lower TTS revenue per truck per week, Dedicated startup costs and higher insurance and claims cost

Mitigated by:

- Higher average TTS trucks, higher gains on the sale of equipment and improved Logistics operating income

TRUCKLOAD TRANSPORTATION SERVICES (TTS) RESULTS

	3Q23	3Q24	3Q25	3Q25 vs. 3Q24
Revenues (\$M)	\$572.2	\$522.8	\$519.8	(1)%
Revenues, net FSC (\$M) ¹	\$489.5	\$460.1	\$460.3	0%
Adjusted Operating Income ¹ (\$M)	\$41.6	\$24.5	\$8.9	(63)%
Adjusted Operating Margin ^{1, 2}	8.5%	5.3%	1.9%	(340) bps
Adjusted Operating Ratio ^{1, 2}	91.5%	94.7%	98.1%	340 bps

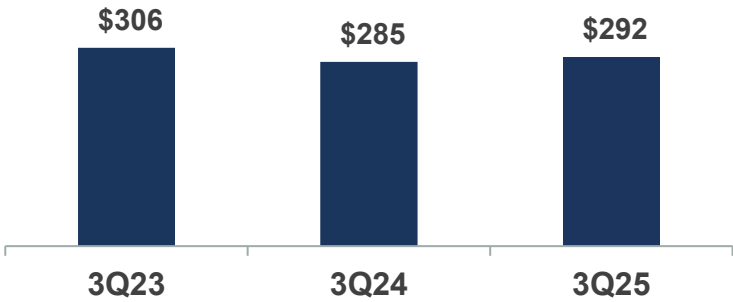
Y/Y COMMENTARY (3Q25 vs. 3Q24)

- **Lower total revenues** due to \$3M of lower fuel surcharges, 4.1% lower miles per truck, mitigated by 1.2% growth in average trucks and 3.5% higher rates
- **TTS** adjusted margin declined Y/Y, primarily from higher insurance and claims costs, costs associated with new Dedicated fleet startups, partially offset with an increase in gains on sale of property and equipment
- **Dedicated** fleet represents 67% of total TTS trucks at quarter end; revenue per truck per week² increased 1.3% Y/Y
- **One-Way** revenue per total mile² increased 0.4% Y/Y; miles per truck were down 4.7%

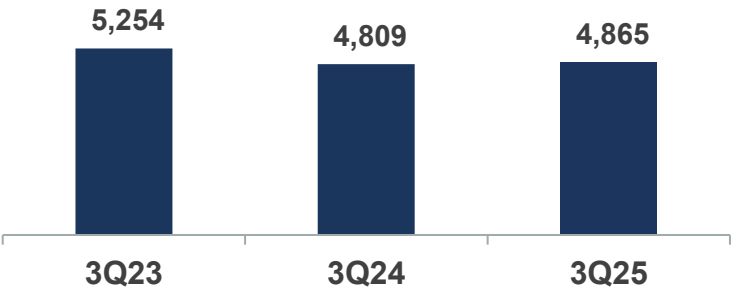
TTS¹ FLEET METRICS UPDATE

QUARTER END TTS FLEET FLAT Y/Y AT 7,445 | TTS RPTPW² DOWN 0.7%

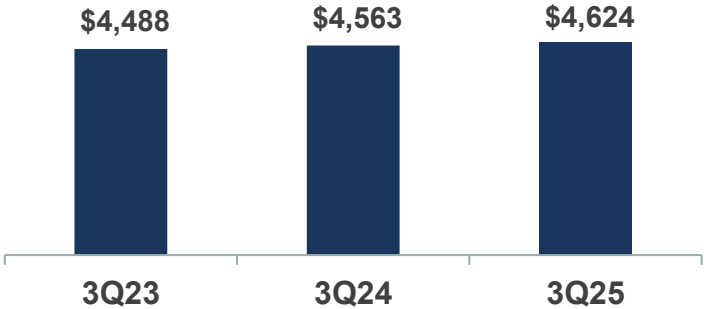
TRUCKING REVENUES² (\$M)



AVERAGE TRUCKS

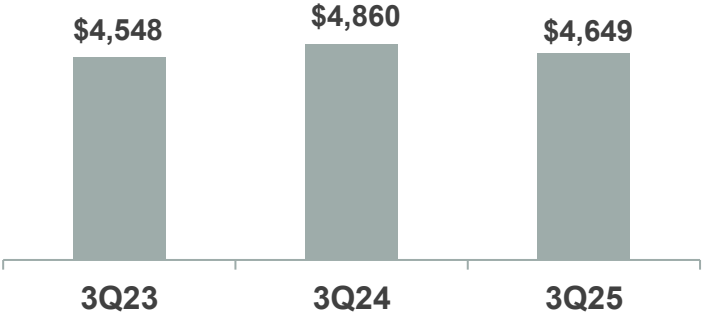
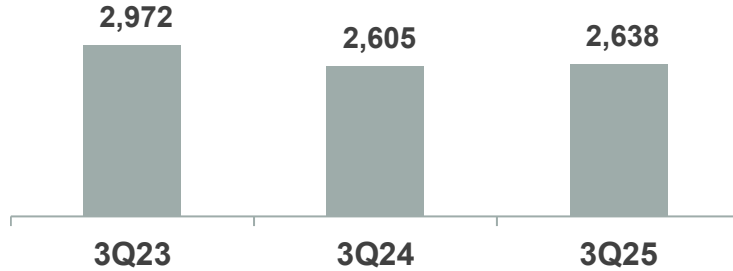
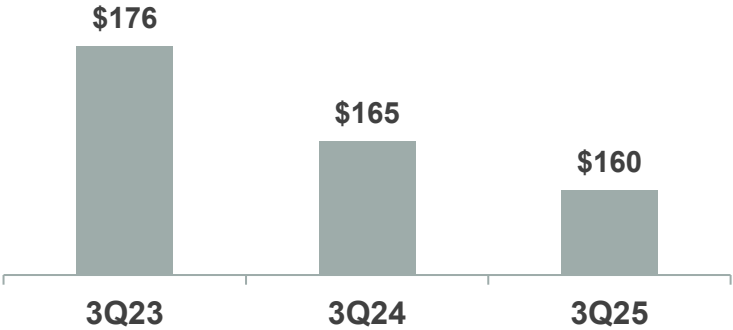


REVENUES / TRUCK / WEEK²



DEDICATED TRUCKLOAD

ONE-WAY TRUCKLOAD



¹TTS consists of the Dedicated and One-Way Truckload fleets. See attached Reconciliation of Non-GAAP Financial Measures.
² Net of fuel surcharge revenues.

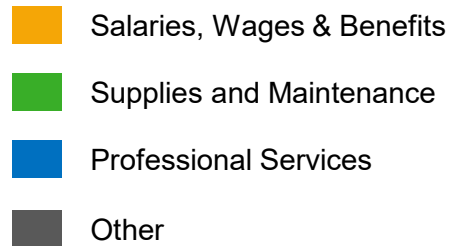
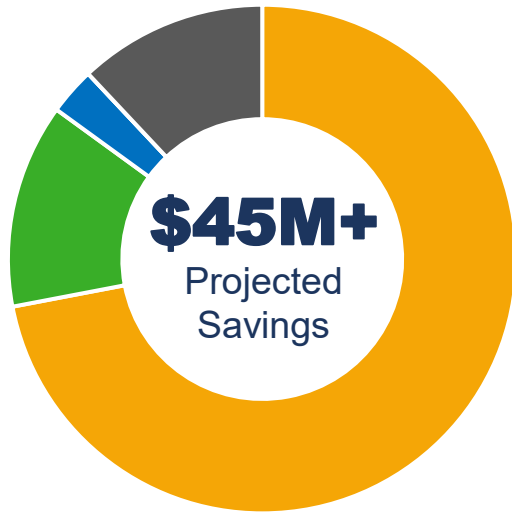
WERNER LOGISTICS RESULTS

	3Q23	3Q24	3Q25	3Q25 vs. 3Q24
Revenues (\$M)	\$230.3	\$206.8	\$232.6	12%
Revenues, less purchased transportation expense (\$M) ¹	\$35.3	\$30.6	\$33.0	8%
Adjusted Operating Income (loss) (\$M) ¹	\$3.2	\$0.8	\$4.2	418%
Adjusted Operating Margin ¹	1.4%	0.4%	1.8%	140 bps

Y/Y COMMENTARY (3Q25 vs. 3Q24)

- Truckload Logistics revenues (75% of Logistics revenues) increased 13%
- Intermodal revenues (15% of Logistics revenues) increased 23%
- Final Mile revenues (10% of Logistics revenues) decreased 1%
- Truckload Logistics shipments increased 12% Y/Y and 5% sequentially
- Werner PowerLinkSM volumes increased over 21% Y/Y and 8% sequentially
- Improved adjusted operating margin due to increased volumes and OpEx improvement

LEANER ORGANIZATION LEADING TO IMPROVED LEVERAGE



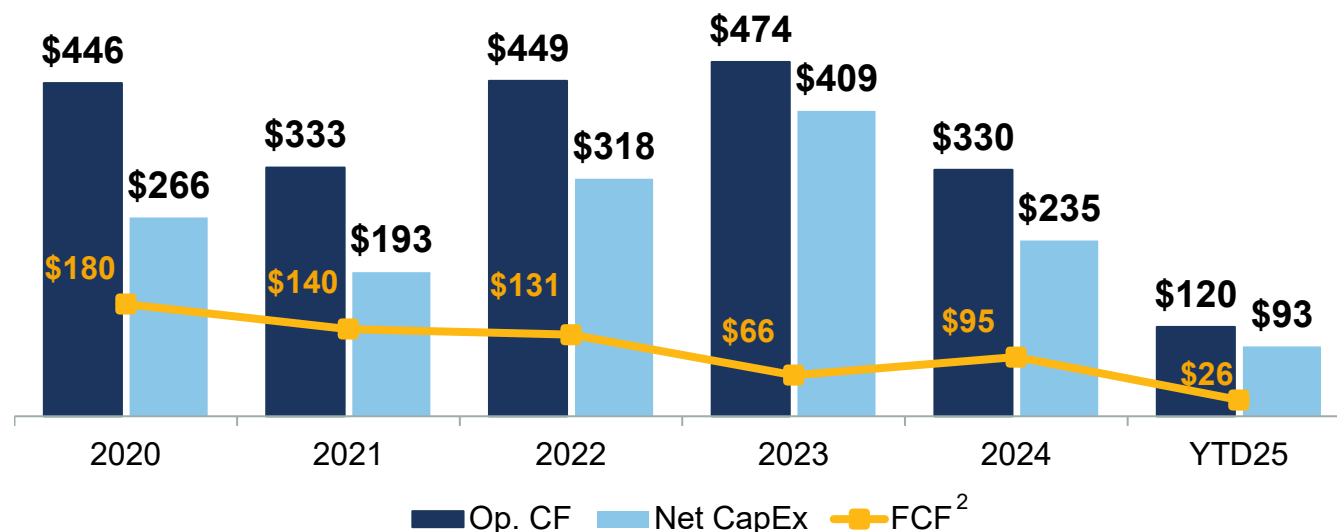
COST CONTAINMENT FOCUS & DISCIPLINE

- Largely structural and sustainable
- Disciplined approach through:
 - Operational Execution
 - Leveraging Technology
 - M&A Integration
- Q3 Consolidated SWB (3)% Y/Y¹
Q3 Logistics SWB (10)% Y/Y¹



POSITIVE CASH FLOW & STRONG BALANCE SHEET

CASH FLOW (\$ millions)



LIQUIDITY¹ (\$ millions)



Solid Cash Flow & Liquidity

- Q3 operating cash flow of \$44M and \$120M YTD
- Low net CapEx at \$35M in Q3 and \$93M YTD, down \$53M or 60% Y/Y in Q3
- Free cash flow YTD of 1.2% of revenues, down from 2.3% prior year due to lower operating margins, working capital changes and cash tax timing

Strong Balance Sheet

- Maintaining high liquidity
- \$725M debt¹, all scheduled to mature in 2027; flat sequentially and up 5% Y/Y
- 1.9x net debt-to-LTM EBITDA¹
- Long-term, low-cost capital structure
- 52% effectively-fixed rate debt¹

DISCIPLINED CAPITAL ALLOCATION

STRATEGIC PRIORITIES

Reinvestment for Long-Term Growth

- Reinvestments to maintain low-age, safe and modern trucks and trailers
- Growth investments, including Technology and Terminals

Return Capital to Shareholders

- Quarterly dividends since 1987
- Board approved a new five million share stock repurchase program in August. All five million shares are remaining

Synergistic & Accretive Acquisitions

- Align with growth pillars of Werner portfolio
- Deliver value and growth; accretive to earnings
- Align safety-centric cultures and retain experienced management team

Maintain Strong & Flexible Financial Position

- Liquidity of \$695M, Debt of \$725M, Equity of \$1,396M (as of 9/30/25)
- Maintain low and modest net leverage, 1.9x (as of 9/30/25)

CAPEX REINVESTMENT FOR GROWTH

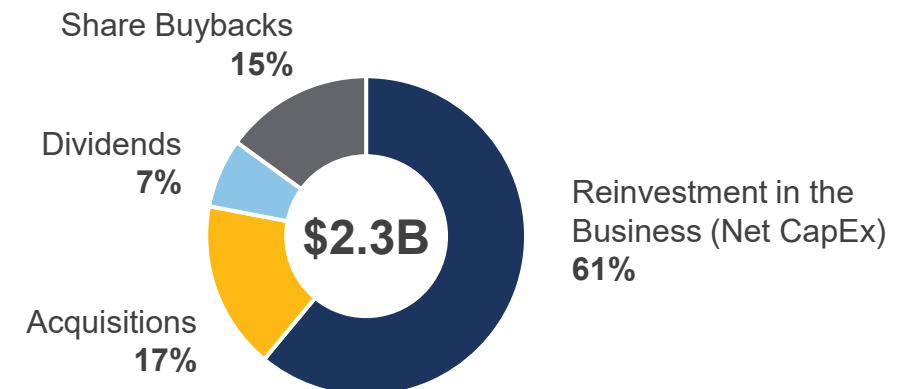
2025 Net CapEx Priorities:

- Ongoing strategic reinvestment, although lower than historical ranges
- Track-record of reinvestment while maintaining a low-mile modern fleet

Historical Fleet Reinvestment vs. Growth:

- ~75-80% allocated to trucks and trailers, net of fleet sales
- ~20-25% allocated to technology, terminals, real estate and driver schools

CAPITAL ALLOCATION HISTORY 2020-2024



2025 GUIDANCE METRICS AND ASSUMPTIONS

	Prior 2025 Guidance (as of 7/29/25)	Actual (as of 9/30/25)	Current 2025 Guidance (as of 10/30/25)	Commentary
2025 GUIDANCE				
TTS Truck Count from BoY to EoY	1% to 4% (annual)	(0.1)% (YTD25)	(2)% to 0% (annual)	New Dedicated fleet implementation progressing. One-Way fleet size decreased in Q3.
Net Capital Expenditures	\$145M to \$185M (annual)	\$93M (YTD25)	\$155M to \$175M (annual)	Entered the year with inventory of new trucks to support growth. CapEx is below our historical range given lower in-year needs and deliberate shift to a more asset light mix.
TTS GUIDANCE				
Dedicated RPTPW ¹ Growth	0% to 3% (annual)	0.4% (YTD25 vs. YTD24)	0% to 1.5% (annual)	RPTPW in Q3 increased 1.3%. New fleet startups negatively impacted metric by 140 bps. Tightening full-year guidance range.
One-Way Truckload RPTM ¹ Growth	0% to 3% (3Q25 vs. 3Q24)	0.4% (3Q25 vs. 3Q24)	(1)% to 1% (4Q25 vs. 4Q24)	Averaged low-single digit percentage contractual rate increases through 2025 bid season. Q3 spot rates lower Y/Y.
ASSUMPTIONS				
Effective Income Tax Rate	25.0% to 26.0% (annual)	48.2% (YTD25)	26.0% to 27.0% (4Q25)	Effective tax rate was 3.8% in Q3 due to discrete items. Expect more normalized ETR in Q4.

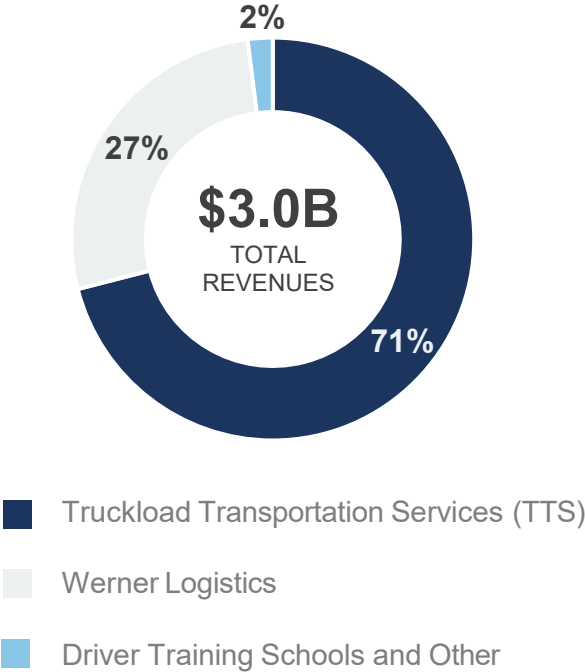


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APPENDIX

REVENUES SNAPSHOT

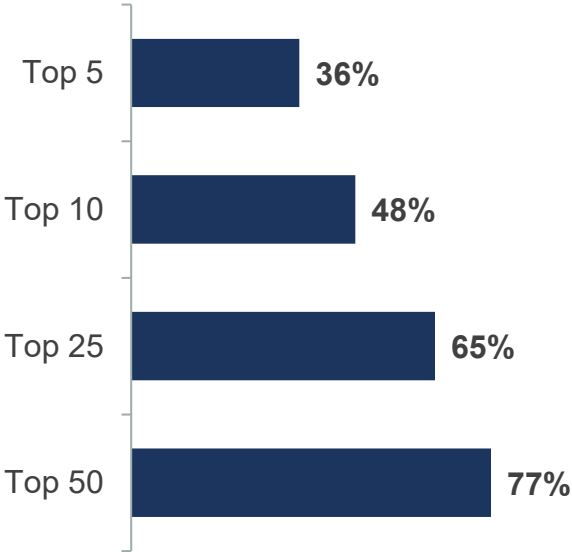
2024 REVENUES
BY SEGMENT



2024 REVENUES
BY VERTICAL



2024 REVENUES
BY CUSTOMER



RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – CONSOLIDATED (Unaudited) (In thousands, except per share amounts)

Non-GAAP Adjusted Operating Income and Non-GAAP Adjusted Operating Margin ⁽¹⁾

	Quarter Ended September 30,					
	2023		2024		2025	
	\$	% of Op. Rev.	\$	% of Op. Rev.	\$	% of Op. Rev.
Operating income (loss) and operating margin — (GAAP)	\$ 37,900	4.6%	\$ 17,595	2.4%	\$ (13,021)	-1.7%
Non-GAAP adjustments:						
Insurance and claims ⁽²⁾	1,433	0.2%	1,493	0.2%	-	0.0%
Litigation settlement ⁽³⁾	-	0.0%	-	0.0%	21,413	2.8%
Amortization of intangible assets ⁽⁴⁾	2,518	0.3%	2,518	0.3%	2,518	0.3%
Non-GAAP adjusted operating income and non-GAAP adjusted operating margin	<u>\$ 41,851</u>	<u>5.1%</u>	<u>\$ 21,606</u>	<u>2.9%</u>	<u>\$ 10,910</u>	<u>1.4%</u>

Non-GAAP Adjusted Net Income (Loss) Attributable to Werner and Non-GAAP Adjusted Diluted Earnings (Loss) Per Share ⁽¹⁾

	Quarter Ended September 30,					
	2023		2024		2025	
	\$	Diluted EPS	\$	Diluted EPS	\$	Diluted EPS
Net income (loss) attributable to Werner and diluted earnings (loss) per share — (GAAP)	\$ 23,704	\$ 0.37	\$ 6,565	\$ 0.11	\$ (20,575)	\$ (0.34)
Non-GAAP adjustments:						
Insurance and claims ⁽²⁾	1,433	0.02	1,493	0.02	-	-
Litigation settlement ⁽³⁾	-	-	-	-	21,413	0.36
Amortization of intangible assets, net of amount attributable to noncontrolling interest ⁽⁴⁾	2,346	0.04	2,346	0.04	2,346	0.04
Loss (gain) on investments in equity securities, net ⁽⁵⁾	34	-	37	-	(38)	-
Loss (earnings) from equity method investment ⁽⁶⁾	110	-	(295)	-	289	-
Income tax effect of above adjustments ⁽⁷⁾	(1,010)	(0.01)	(1,016)	(0.02)	(5,465)	(0.09)
Non-GAAP adjusted net income (loss) attributable to Werner and non-GAAP adjusted diluted earnings (loss) per share	<u>\$ 26,617</u>	<u>\$ 0.42</u>	<u>\$ 9,130</u>	<u>\$ 0.15</u>	<u>\$ (2,030)</u>	<u>\$ (0.03)</u>

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – CONSOLIDATED (Unaudited) (In thousands, except per share amounts)

Non-GAAP Adjusted Operating Revenues, Net of Fuel Surcharge ⁽¹⁾

	Quarter Ended September 30,		
	2023	2024	2025
	\$	\$	\$
Operating revenues — (GAAP)	\$ 817,744	\$ 745,701	\$ 771,499
Non-GAAP adjustments:			
Trucking fuel surcharge ⁽¹⁰⁾	(82,735)	(62,749)	(59,456)
Non-GAAP Operating revenues, net of fuel surcharge	<u>\$ 735,009</u>	<u>\$ 682,952</u>	<u>\$ 712,043</u>

Non-GAAP Free Cash Flow ^{(1), (8)}

	Year Ended December 31,					YTD Sept. 30,
	2020	2021	2022	2023	2024	2025
	\$	\$	\$	\$	\$	\$
Net cash provided by operating activities — (GAAP)	\$ 445,909	\$ 332,819	\$ 448,711	\$ 474,366	\$ 329,734	\$ 119,539
Non-GAAP adjustments:						
Additions to property and equipment, net of proceeds from the sale of property and equipment	(266,241)	(193,049)	(317,579)	(408,698)	(234,887)	(93,300)
Non-GAAP Free cash flow	<u>\$ 179,668</u>	<u>\$ 139,770</u>	<u>\$ 131,132</u>	<u>\$ 65,668</u>	<u>\$ 94,847</u>	<u>\$ 26,239</u>

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – CONSOLIDATED (Unaudited) (In thousands, except per share amounts)

Non-GAAP Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA); Non-GAAP Net Debt; and

Non-GAAP Net Debt to EBITDA Ratio ^{(1), (9)}

	Year Ended December 31,					LTM Sept. 30, 2025
	2020	2021	2022	2023	2024	2025
	\$	\$	\$	\$	\$	\$
Net income — (GAAP)	\$ 169,078	\$ 261,478	\$ 245,580	\$ 112,290	\$ 33,570	\$ 23,900
Add:						
Depreciation and amortization	263,286	267,700	279,923	299,509	290,405	284,869
Interest expense	4,215	4,423	11,828	33,535	39,212	39,953
Income tax expense	55,616	84,537	79,206	35,491	8,912	12,389
Non-GAAP EBITDA	<u>\$ 492,195</u>	<u>\$ 618,138</u>	<u>\$ 616,537</u>	<u>\$ 480,825</u>	<u>\$ 372,099</u>	<u>\$ 361,111</u>
	As of December 31,					As of Sept. 30, 2025
	2020	2021	2022	2023	2024	2025
	\$	\$	\$	\$	\$	\$
Current portion of long-term debt	\$ 25,000	\$ 5,000	\$ 6,250	\$ 2,500	\$ 20,000	\$ -
Long-term debt	175,000	422,500	687,500	646,250	630,000	725,000
Total Debt — (GAAP)	200,000	427,500	693,750	648,750	650,000	725,000
Less:						
Cash and cash equivalents	29,334	54,196	107,240	61,723	40,752	50,984
Non-GAAP Net debt	<u>\$ 170,666</u>	<u>\$ 373,304</u>	<u>\$ 586,510</u>	<u>\$ 587,027</u>	<u>\$ 609,248</u>	<u>\$ 674,016</u>
Net debt to EBITDA Ratio — (non-GAAP)	0.3x	0.6x	1.0x	1.2x	1.6x	1.9x

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – TRUCKLOAD TRANSPORTATION SERVICES (TTS) SEGMENT (Unaudited) (In thousands)

Non-GAAP Adjusted Operating Income and Non-GAAP Adjusted Operating Margin ⁽¹⁾

	Quarter Ended September 30,					
	2023		2024		2025	
	\$	% of Op. Rev.	\$	% of Op. Rev.	\$	% of Op. Rev.
Operating income (loss) and operating margin — (GAAP)	\$ 38,846	6.8%	\$ 21,607	4.1%	\$ (13,832)	-2.7%
Non-GAAP adjustments:						
Insurance and claims ⁽²⁾	1,433	0.3%	1,493	0.3%	-	0.0%
Litigation settlement ⁽³⁾	-	0.0%	-	0.0%	21,413	4.1%
Amortization of intangible assets ⁽⁴⁾	1,369	0.2%	1,369	0.3%	1,369	0.3%
Non-GAAP adjusted operating income and non-GAAP adjusted operating margin	<u>\$ 41,648</u>	<u>7.3%</u>	<u>\$ 24,469</u>	<u>4.7%</u>	<u>\$ 8,950</u>	<u>1.7%</u>

Non-GAAP Adjusted Operating Expenses and Non-GAAP Adjusted Operating Ratio ⁽¹⁾

	Quarter Ended September 30,					
	2023		2024		2025	
	\$	% of Op. Rev.	\$	% of Op. Rev.	\$	% of Op. Rev.
Operating expenses and operating ratio — (GAAP)	\$ 533,349	93.2%	\$ 501,196	95.9%	\$ 533,618	102.7%
Non-GAAP adjustments:						
Insurance and claims ⁽²⁾	(1,433)	-0.3%	(1,493)	-0.3%	-	0.0%
Litigation settlement ⁽³⁾	-	0.0%	-	0.0%	(21,413)	-4.1%
Amortization of intangible assets ⁽⁴⁾	(1,369)	-0.2%	(1,369)	-0.3%	(1,369)	-0.3%
Non-GAAP adjusted operating expenses and non-GAAP adjusted operating ratio	<u>\$ 530,547</u>	<u>92.7%</u>	<u>\$ 498,334</u>	<u>95.3%</u>	<u>\$ 510,836</u>	<u>98.3%</u>

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – TRUCKLOAD TRANSPORTATION SERVICES (TTS) SEGMENT (Continued) (Unaudited) (In thousands)

Non-GAAP Adjusted Operating Revenues, Net of Fuel Surcharge; Non-GAAP Adjusted
Operating Expenses, Net of Fuel Surcharge; Non-GAAP Adjusted Operating Margin, Net of Fuel
Surcharge; and Non-GAAP Adjusted Operating Ratio, Net of Fuel Surcharge ⁽¹⁾

	Quarter Ended September 30,		
	2023	2024	2025
	\$	\$	\$
Operating revenues — (GAAP)	\$ 572,195	\$ 522,803	\$ 519,786
Less: Trucking fuel surcharge ⁽¹⁰⁾	(82,735)	(62,749)	(59,456)
Operating revenues, net of fuel surcharge — (Non-GAAP)	489,460	460,054	460,330
Operating expenses — (GAAP)	533,349	501,196	533,618
Non-GAAP adjustments:			
Trucking fuel surcharge ⁽¹⁰⁾	(82,735)	(62,749)	(59,456)
Insurance and claims ⁽²⁾	(1,433)	(1,493)	-
Litigation settlement ⁽³⁾	-	-	(21,413)
Amortization of intangible assets ⁽⁴⁾	(1,369)	(1,369)	(1,369)
Non-GAAP adjusted operating expenses, net of fuel surcharge	447,812	435,585	451,380
Non-GAAP adjusted operating income	\$ 41,648	\$ 24,469	\$ 8,950
Non-GAAP adjusted operating margin, net of fuel surcharge	8.5%	5.3%	1.9%
Non-GAAP adjusted operating ratio, net of fuel surcharge	91.5%	94.7%	98.1%

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – WERNER LOGISTICS SEGMENT (Unaudited) (In thousands)

Non-GAAP Adjusted Operating Revenues, Less Purchased Transportation Expense ⁽¹⁾

	Quarter Ended September 30,		
	2023	2024	2025
	\$	\$	\$
Operating revenues — (GAAP)	\$ 230,252	\$ 206,774	\$ 232,585
Non-GAAP adjustment:			
Purchased transportation expense ⁽¹¹⁾	(194,921)	(176,205)	(199,616)
Non-GAAP Adjusted Operating revenues, less purchased transportation expense	<u>\$ 35,331</u>	<u>\$ 30,569</u>	<u>\$ 32,969</u>

Non-GAAP Adjusted Operating Income and Non-GAAP Adjusted Operating Margin ⁽¹⁾

	Quarter Ended September 30,					
	2023		2024		2025	
	\$	% of Op. Rev.	\$	% of Op. Rev.	\$	% of Op. Rev.
Operating income (loss) and operating margin — (GAAP)	\$ 2,012	0.9%	\$ (345)	-0.2%	\$ 3,014	1.3%
Non-GAAP adjustments:						
Amortization of intangible assets ⁽⁴⁾	1,149	0.5%	1,149	0.6%	1,149	0.5%
Non-GAAP adjusted operating income and non-GAAP adjusted operating margin	<u>\$ 3,161</u>	<u>1.4%</u>	<u>\$ 804</u>	<u>0.4%</u>	<u>\$ 4,163</u>	<u>1.8%</u>

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(1) Non-GAAP adjusted operating income; non-GAAP adjusted operating margin; non-GAAP adjusted operating margin, net of fuel surcharge; non-GAAP adjusted net income (loss) attributable to Werner; non-GAAP adjusted diluted earnings (loss) per share; non-GAAP free cash flow; non-GAAP EBITDA; non-GAAP net debt; non-GAAP adjusted operating revenues, net of fuel surcharge; non-GAAP adjusted operating revenues, less purchased transportation expense; non-GAAP adjusted operating expenses; non-GAAP adjusted operating expenses, net of fuel surcharge; non-GAAP adjusted operating ratio; and non-GAAP adjusted operating ratio, net of fuel surcharge should be considered in addition to, rather than as substitutes for, GAAP operating income; GAAP operating margin; GAAP net income (loss) attributable to Werner; GAAP diluted earnings (loss) per share; GAAP net cash provided by operating activities; GAAP net income; GAAP total debt; GAAP operating revenues; GAAP operating expenses; and GAAP operating ratio, which are their most directly comparable GAAP financial measures.

(2) Prior to second quarter 2025, we accrued pre-tax insurance and claims expense for interest related to a previously disclosed excess adverse jury verdict rendered on May 17, 2018 in a lawsuit arising from a December 2014 accident. Additional information about the accident was included in our Current Report on Form 8-K dated May 17, 2018. Under our insurance policies in effect on the date of this accident, our maximum liability for this accident was \$10.0 million (plus pre-judgment and post-judgment interest) with premium-based insurance coverage that exceeded the jury verdict amount. We continued to accrue pre-tax insurance and claims expense for interest at \$0.5 million per month (excluding months where the plaintiffs requested an extension of time to respond to our petition for review) until our appeal was finalized in second quarter 2025. Management believes excluding the effect of this item provides a more useful comparison of our performance from period to period. This item is included in our Truckload Transportation Services segment.

(3) In October 2025, we reached an agreement with the plaintiffs in the consolidated class action lawsuits entitled *Abarca et al. v. Werner* that are pending in the United States District Court for the District of Nebraska, to settle these cases for a combined \$18 million. The settlement is subject to court approval. An accrual for this settlement was recorded as of September 30, 2025, and is included in salaries, wages and benefits in our Income Statement. We also incurred legal fees of \$3.4 million related to this litigation during third quarter 2025, which is recorded in other operating expenses in our Income Statement. Management believes excluding the effect of these items provides a more useful comparison of our performance from period to period. These items are included in our Truckload Transportation Services segment.

(4) Amortization expense related to intangible assets acquired in our business acquisitions is excluded because management does not believe it is indicative of our core operating performance. This item is included in our Truckload Transportation Services and Werner Logistics segments.

(5) Represents non-operating mark-to-market adjustments for gains/losses on our minority equity investments, which we account for under Accounting Standards Codification ("ASC") 321, *Investments - Equity Securities*. Management believes excluding the effect of gains/losses on our investments in equity securities provides a more useful comparison of our performance from period to period.

(6) Represents earnings/losses from our equity method investment, which we account for under ASC 323, *Investments - Equity Method and Joint Ventures*. Management believes excluding the effect of earnings/losses from our equity method investment provides a more useful comparison of our performance from period to period.

(7) The income tax effect of the non-GAAP adjustments is calculated using the incremental income tax rate excluding discrete items, and the income tax effect for 2024 has been updated to reflect the annual incremental income tax rate.

(8) We consider free cash flow (net cash provided by operating activities less net expenditures for property and equipment) to be a useful measure of our liquidity. We believe it is a more conservative measure of cash flow since capital expenditures are necessary for ongoing operations. Free cash flow does not represent residual cash flows available for discretionary expenditures, as the measure does not deduct the payments required for debt service and other contractual obligations. Therefore, we believe it is important to view free cash flow as a measure that provides supplemental information to our consolidated statements of cash flows.

(9) We consider EBITDA to be an important measure of our financial performance and of our ability to generate cash flows to service debt obligations, fund capital expenditures and fund other corporate investing and financing activities. EBITDA eliminates the non-cash effect of depreciation and amortization. Net debt is used in our net debt to EBITDA ratio. We believe the net debt to EBITDA ratio is useful in evaluating our ability to service our debt.

(10) Fluctuating fuel prices and fuel surcharge revenues impact the total company operating ratio and the TTS segment operating ratio when fuel surcharges are reported on a gross basis as revenues versus netting the fuel surcharges against fuel expenses. Management believes netting fuel surcharge revenues, which are generally a more volatile source of revenue, against fuel expenses provides a more consistent basis for comparing the results of operations from period to period.

(11) Management believes excluding purchased transportation expense from Werner Logistics operating revenues provides a useful measurement of our ability to source and sell services provided by third parties.

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