

Nominating and Corporate Governance Committee Charter

Membership

A Nominating and Corporate Governance Committee (the “Committee”) shall be elected by the Board of Directors (the “Board”) of Expeditors International of Washington, Inc. (the “Company”) on a yearly basis at the first meeting of the Board following the annual meeting of the shareholders. The Committee shall consist of a minimum of three directors. All members of the Committee shall be independent directors, as determined under the applicable rules and regulations of the Securities and Exchange Commission and The New York Stock Exchange LLC (“NYSE”).

Purpose

The overarching purpose of the Committee is to maintain a qualified and high performing board of directors, and to assist the Board in staying abreast of and assessing implications of critical governance matters.

Committee Authority and Responsibilities

In furtherance of this purpose, the Committee shall have the following authority and responsibilities to:

1. Develop and recommend to the Board for its approval, the requisite qualifications for directors; maintain and review on an ongoing basis these qualifications with the Board to assure alignment with needs and strategic direction of the Company.
2. Lead the search for individuals qualified to become members of the Board as the need arises and as a means to assure smooth succession in Board membership.
3. Recommend to the Board the nominees for election as directors at the next annual meeting of shareholders and inclusion in the annual Proxy Statement.
4. Evaluate any resignations tendered by directors pursuant to the Company’s majority vote policy or for other reasons and make a recommendation to the Board regarding any resignations.
5. Collaborate with management to develop and maintain an orientation process and materials for new directors, while also assuring incumbent directors remain updated on director guidelines and procedures.
6. Review annually the Board’s committee structure and recommend to the Board for its approval directors to serve as members of each committee, including recommendations to fill committee vacancies as needed.
7. Develop and recommend to the Board for its approval a set of Corporate Governance Principles. The Committee shall review the Principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
8. Develop and recommend to the Board for its approval an annual evaluation process of the Board and its members and/or committees. The Committee shall oversee completion of the annual evaluations and support any follow on work with the Chairman.
9. Monitor, evaluate and make recommendations to the Board regarding changes in board members’ professional status, including reviewing ahead of time, any Directors’ membership on other company boards.

10. In collaboration with management, develop and maintain the Company's Code of Business Conduct, and as the Committee deems appropriate, recommend to the Board any changes to the Code.
11. Oversee the Company's overall materiality assessments which provide focus for its sustainability efforts. Further, oversee the Company's progress of certain material matters that are assigned to the Committee.
12. Monitor and oversee compliance by the Company's directors and officers with the Company's Code of Business Conduct, including annual training and certification of compliance.
13. Establish and monitor compliance with a stock ownership by its directors as required under the Company's stock ownership guidelines.
14. Evaluate the relationship between management and the Board and recommend areas for improvement.
15. Review annually the Board's delegation of authority to executive officers and make recommendations for any changes to the Board.
16. Regularly discuss and analyze current and emerging governance trends and advise the Board of their relevance and implications to the Company.
17. Assist the Board and management in evaluating governance related inquiries, commentary, and proposals that come in from investors or proxy advisory firms.
18. Produce a report of the Committee activities to be inserted into the Company's annual proxy.
19. Oversee the regular monitoring and mitigation of certain risks incorporated in the Company's total enterprise risk program that are assigned to the Committee.
20. Review this charter to assure its relevance and recommend any proposed changes to the Board for approval.
21. Review the Policy on Director Nominations at least annually and make such changes as the Committee deems appropriate.
22. Review the Shareholder Engagement Policy at least annually and make such changes as the Committee deems appropriate.
23. Review the Insider Trading Standard at least annually and recommend any proposed changes to the Board for approval.

The Committee shall have the authority to delegate any of its responsibilities to sub-committees as the Committee may deem appropriate.

The Committee shall have the authority to retain a search firm, outside counsel, or any other advisors and the Committee shall have sole authority to approve any such outside advisor's fees or retention terms, including necessary administrative expenses, to be paid by the Company.

The Committee shall hold at least four meetings per year, as the Committee deems appropriate. Either the Chairperson of the Committee or the Chairman of the Board may call Committee meetings. The Committee shall have the Company Secretary submit the minutes of all its meetings to and will review the matters discussed at each Committee meeting with the Board.

The Committee, and each Committee member in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or other statements prepared or presented to them by (i) officers and other employees of the Company, whom such Committee member believes to be reliable and competent in matters presented, or (ii) counsel, or other outside advisors whom the Committee believes to possess professional competence.