

C.H. ROBINSON WORLDWIDE, INC.
BOARD OF DIRECTORS
COMPENSATION COMMITTEE CHARTER
(reaffirmed August 7, 2013)

Organization

There shall be a committee of the Board of Directors to be known as the Compensation 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 or regulations, shall be a “non-employee director” as defined in Rule 16b-3(b)(3) under the Securities Exchange Act, and shall be an “outside director” as defined in regulations adopted under section 162(m) of the Internal Revenue Code (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 Governance 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 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 executive compensation practices and policies. The purpose of the Committee is to: (1) review and approve goals and objectives relevant to the compensation of the Chief Executive Officer (CEO) and the other executive officers; (2) evaluate the CEO’s performance in light of those goals and objectives; (3) review the performance or performance evaluations of the other executive officers of the Company; (4) determine and approve the compensation of the CEO and the other executive officers based on these evaluations and reviews; and (5) exercise oversight with respect to the Company’s compensation philosophy, incentive compensation plans, equity-based plans and other-benefit plans covering executive officers and senior management.

Authority and Responsibilities

To carry out the Committee’s responsibilities, the Committee will have the authority and duty to:

- Review and approve corporate, business unit and other performance goals and objectives relevant to the CEO and other executive officers.
- Evaluate the performance of the CEO and review the performance evaluations of the other executive officers in light of the corporate, business unit and other performance goals and objectives.

- Review and determine all elements of the compensation of the Company's CEO and other executive officers, including salary, incentive compensation, and equity compensation, in light of applicable performance goals and objectives and performance evaluations. The CEO may not be present at any meeting during the Committee's consideration or vote on his or her compensation; however, the CEO may be present at any meeting during the Committee's consideration of non-CEO executive officer compensation, but may not vote on such compensation.
- Review and approve all executive officers' employment agreements, separation and severance agreements, change in control agreements and other compensatory contracts, arrangements, perquisites and payments.
- Review and discuss with management the Compensation Discussion and Analysis and accompanying compensation-related disclosures, and review and approve the compensation committee report, all to be included in the Company's annual proxy statement.
- Review the Company's policies and practices for compensating its employees, including its executive officers, as they relate to risk management practices, risk-taking incentives and identified major risk exposures to the Company, coordinating such reviews with the risk oversight activities of the Company's Audit Committee and reporting the results of such reviews to the Board.
- Recommend to the Board the adoption of any policies deemed necessary or advisable by the Committee in order to mitigate risks arising from compensation policies and practices.
- Oversee the process by which the Company conducts advisory shareholder votes on executive compensation, reviewing the results and taking or recommending to the Board any appropriate actions in response.
- Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall review annually its own performance.
- Grant stock options, restricted stock and other awards under the Company's equity incentive plans, and otherwise exercise the authority of the Board with respect to oversight and administration of the Company's stock-based and other incentive compensation plans, including the authority to delegate some or all of the Committee's authority under such plans to a sub-committee comprised of one or more members of the Board or officers of the Company to the extent permitted by applicable law and as the Committee may deem appropriate.
- Determine whether the work of any compensation consultant involved in determining or recommending the amount or form of executive compensation has raised a conflict of interest that must be disclosed in the Company's annual proxy statement.

- Review the Company's compensation programs for management employees generally and make recommendations to the Board concerning the adoption or amendment of compensation plans, including equity-based plans.
- Perform such other functions as assigned by law, the Company's Charter or Bylaws, the Board of Directors or applicable listing standards.

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel or other advisor, and shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant, counsel or other advisor retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any compensation consultant, legal counsel or other advisor retained by the Committee. Prior to selecting or receiving advice from a compensation consultant, legal counsel or other advisor to the Committee (other than in-house legal counsel or a consultant, legal counsel or other advisor whose role is limited to certain activities specified in Nasdaq listing standards), the Committee shall take into consideration such factors as could affect the independence of such consultant, counsel or advisor as are identified from time to time in the rules and regulations of the SEC and the listing standards of Nasdaq.