

C.H. ROBINSON WORLDWIDE, INC.
BOARD OF DIRECTORS
GOVERNANCE COMMITTEE CHARTER
(Approved as of August 6, 2026)

Organization

There shall be a committee of the Board of Directors (the “Board”) to be known as the Governance Committee (the “Committee”). The Committee shall consist of at least three members as determined by the Board, each of whom shall meet the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”) and any other applicable laws, rules or regulations (as such requirements may be modified or supplemented from time to time). The members of the Committee shall be appointed and replaced by the Board upon recommendation of the Committee.

The Committee shall meet at least two times annually or more frequently as circumstances dictate, and report to the Board and propose any necessary action to the Board following each Committee meeting. The Committee shall operate and function in accordance with the applicable provisions of the Company’s Charter, Bylaws and the Corporate Governance Guidelines, as in effect from time to time.

Statement of Policy

The Committee is appointed by the Board to carry out the Board’s responsibilities relating to corporate governance practices and policies. The purpose of the Committee is to: (1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the nominees for election as Directors; (2) recommend to the Board matters of corporate governance, including adopting and revising the Corporate Governance Guidelines; (3) recommend to the Board the nominees for each committee of the Board; (4) lead the Board in its annual review of the Board and its committees’ performance; (5) serve in an advisory capacity to the Board on matters of organization and the conduct of Board activities; and (6) oversee the Company’s sustainability policies and practices.

Authority and Responsibilities

The Committee shall have the authority and duty to:

1. At least annually, review the structure and membership of the Board to assure that the proper skills and experience are represented on the Board.
2. Periodically make recommendations to the Board with respect to the size and composition of the Board and recommend to the Board general criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the stockholders) for the selection of individuals to be considered as nominees for election as Directors.

3. Seek out and evaluate candidates qualified to serve as Directors, and consider candidates submitted by stockholders of the Company in accordance with the notice provisions and other procedures set forth in the Company's Bylaws, any applicable SEC rules and regulations and any applicable laws. The Committee may also engage search firms to assist in the Director recruitment process.
4. Seek to complete customary vetting procedures and background checks with respect to individuals considered for election to the Board.
5. Recommend to the Board:
 - a. nominees to fill vacancies on the Board as they occur or are created; and
 - b. prior to each annual meeting of stockholders, a slate of nominees for election or reelection as Directors by the stockholders at the annual meeting;who meet the criteria for Directors as set forth in the Corporate Governance Guidelines and any other requirements established by the Committee.
6. Review and make recommendations to the Board as to whether or not an individual Director or nominee for Director is independent, taking into account the requirements of Nasdaq and such other factors as the Committee may deem appropriate; provided, however, that current employees of the Company shall not be deemed independent.
7. Annually review and recommend to the Board the membership of the committees of the Board, taking into account the independence and experience requirements of Nasdaq and such other factors as the Committee may deem appropriate, including, with respect to members of the Audit Committee and the Talent & Compensation Committee, the requirements of the Securities and Exchange Commission ("SEC") (as such requirements may be modified or supplemented from time to time).
8. Periodically, review and reassess the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval as necessary.
9. Develop, recommend to the Board and oversee an annual performance evaluation process for the Board and each of its committees, and ensure that such performance evaluations are reviewed with the Board.
10. Periodically review with the Company's General Counsel developments that may have a material impact on the Company's corporate governance programs, including related compliance policies.
11. Form and delegate authority to subcommittees of the Committee, except to the extent such delegation would be inconsistent with the requirements of the SEC or the listing rules of Nasdaq (as such requirements may be modified or supplemented from time to time).

12. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
13. Annually review the Committee's own performance.
14. Oversee the Company's government relations function.
15. Monitor compliance with the Corporate Governance Guidelines.
16. Review stockholder proposals and recommend to the Board the Company's response to such proposals.
17. Recommend to the Board whether to accept any Director resignations that may be submitted, in accordance with the terms of the Corporate Governance Guidelines or otherwise.
18. At least annually, review the Company's policies, practices, performance, disclosures and progress toward goals with respect to significant sustainability issues, including the alignment of such efforts with the Company's overall strategy.
19. Perform such other functions as are consistent with the Committee's purpose, applicable laws, rules and regulations and the Company's Charter, Bylaws or Corporate Governance Guidelines, and as assigned by the Board or as the Committee deems necessary and appropriate.

The Committee shall have the authority, in its sole discretion, to retain and approve the fees and other retention terms of any director search, legal and other advisors to the Committee, as it deems necessary for the fulfillment of its responsibilities. The Company will provide appropriate funding, as determined in the sole discretion of the Committee, for payment of compensation to any director search, legal or other advisor retained by the Committee.