

**C.H. ROBINSON WORLDWIDE, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**  
**(As of February 12, 2014)**

These Corporate Governance Guidelines have been adopted by the Board of Directors of C.H. Robinson Worldwide, Inc. to serve as a flexible framework within which the Board may conduct its business, and are subject to modification at the discretion of the Board. They supplement all applicable laws and existing corporate governance documents of the Company.

I. DIRECTOR INDEPENDENCE AND QUALIFICATIONS

- *Independence.* A majority of the directors shall meet the criteria for independence required by NASDAQ listing standards for independence. All of the members of the Audit Committee, Compensation Committee and the Governance Committee shall be independent.
- *Qualifications.* Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of Robinson's stockholders. The selection and nomination process shall be conducted by the Governance Committee, with input and recommendations from any director. The Governance Committee will consider appropriate criteria including: current or recent experience as a board member or as a chief executive officer or other executive position, expertise in a particular business discipline, and diversity of talent, experience, accomplishments and perspective. Nominees recommended by stockholders will be brought to the attention of the Governance Committee. The Governance Committee shall recommend nominees to the Board.
- *Change in Affiliation.* Directors are expected to report to the Chair of the Governance Committee when they experience a significant change in their business or professional affiliation or responsibility, and shall, at such time, promptly offer his or her resignation as a director for consideration by the Board. The Governance Committee will determine whether the director continues to adequately meet the requirements for service on the Board of Directors, and will make a recommendation to the Board regarding such offer of resignation. An employee director shall promptly offer his or her resignation as a director for consideration by the Board upon termination of his or her active service as an employee of the Company.
- *Limit on the Number of Other Directorships.* Directors are expected to devote sufficient time to fulfill their responsibilities effectively. Directors shall advise the Chair of the Governance Committee prior to the director accepting a position on the board of another publicly held company.

Employee directors may only serve on two corporate boards besides Robinson's.

- Chairman of the Board and Chief Executive Officer. The Board of Directors believes that it is important to retain the flexibility to allocate the responsibilities of the offices of chairman of the board and chief executive officer in any manner that it determines to be in the best interests of Robinson.

## II. DIRECTOR RESPONSIBILITIES

- Preparation for and Attendance at Meetings. Directors are expected to prepare adequately for and regularly attend meetings of the Board of Directors and Board Committees on which they serve. Personal attendance at Board and Committee meetings is expected unless the meeting is scheduled to be held telephonically.
- Special Meetings. Recognizing that situations arise requiring prompt Board action, directors shall make themselves available for special meetings and shall promptly return documents requiring their signature. Directors shall receive prompt notification of such special meetings.
- Disclosure of Potential Conflicts of Interest. Directors must disclose to the rest of the members of the Board of Directors any potential conflict of interest they may have with respect to a matter under discussion and, if appropriate, refrain from such discussions and from voting on a matter on which they may have a conflict.
- Board Review. The Board of Directors shall review and, where appropriate, approve fundamental operating, financial, risk management and other corporate strategies, as well as major plans and objectives and shall monitor the effectiveness of management policies and decisions, including the execution of strategies.
- Code of Ethics. All directors are required to abide by the Company's Code of Ethics.
- Annual Meeting of Stockholders. Directors who are up for election at the Annual Meeting of Stockholders are expected to attend, and all other directors are encouraged to attend.

### III. BOARD AND COMMITTEE MEETINGS

- Meetings. The Board of Directors generally meets at least four times a year, on dates selected by the Board. Directors will be given as much advance notice of meeting dates as reasonably practicable.
- Agenda. The COB, in consultation with the other Board members, shall set the agenda for regular meetings of the Board of Directors. Agendas for special meetings will be set by the director(s) calling the meeting. The Chair of each Committee shall set the agenda for the meetings of the applicable Committee. Directors and Committee members may suggest agenda items and may raise other matters at meetings.
- Executive Sessions. The independent directors generally meet in regularly scheduled executive sessions immediately following regularly scheduled meetings of the Board and may hold such additional executive sessions as they determine necessary or appropriate. The Chair of the Governance Committee shall normally preside at these executive sessions. In addition, the Chair of the Governance Committee is responsible for: 1) coordinating and developing the agenda for these executive sessions, 2) unless otherwise designated by the independent directors, acting as liaison between the independent directors and management, and 3) handling responses to stockholder inquiries that are directed to the independent directors of the Board.
- Stockholder Communications. Stockholders of the Company may send communications to the Board or any of the directors by sending such communications to the attention of the Secretary at the Company's headquarters. The Secretary will compile such communications and submit them to the Board or the individual director on a periodic basis.

### IV. BOARD COMMITTEES

- Audit, Governance and Compensation Committees. The Board of Directors shall at all times have an Audit Committee, a Governance Committee and a Compensation Committee. All of the members of these Committees shall be independent. Each of these Committees shall operate in accordance with its charter, applicable law, and the applicable rules of the Securities and Exchange Commission and NASDAQ. Each of these Committees shall elect its Chair, taking into consideration the recommendation of the Governance Committee. Each Committee Chair term will be four years. For transition purposes, it is expected that (i) if the then-incumbent Chair would not be serving an additional four-year term, the Committee would endeavor to elect a successor Chair at least one year prior to the end of the incumbent Chair's term, and (ii) upon a new Chair-elect taking the Chair, the past Chair would, subject to other Committee assignments, remain a Committee member for at

least one year. A director may only serve as the Chair of one Board Committee at a time. Management is expected to give input to the Board on Committee assignments.

- *Other Committees.* The Board of Directors may also establish such other committees as it deems appropriate and delegate to those committees any authority permitted by applicable law and Robinson's By-laws as the Board of Directors sees fit, other than the responsibilities delegated to the Audit Committee, Governance Committee, and Compensation Committee in their charters or reserved to the full Board of Directors.

#### V. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

- *Access to Management.* Each Director shall have complete access to, and are encouraged to talk directly with, management. Management will make itself available to answer the Directors' questions between meetings.
- *Independent Advisors.* The Board of Directors and Board Committees may engage and consult with financial, legal, or other independent advisors at Robinson's expense.

#### VI. DIRECTOR COMPENSATION AND EDUCATION

- *Role of the Governance Committee.* Each year, in accordance with the terms of its Charter, the Governance Committee shall review the compensation paid to the members of the Board of Directors and give its recommendations to the Board of Directors regarding both the amount of director compensation that should be paid and the allocation of that compensation between equity-based awards and cash.
- *Employee Directors.* Employee directors are not paid additional compensation for their services as directors.
- *Continuing Education.* The Board of Directors encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations or consultants specializing in director education. Directors may attend continuing education programs at Robinson's expense.

#### VII. MANAGEMENT EVALUATION AND SUCCESSION

- *Evaluation of Chief Executive Officer and Other Management.* The Compensation Committee shall annually report to the Board of Directors on its evaluation of the Chief Executive Officer's performance. The Board of Directors shall review this report, including discussing it outside the presence of the management Directors. In addition, the Board of Directors,

with the input of the Chief Executive Officer, shall conduct an annual assessment of the performance and development of other senior management.

- *Succession Planning.* Succession planning for Robinson's senior management positions is critical to Robinson's long-term success. The Board of Directors shall annually review the Company's succession plans. The Board shall also identify potential successors for the Chief Executive Officer position, although this does not mean that it must at all times have selected a particular individual as the designated successor chief executive officer. The Chief Executive Officer shall participate in this process by providing the Board with recommendations or evaluations of potential successors and identifying any development plans that the Chief Executive Officer recommends for such individuals. The Chief Executive Officer is expected to recommend to the Board of Directors on an ongoing basis one or more successors in the event of an unexpected inability of the Chief Executive Officer to continue to serve.

#### VIII. ANNUAL PERFORMANCE EVALUATION OF THE BOARD

- *Self-Evaluation by the Board of Directors.* Each year, the Board of Directors will conduct a self-evaluation to determine whether it and its Committees are functioning effectively. The Governance Committee shall be responsible for seeking comments from all Directors and reporting its evaluation of Board and Committee performance to the Board of Directors on an annual basis. As part of the self-evaluation process, the Chair of the Governance Committee may have individual conversations with each director to discuss individual and group dynamics and performance. The full Board of Directors will discuss the evaluation report to determine what, if any, action could improve Board and Board Committee performance.
- *Evaluation of the Corporate Governance Guidelines.* The Board of Directors recognizes that these Corporate Governance Guidelines must continue to evolve to meet the changing needs of Robinson and its stockholders and changing requirements. The Board of Directors, with the assistance of its Governance Committee, will periodically review these Corporate Governance Guidelines to determine whether any changes are appropriate.

#### IX. STOCK OWNERSHIP GUIDELINES

- *Stock Ownership.* Directors and Officers are encouraged to make a substantial investment in Robinson stock, depending upon individual circumstances. Directors are required to own a minimum of five times their annual retainer in Company stock no later than five years after joining the Board of Directors.