

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

GOVERNANCE PRINCIPLES

The following principles have been approved by the board of directors and, along with the charters and key practices of the board committees, provide the framework for the governance of Expeditors International of Washington, Inc. (Expeditors). The board recognizes that there is an ongoing and energetic debate about corporate governance, and it will review these principles and other aspects of Expeditors governance annually, or more often, if deemed necessary.

1. Role of Board and Management

Expeditors' business is conducted by its employees, managers, and officers under the direction of the chief executive officer (CEO) and the oversight of the board. The board of directors, elected by the shareholders, works to assure that the long-term interests of the Company are being served. Both the board of directors and management recognize that the long-term interests of the Company are advanced by responsibly addressing the concerns of all stakeholders, including shareholders, employees, customers, service providers, government entities and the public at large.

2. Functions of Board

The board of directors has four regularly scheduled meetings a year at which it reviews the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. In addition to its general oversight of management, the board is responsible for:

- a. Selecting and evaluating the CEO;
- b. Overseeing CEO succession planning;
- c. Reviewing, approving and monitoring fundamental financial and business strategies, budgets, and major corporate actions;
- d. Assessing major risks facing the Company and reviewing plans for their mitigation; and
- e. Establishing tone at the top and ensuring processes are in place for maintaining the integrity of the Company in all of its actions.

3. Qualifications

Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment and have significant experience and proven superior performance in professional endeavors. We strive to have a diverse board representing a range of skills and experience at policy-making levels that are consistent with our values and strategies, and that is capable of representing our global corporation. Directors should be financially literate with a sound understanding of business strategy, corporate governance and board operations, and should value board and team performance over individual performance, demonstrating respect for others to facilitate superior board performance. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and should be committed to serve on the board for an extended period of time.

The board does not believe that arbitrary term limits on directors' service are appropriate, nor does it believe that directors should expect to be re-nominated annually. The board believes that outstanding performance as a member should be the basis for continued service. The board's exercise of mapping its needs to individuals and its self-evaluation process will be important determinants for board composition and tenure.

The board has adopted a guideline for director retirement that provides beginning in 2024 an individual director would not be nominated to stand for election to the board of directors at the next annual meeting of shareholders if the director has reached the age of 75 years old. In rare cases, the board may waive this guideline on a case-by-case basis.

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The board's Policy on Director Nominations outlines the process for the nominating and corporate governance committee and stockholders to identify and propose prospective board candidates.

4. Director Time Commitments

Directors are encouraged to serve on the boards of directors of other companies, as the board believes such service broadens and deepens our directors' knowledge and experience. The board has formalized its policy to review director time commitments to assure the responsibilities and expectations of service on the board are fully met as follows:

- Directors who serve as executive officers of the Company should not serve on more than one outside public company board. Other directors should serve on no more than three other public company boards.
- The nominating and corporate governance committee's annual review of each director will consider the time commitments of all other boards, the roles on such boards, other professional responsibilities, and generally, abilities to fully contribute to the Company board. Each year, the nominating and corporate governance committee will determine compliance with the policy as part of the director re-nomination process.
- Directors must advise the Chair of the board and the Chair of the nominating and corporate governance committee, as well as the General Counsel before accepting an invitation to serve on another board.

5. Independence of Directors and Committee Members

At least two-thirds of the directors will be independent directors, as determined by the board, based on the guidelines set forth in the NYSE listing requirements. All members of the committees will be independent, guided by Securities and Exchange Commission rules for the audit committee and NYSE rules for the compensation and nominating and corporate governance committee members.

6. Board Size and Selection Process

The directors are elected each year by the shareholders at the annual meeting. Shareholders may propose nominees for consideration by the nominating and corporate governance committee by submitting the names and supporting information to Expeditors' Corporate Secretary in accordance with the bylaws and policies. The nominating and corporate governance committee recommends, and the board proposes, the slate of nominees to the shareholders for election to the board. The board also determines the size of the board consistent with the bylaws. Between annual shareholder meetings, the board may elect directors to serve until the next annual meeting.

7. Board Committees

The board has established three committees to assist the board in discharging its responsibilities: (i) audit; (ii) compensation; and (iii) nominating and corporate governance. Each committee has established a charter that is published on the Expeditors' website. The committee chairs report the highlights of their meetings to the full board following each meeting of the respective committees.

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8. Meetings of Independent and Non-Management Directors

Annually, the board will have at least two regularly scheduled meetings of independent only directors, with the chair of the board presiding over such meetings. Committees will also hold regularly scheduled non-management director only meetings.

9. Board Leadership

The Chair of the board shall be an independent director and shall be elected by a majority of the directors. The Chair:

- Provides leadership to the board
- Provides support and advice to the CEO
- Engages with the investment community and undertakes shareholder outreach
- Maintains the authority to call meetings of the board and meetings of the independent and non-management directors
 - Promotes effective communication on developments occurring between board meetings
- Presides over:
 - Meetings of the board
 - Executive sessions of the independent and non-management directors without management present
 - Annual and special meetings with shareholders
- Briefs the CEO on issues and concerns arising in the executive sessions of the board
- Conducts preliminary review of key issues and business items prior to presentation to the board and management
- Organizes the work of the board
 - Establishes the annual schedule of the board
 - Establishes the agendas for all board meetings in collaboration with the CEO
 - Consults with all directors concerning board agendas and information provided to the board
 - Leads the board in its CEO succession planning activities
- Helps enable access to information to help the board to monitor the Company's performance, and the performance of management
 - Facilitates communication between the board and management
 - Oversees the distribution of information to directors
- Coordinates periodic board input and review of management's strategic plan for the Company
- Works with the Chair of the nominating and corporate governance committee with respect to:
 - The recruitment, selection and orientation of new board members and committee composition
 - The determination of the requisite qualifications of the board members

10. Board Evaluation

The board is committed to annual evaluations of the board and the board committees in order to continuously improve board effectiveness.

11. Board Agenda

The board shall be responsible for setting its agenda and organizing its time allocation to address its key functions. A parallel activity occurs within each board committee. Directors are urged to suggest additional agenda items, or additional pre-meeting materials to the Chair, committee chairs or management at any time.

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12. Code of Business Conduct and Sustainability

The board expects Expeditors' directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising Expeditors Code of Business Conduct, and to focus on Expeditors' sustainability efforts and initiatives. The nominating and corporate governance committee will:

- Annually review the Code of Business Conduct and make recommendations to management to assure that the Code is aligned with current circumstances and responsibilities;
- Oversee the annual director certification program;
- Oversee the Company's sustainability efforts and progress; and
- Periodically review the education and training programs by which the Code and related information on ethics and responsibility are transmitted to employees and business partners.

13. Board's Interaction with Outside Parties

If public comment from the board is appropriate, these comments should, in most circumstances, come from the Chair, or the CEO. If an outside stakeholder contacts a board member, the board member must refer the inquiry to the Expeditors CEO or Chair, who will inform the board, and the board shall plan for an appropriate response, if any. Consistent with Expeditors Code of Business Conduct, neither Expeditors nor the board supports or endorses political parties or individual candidates.

14. Compensation of the Board

The compensation committee each year shall have the responsibility to recommend the compensation for non-management directors. The committee shall be guided by the following factors: (i) compensation should be commensurate with skills, experience and work required for a company of Expeditors' size and scope; (ii) compensation should align directors' interests with the long-term interests of the Company; and, (iii) the compensation structure should be simple, transparent and easy for shareholders to understand.

15. Succession Planning

The board views board director, CEO and key management selection succession as one of its most important responsibilities. The board shall develop and maintain a succession plan for directors and the CEO. The board will also regularly review CEO developmental plans for succession of key senior executives taking into consideration the diverse experiences, qualifications, and perspectives that each candidate can bring to the Company including gender, race, and ethnicity. The board will also maintain an emergency succession plan for the CEO that is reviewed periodically. If the board recruits a CEO from outside of the Company, the board shall ensure the initial list of candidates include qualified female and racially/ethnically diverse individuals and will instruct any retained search firms to include the same on their initial lists of potential candidates furnished to the board.

16. Access to Independent Advisors

The board shall have the right at any time to retain independent advisors, and the Company shall provide appropriate funding, as determined by the board, to compensate such independent outside advisors, as well as to cover the ordinary administrative expenses incurred by the board in carrying out their duties.

17. Director Education

New directors will participate in an orientation program provided by, at a minimum, the General Counsel and the Chief Financial Officer. It is expected that each director will continuously advance his/her knowledge

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of the Company, public company corporate governance issues, and other relevant drivers of the Company's performance.

18. Stock Ownership Requirements

The board will comply with a stock ownership requirement in order to align interests with the Company.