

## Werner Enterprises

# Fleet sees consolidation in elongated freight downcycle, Sees 2H ramp; PO \$36

Reiterate Rating: UNDERPERFORM | PO: 36.00 USD | Price: 40.21 USD

## Cycle pressures persist; targets 2H market improvement

Werner Enterprises (WERN) posted 4Q23 adjusted EPS of \$0.39, down 60% year-year, below our \$0.48 target and Street's \$0.44. CEO Derek Leathers noted freight conditions remain challenged despite a slightly better-than-expected 4Q peak and the continued exit of carrier capacity. Mr. Leathers remains focused on structural cost takeout (targets \$40 million in 2024, compounding 2023's \$43 million) and sees market acceleration in 2H. WERN targets 2024 Truckload Transportation Services (TTS) fleet growth of flat to down 3% (below our prior +4% target, now -1%), as it expects some churn at Dedicated (66% of TTS fleet) amid rising competition, and as One-Way per mile rates do not warrant investable returns at current levels (moving it to trim its one-way fleet). It sees its Dedicated business as resilient in the downcycle, and while margins compressed, they remain in double digits at Dedicated. This implies low-single digit One-Way operating margins, as 4Q23 TTS adj operating ratio was 92.4% (worse than our 89.9% target). WERN aims to return TTS to its long-term target margin range of 12-17% by year-end 2024, (we were 12.5% in 4Q24, now 12%), as it sees steady demand in Dedicated, and seasonally weaker demand in One-Way/Logistics in 1H24 before improving in 2H.

## Truckload led core ops miss, no seasonal margin uplift

Truckload Revenues, net of fuel surcharges, was \$487 million, down 6% year-year, \$7 million above our target. Truckload adj operating income was \$37 million, down 55% year-year, but \$11 million below our target (-\$0.13/sh below), for a TTS adj operating ratio ex-fuel of 92.4%, a 840 bps deterioration year-year. TTS adj op ratio deteriorated 90 bps in 3Q-4Q, bucking normal historical improvement of ~250 bps. Logistics adj operating Income was \$3 million, down 62% year-year, and \$0.5 million below our target, for an adj operating ratio of 98.7%, a 250 bps deterioration year-year, and 20 bps worse than our target. Tax rate was 23.0%, below our target (\$0.02/sh aid).

## Hold PO at \$36

We reiterate Underperform on WERN shares and our \$36 PO. Our PO is based on 17x our 2024e EPS (from 15x), above the midpoint of its 13x-20x historical range, as we move past trough earnings. We remain cautious given the historically soft truck cycle and sustained pressure on Dedicated margins as competition ramps. We lower our 2024/2025E EPS estimates 12%/7% to \$2.10/\$2.65 from \$2.40/\$2.85, respectively.

Estimates (Dec) (US\$)	2022A	2023A	2024E	2025E	2026E
EPS	3.71	1.93	2.10	2.65	3.10
GAAP EPS	3.74	1.76	2.10	2.65	3.10
EPS Change (YoY)	7.2%	-48.0%	8.8%	26.2%	17.0%
Consensus EPS (Bloomberg)			2.31	3.13	4.05
DPS	0.51	0.55	0.59	0.61	0.65
Valuation (Dec)					
P/E	10.8x	20.8x	19.1x	15.2x	13.0x
GAAP P/E	10.8x	22.8x	19.1x	15.2x	13.0x
Dividend Yield	1.3%	1.4%	1.5%	1.5%	1.6%
EV / EBITDA*	5.6x	7.1x	6.7x	6.1x	5.7x
Free Cash Flow Yield*	-2.3%	-4.1%	1.8%	2.1%	2.5%

\* For full definitions of *IQmethod*<sup>SM</sup> measures, see page 6.

**BofA Securities does and seeks to do business with issuers covered in its research reports. As a result, investors should be aware that the firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision. Refer to important disclosures on page 7 to 9. Analyst Certification on page 5. Price Objective Basis/Risk on page 5.**

12656284

Timestamp: 06 February 2024 09:48PM EST

06 February 2024

### Equity

#### Key Changes

(US\$)	Previous	Current
2024E Rev (m)	3,389.3	3,308.3
2025E Rev (m)	3,575.7	3,480.6
2026E Rev (m)	NA	3,679.6
2024E EPS	2.40	2.10
2025E EPS	2.85	2.65
2026E EPS	NA	3.10

#### Ken Hoexter

Research Analyst  
BofAS  
+1 646 855 1498  
[ken.hoexter@bofa.com](mailto:ken.hoexter@bofa.com)

#### Adam Roszkowski, CFA

Research Analyst  
BofAS  
+1 646 855 5498  
[adam.roszkowski@bofa.com](mailto:adam.roszkowski@bofa.com)

#### Nathan Ho, CFA

Research Analyst  
BofAS  
+1 646 855 3599  
[nathan.m.ho@bofa.com](mailto:nathan.m.ho@bofa.com)

### Stock Data

Price	40.21 USD
Price Objective	36.00 USD
Date Established	2-Nov-2023
Investment Opinion	B-3-7
52-Week Range	35.02 USD - 49.79 USD
Mrkt Val (mn) / Shares Out (mn)	2,561 USD / 63.7
Free Float	98.4%
Average Daily Value (mn)	17.83 USD
BofA Ticker / Exchange	WERN / NAS
Bloomberg / Reuters	WERN US / WERN.OQ
ROE (2024E)	8.1%
Net Dbt to Eqty (Dec-2023A)	37.5%
ESGMeter <sup>TM</sup>	Medium

ESGMeter is not indicative of a company's future stock price performance and is not an investment recommendation or rating. ESGMeter is independent of BofA Global Research's equity investment rating, volatility risk rating, income rating, and price objective for that company. For full details, refer to ["BofA ESGMeter Methodology"](#).

# iQprofile<sup>SM</sup> Werner Enterprises

## iQmethod<sup>SM</sup> – Bus Performance\*

(US\$ Millions)	2022A	2023A	2024E	2025E	2026E
Return on Capital Employed	9.9%	5.3%	5.5%	6.2%	6.6%
Return on Equity	16.8%	8.1%	8.1%	9.2%	9.6%
Operating Margin	10.1%	5.8%	6.2%	7.1%	7.7%
Free Cash Flow	(59)	(105)	46	53	63

## iQmethod<sup>SM</sup> – Quality of Earnings\*

(US\$ Millions)	2022A	2023A	2024E	2025E	2026E
Cash Realization Ratio	1.9x	3.9x	3.1x	2.8x	2.6x
Asset Replacement Ratio	1.9x	2.0x	1.2x	1.3x	1.4x
Tax Rate	24.4%	24.1%	25.0%	25.0%	25.0%
Net Debt-to-Equity Ratio	39.6%	37.5%	33.1%	26.9%	21.0%
Interest Cover	28.2x	5.7x	6.0x	7.6x	8.6x

## Income Statement Data (Dec)

(US\$ Millions)	2022A	2023A	2024E	2025E	2026E
Sales	3,290	3,283	3,308	3,481	3,680
% Change	20.3%	-0.2%	0.8%	5.2%	5.7%
Gross Profit	NA	NA	NA	NA	NA
% Change	NA	NA	NA	NA	NA
EBITDA	607	479	504	552	590
% Change	4.2%	-21.1%	5.3%	9.6%	6.9%
Net Interest & Other Income	(12)	(27)	(31)	(31)	(31)
<b>Net Income (Adjusted)</b>	<b>239</b>	<b>123</b>	<b>132</b>	<b>163</b>	<b>188</b>
<b>% Change</b>	<b>1.9%</b>	<b>-48.7%</b>	<b>7.3%</b>	<b>23.8%</b>	<b>15.3%</b>

## Free Cash Flow Data (Dec)

(US\$ Millions)	2022A	2023A	2024E	2025E	2026E
Net Income from Cont Operations (GAAP)	243	123	132	163	188
Depreciation & Amortization	274	289	298	304	309
Change in Working Capital	(26)	82	(19)	(9)	(8)
Deferred Taxation Charge	NA	NA	NA	NA	NA
Other Adjustments, Net	(43)	(21)	0	0	0
Capital Expenditure	(507)	(580)	(365)	(405)	(425)
<b>Free Cash Flow</b>	<b>-59</b>	<b>-105</b>	<b>46</b>	<b>53</b>	<b>63</b>
<b>% Change</b>	<b>-53.9%</b>	<b>-79.8%</b>	<b>NM</b>	<b>16.6%</b>	<b>18.9%</b>
Share / Issue Repurchase	(110)	2	(62)	(32)	(32)
Cost of Dividends Paid	(32)	(34)	(37)	(37)	(39)
Change in Debt	266	(48)	0	0	0

## Balance Sheet Data (Dec)

(US\$ Millions)	2022A	2023A	2024E	2025E	2026E
Cash & Equivalents	107	62	86	148	218
Trade Receivables	519	445	461	489	516
Other Current Assets	137	128	128	128	128
Property, Plant & Equipment	1,825	1,973	2,040	2,141	2,258
Other Non-Current Assets	509	550	550	550	550
<b>Total Assets</b>	<b>3,097</b>	<b>3,158</b>	<b>3,266</b>	<b>3,457</b>	<b>3,671</b>
Short-Term Debt	6	3	3	3	3
Other Current Liabilities	303	328	325	344	364
Long-Term Debt	688	646	646	646	646
Other Non-Current Liabilities	618	614	593	602	609
<b>Total Liabilities</b>	<b>1,615</b>	<b>1,591</b>	<b>1,567</b>	<b>1,595</b>	<b>1,621</b>
<b>Total Equity</b>	<b>1,482</b>	<b>1,567</b>	<b>1,699</b>	<b>1,862</b>	<b>2,050</b>
<b>Total Equity &amp; Liabilities</b>	<b>3,097</b>	<b>3,158</b>	<b>3,266</b>	<b>3,457</b>	<b>3,671</b>

\* For full definitions of iQmethod<sup>SM</sup> measures, see page 6.

## Company Sector

Road Transport/Trucking

## Company Description

Werner Enterprises (WERN) is a truckload motor carrier of general commodities in both interstate and intrastate commerce. Werner is among the five largest truckload carriers in the United States with service terminals throughout the country. The company operates throughout the 48 contiguous states and also portions of Canada and provides through trailer service in and out of Mexico.

## Investment Rationale

Werner is one of the largest Truckload carriers in the North America with approximately 8,700 tractors. Pricing is currently facing increased pressure given market softness, driving WERN to focus on margins and asset utilization. We expect its multiple to trade below the midpoint of its 13x-20x historical range (as earnings remain pressured by soft rates and declining Dedicated activity) as the market remains with excess tractor capacity.

## Stock Data

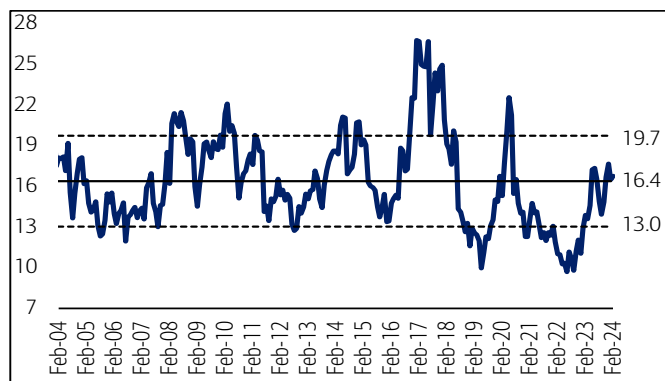
Average Daily Volume 447,536

## Quarterly Earnings Estimates

	2023	2024
Q1	0.60A	0.26E
Q2	0.52A	0.47E
Q3	0.42A	0.63E
Q4	0.39A	0.74E

**Exhibit 1: Werner Enterprise Forward P/E**

Trading at 17x our 2024e EPS, above the midpoint of its 13x-20x range.



Source: BofA Global Research estimates and Bloomberg.

BofA GLOBAL RESEARCH

**Targets flat to down truck fleet in 2024, 2H recovery**

Werner targets 2024 Truckload Transportation Services (TTS) truck count to be flat to down 3% year-year (from a 7% decline in 2023, we target -1%) as it anticipates fleet shrinkage given low prices and margins. It targets Dedicated Revenue/Truck/Week to increase 0%-3% (we target +1.5%) in 2024 and 1H24 One-Way Truckload Rate/Total Mile to decline 3%-6% (we target -4.5%). It expects to structurally reduce costs by more than \$40 million in 2024, mostly in Salaries & Wages (after achieving \$43 million in reductions during 2023). It aims to return its TTS Operating Margins to its long-term target range of 12%-17% by 2024 year end, improve Logistics Operating Margins to mid-single digits while growing 2024 Logistics revenues double digits, and returning to growing Dedicated Revenues in 2H24.

The company expects seasonally weaker One-Way and Logistics ops in 1H24 (it sees spot freight rates steady to slightly down in 1Q before improving thereafter) before improving in 2H. It sees the freight market inflecting in 2H24 aided by carrier attrition (71 weeks of net deactivations). It targets 2024 Net CapEx of \$260-\$310 million (we target \$290 million) and 2024 tax rate of 24.5%-25.5% (we target 25.0%).

**One-Way pressure continues to impact TTS**

Truckload Revenues (net of fuel) were \$487 million, down 6% year-year yet \$7 million above our target. Adj Truckload Operating Income was \$37 million, down 55% year-year and \$11 million below our target, for an Adj Truckload Operating Ratio of 92.4%, an 840 bps deterioration year-year and 250 bps worse than our target. Werner noted that Dedicated margins remain resilient in the double-digit range with One-Way rates still pressured and full-year One-Way margins in the low-single digits. It continues to see a highly competitive backdrop and noted some Dedicated margin erosion as it launches new tractors while saw shrinkage in more established business. Gains on Sale was \$3 million, \$4 million below our target. Werner targets \$10-\$30 million in 2024 gains on sale (from \$40 million in 2023) with 2H sequentially better than 1H (we target \$12 million in gains on sale in 2024 with \$2 million in 1H24 and \$10 million in 2H24).

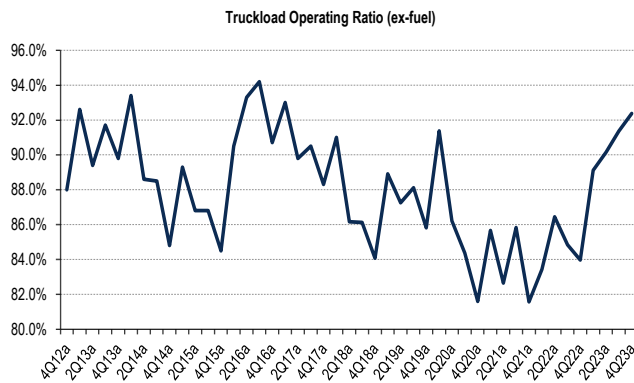
**Logistics remains challenged; Power-Only a bright spot**

Logistics Revenues were \$227 million, up 6% year-year and \$8 million below our target. Net Revenue Margin was 14.9%, a 340 bps deterioration year-year and 260 bps worse than our target. Adj Logistics Operating Income was \$3 million, down 62% year-year and \$1 million below our target, for an Adj Logistics Operating Ratio of 98.7%, a 250 bps deterioration year-year and 20 bps worse than our target. Truckload volumes declined 10% sequentially from 3Q23 given its increased pricing focus and margins remains pressured given competitive pricing. Despite the challenged backdrop, Power-Only volumes increased low-single digits sequentially and displayed year-year growth as shipper uptake on its drop-and-hook solution remained strong.



**Exhibit 2: Werner adj TTS Operating Ratio**

Truckload Operating Ratio was 92.4%, 250 bps worse than our target.

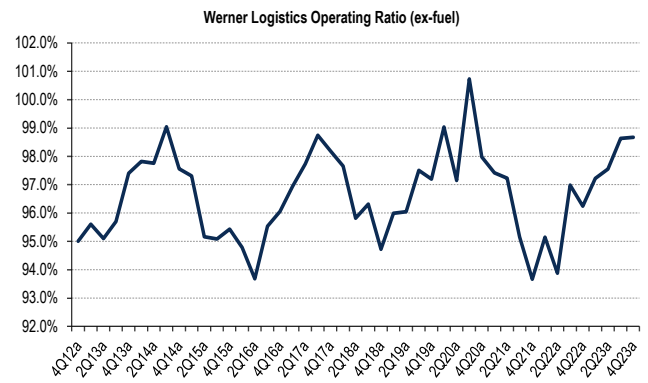


Source: BofA Global Research and company reports.

BofA GLOBAL RESEARCH

**Exhibit 3: Werner adj Logistics Operating Ratio**

Logistics Operating Ratio was 98.7%, 20 bps worse than our target.

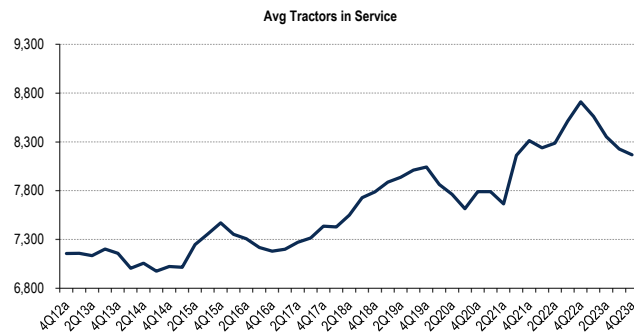


Source: BofA Global Research and company reports.

BofA GLOBAL RESEARCH

**Exhibit 4: Werner TTS Average Tractors in Service**

Tractors were 8,168, down 6.2% year-year, just below our -5.6% target

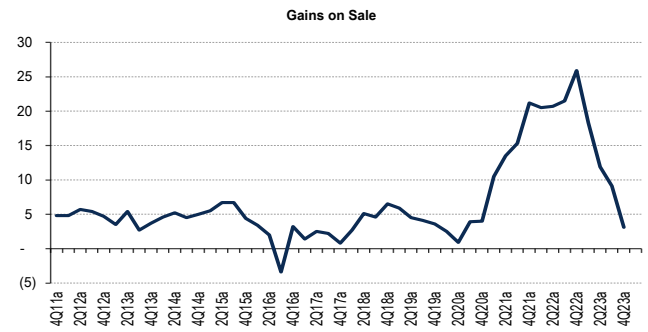


Source: BofA Global Research and company reports.

BofA GLOBAL RESEARCH

**Exhibit 5: Werner Gains on Sale**

Gains on sale were \$3 million in 4Q23, below our \$7 million target.

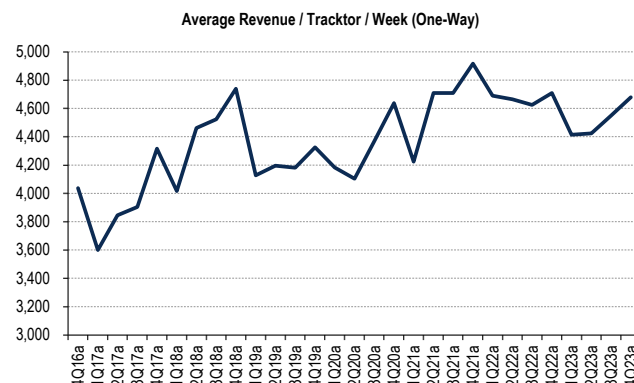


Source: BofA Global Research and company reports.

BofA GLOBAL RESEARCH

**Exhibit 6: Werner One-Way Revenue/Tractor/Week**

One-Way Rev/Tractor/Week was down 1% (vs our -5% target) aided by +9% in utilization (we had targeted +3%).

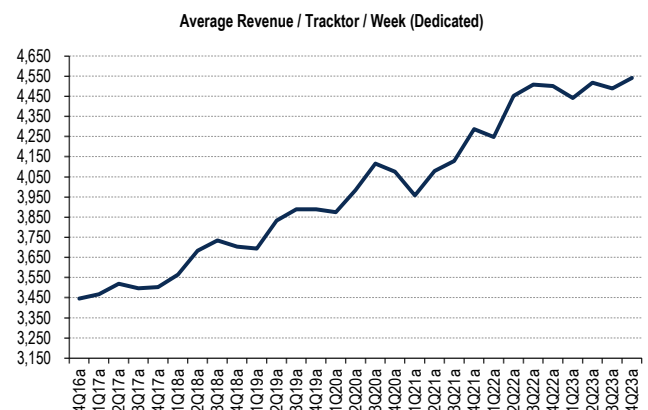


Source: BofA Global Research and company reports.

BofA GLOBAL RESEARCH

**Exhibit 7: Werner Dedicated Revenue/Tractor/Week**

Dedicated Rev/Tractor/Week was up 1%, above our flat target.



Source: BofA Global Research and company reports.

BofA GLOBAL RESEARCH

## Price objective basis & risk

### Werner Enterprises (WERN)

Our \$36 price objective is based on a 17x target multiple on our 2024 EPS estimate. Our target multiple is above the midpoint of its 13x-20x historical trading range as we move through trough earnings.

Downside risks to our price objective are an economic (or freight) downturn, trade of fleet growth for reduced incremental margins, a sustained rise in fuel prices which could increase costs, inability of the company to raise rates, a severe accident, rapidly rising costs (driver pay, insurance, claims, etc.), and larger-than-expected impact from regulatory changes (hours of service, CSA safety rules, electronic on board recorder enforcement, drug and alcohol clearinghouse limitations on drivers, which continue to cull the driver population).

Upside risks to our price objective are a faster than expected macro recovery, acceleration in spot trucking rates, better than expected Dedicated pricing renewals and higher fleet growth.

## Analyst Certification

I, Ken Hoexter, hereby certify that the views expressed in this research report accurately reflect my personal views about the subject securities and issuers. I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the specific recommendations or view expressed in this research report.

### US - Transportation Coverage Cluster

Investment rating	Company	BofA Ticker	Bloomberg symbol	Analyst
<b>BUY</b>				
	Canadian Pacific Kansas City Ltd	CP	CP US	Ken Hoexter
	CSX Corporation	CSX	CSX US	Ken Hoexter
	FedEx Corp.	FDX	FDX US	Ken Hoexter
	J.B. Hunt Transport Services	JBHT	JBHT US	Ken Hoexter
	Kirby Corp	KEX	KEX US	Ken Hoexter
	Knight-Swift Transportation Holdings Inc	KNX	KNX US	Ken Hoexter
	Norfolk Southern	NSC	NSC US	Ken Hoexter
	Old Dominion Freight Line	ODFL	ODFL US	Ken Hoexter
	RXO, Inc.	RXO	RXO US	Ken Hoexter
	Saia Inc.	SAIA	SAIA US	Ken Hoexter
	Teekay Tankers Limited	TNK	TNK US	Ken Hoexter
	Union Pacific	UNP	UNP US	Ken Hoexter
	Wabtec Corp.	WAB	WAB US	Ken Hoexter
	XPO, Inc.	XPO	XPO US	Ken Hoexter
<b>NEUTRAL</b>				
	Canadian National	CNI	CNI US	Ken Hoexter
	Schneider National	SNDR	SNDR US	Ken Hoexter
	Scorpio Tankers Inc.	STNG	STNG US	Ken Hoexter
	TFI International	TFII	TFII US	Ken Hoexter
	TFI International	YTFII	TFII CN	Ken Hoexter
	UPS	UPS	UPS US	Ken Hoexter
<b>UNDERPERFORM</b>				
	ArcBest Corporation	ARCB	ARCB US	Ken Hoexter
	C.H. Robinson	CHRW	CHRW US	Ken Hoexter
	The Greenbrier Companies	GBX	GBX US	Ken Hoexter
	Werner Enterprises	WERN	WERN US	Ken Hoexter
	World Kinect	WKC	WKC US	Ken Hoexter



## iQmethod<sup>SM</sup> Measures Definitions

### Business Performance

Return On Capital Employed

Return On Equity

Operating Margin

Earnings Growth

Free Cash Flow

### Quality of Earnings

Cash Realization Ratio

Asset Replacement Ratio

Tax Rate

Net Debt-To-Equity Ratio

Interest Cover

### Valuation Toolkit

Price / Earnings Ratio

Price / Book Value

Dividend Yield

Free Cash Flow Yield

Enterprise Value / Sales

EV / EBITDA

### Numerator

$\text{NOPAT} = (\text{EBIT} + \text{Interest Income}) \times (1 - \text{Tax Rate}) + \text{Goodwill Amortization}$

Net Income

Operating Profit

Expected 5 Year CAGR From Latest Actual

Cash Flow From Operations – Total Capex

### Numerator

Cash Flow From Operations

Capex

Tax Charge

Net Debt = Total Debt – Cash & Equivalents

EBIT

### Numerator

Current Share Price

Current Share Price

Annualised Declared Cash Dividend

Cash Flow From Operations – Total Capex

$\text{EV} = \text{Current Share Price} \times \text{Current Shares} + \text{Minority Equity} + \text{Net Debt} +$

Other LT Liabilities

Enterprise Value

### Denominator

$\text{Total Assets} - \text{Current Liabilities} + \text{ST Debt} + \text{Accumulated Goodwill}$

Amortization

Shareholders' Equity

Sales

N/A

N/A

### Denominator

Net Income

Depreciation

Pre-Tax Income

Total Equity

Interest Expense

### Denominator

Diluted Earnings Per Share (Basis As Specified)

Shareholders' Equity / Current Basic Shares

Current Share Price

$\text{Market Cap} = \text{Current Share Price} \times \text{Current Basic Shares}$

Sales

Basic EBIT + Depreciation + Amortization

iQmethod<sup>SM</sup> is the set of BofA Global Research standard measures that serve to maintain global consistency under three broad headings: Business Performance, Quality of Earnings, and validations. The key features of iQmethod are: A consistently structured, detailed, and transparent methodology. Guidelines to maximize the effectiveness of the comparative valuation process, and to identify some common pitfalls.

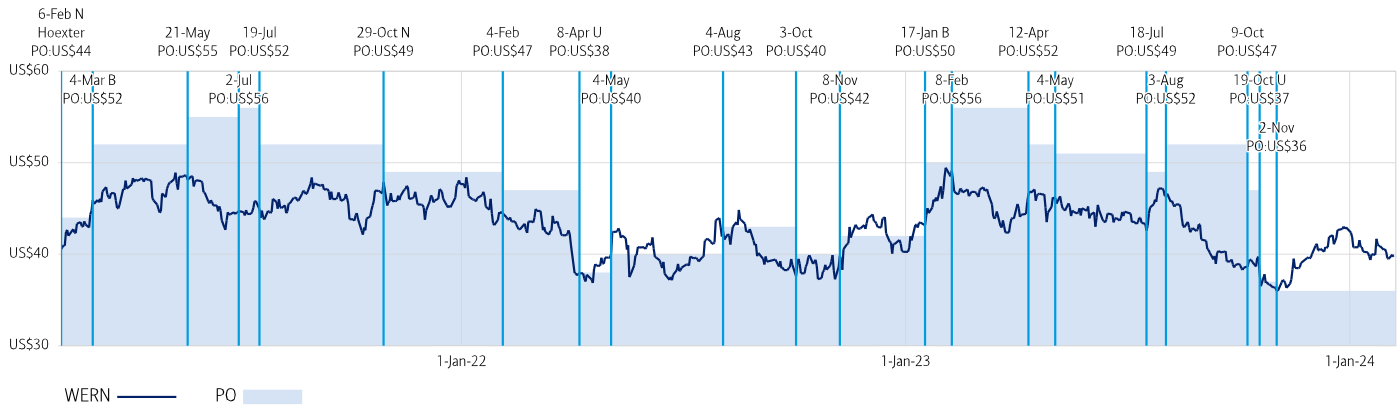
iQdatabase<sup>®</sup> is our real-time global research database that is sourced directly from our equity analysts' earnings models and includes forecasted as well as historical data for income statements, balance sheets, and cash flow statements for companies covered by BofA Global Research.

iQprofile<sup>SM</sup>, iQmethod<sup>SM</sup> are service marks of Bank of America Corporation. iQdatabase<sup>®</sup> is a registered service mark of Bank of America Corporation.

# Disclosures

## Important Disclosures

### Werner Enterpris (WERN) Price Chart



WERN — PO —  
B: Buy, N: Neutral, U: Underperform, PO: Price Objective, NA: No longer valid, NR: No Rating

The Investment Opinion System is contained at the end of the report under the heading "Fundamental Equity Opinion Key". Dark grey shading indicates the security is restricted with the opinion suspended. Medium grey shading indicates the security is under review with the opinion withdrawn. Light grey shading indicates the security is not covered. Chart is current as of a date no more than one trading day prior to the date of the report.

### Equity Investment Rating Distribution: Transport/Infrastructure Group (as of 31 Dec 2023)

Coverage Universe	Count	Percent	Inv. Banking Relationships <sup>R1</sup>	Count	Percent
Buy	67	50.38%	Buy	44	65.67%
Hold	31	23.31%	Hold	13	41.94%
Sell	35	26.32%	Sell	17	48.57%

### Equity Investment Rating Distribution: Global Group (as of 31 Dec 2023)

Coverage Universe	Count	Percent	Inv. Banking Relationships <sup>R1</sup>	Count	Percent
Buy	1895	53.62%	Buy	1083	57.15%
Hold	832	23.54%	Hold	454	54.57%
Sell	807	22.84%	Sell	383	47.46%

<sup>R1</sup> Issuers that were investment banking clients of BofA Securities or one of its affiliates within the past 12 months. For purposes of this Investment Rating Distribution, the coverage universe includes only stocks. A stock rated Neutral is included as a Hold, and a stock rated Underperform is included as a Sell.

**FUNDAMENTAL EQUITY OPINION KEY:** Opinions include a Volatility Risk Rating, an Investment Rating and an Income Rating. **VOLATILITY RISK RATINGS**, indicators of potential price fluctuation, are: A - Low, B - Medium and C - High. **INVESTMENT RATINGS** reflect the analyst's assessment of both a stock's absolute total return potential as well as its attractiveness for investment relative to other stocks within its Coverage Cluster (defined below). Our investment ratings are: 1 - Buy stocks are expected to have a total return of at least 10% and are the most attractive stocks in the coverage cluster; 2 - Neutral stocks are expected to remain flat or increase in value and are less attractive than Buy rated stocks and 3 - Underperform stocks are the least attractive stocks in a coverage cluster. An investment rating of 6 (No Rating) indicates that a stock is no longer trading on the basis of fundamentals. Analysts assign investment ratings considering, among other things, the 0-12 month total return expectation for a stock and the firm's guidelines for ratings dispersions (shown in the table below). The current price objective for a stock should be referenced to better understand the total return expectation at any given time. The price objective reflects the analyst's view of the potential price appreciation (depreciation).

Investment rating	Total return expectation (within 12-month period of date of initial rating)	Ratings dispersion guidelines for coverage cluster <sup>R2</sup>
Buy	≥ 10%	≤ 70%
Neutral	≥ 0%	≤ 30%
Underperform	N/A	≥ 20%

<sup>R2</sup> Ratings dispersions may vary from time to time where BofA Global Research believes it better reflects the investment prospects of stocks in a Coverage Cluster.

**INCOME RATINGS**, indicators of potential cash dividends, are: 7 - same/higher (dividend considered to be secure), 8 - same/lower (dividend not considered to be secure) and 9 - pays no cash dividend. **Coverage Cluster** is comprised of stocks covered by a single analyst or two or more analysts sharing a common industry, sector, region or other classification(s). A stock's coverage cluster is included in the most recent BofA Global Research report referencing the stock.

Price Charts for the securities referenced in this research report are available on the [Price Charts website](#), or call 1-800-MERRILL to have them mailed.

BofAS or one of its affiliates acts as a market maker for the equity securities recommended in the report: Werner Enterpris.

BofAS or an affiliate has received compensation from the issuer for non-investment banking services or products within the past 12 months: Werner Enterpris.

The issuer is or was, within the last 12 months, a non-securities business client of BofAS and/or one or more of its affiliates: Werner Enterpris.

BofAS or one of its affiliates is willing to sell to, or buy from, clients the common equity of the issuer on a principal basis: Werner Enterpris.

BofA Global Research personnel (including the analyst(s) responsible for this report) receive compensation based upon, among other factors, the overall profitability of Bank of America Corporation, including profits derived from investment banking. The analyst(s) responsible for this report may also receive compensation based upon, among other factors, the overall profitability of the Bank's sales and trading businesses relating to the class of securities or financial instruments for which such analyst is responsible.





## Other Important Disclosures

From time to time research analysts conduct site visits of covered issuers. BofA Global Research policies prohibit research analysts from accepting payment or reimbursement for travel expenses from the issuer for such visits.

Prices are indicative and for information purposes only. Except as otherwise stated in the report, for any recommendation in relation to an equity security, the price referenced is the publicly traded price of the security as of close of business on the day prior to the date of the report or, if the report is published during intraday trading, the price referenced is indicative of the traded price as of the date and time of the report and in relation to a debt security (including equity preferred and CDS), prices are indicative as of the date and time of the report and are from various sources including BofA Securities trading desks.

The date and time of completion of the production of any recommendation in this report shall be the date and time of dissemination of this report as recorded in the report timestamp.

Recipients who are not institutional investors or market professionals should seek the advice of their independent financial advisor before considering information in this report in connection with any investment decision, or for a necessary explanation of its contents.

Officers of BofAS or one or more of its affiliates (other than research analysts) may have a financial interest in securities of the issuer(s) or in related investments.

Refer to [BofA Global Research policies relating to conflicts of interest](#).

**'BofA Securities' includes BofA Securities, Inc. ('BofAS') and its affiliates. Investors should contact their BofA Securities representative or Merrill Global Wealth Management financial advisor if they have questions concerning this report or concerning the appropriateness of any investment idea described herein for such investor. 'BofA Securities' is a global brand for BofA Global Research.**

### Information relating to Non-US affiliates of BofA Securities and Distribution of Affiliate Research Reports:

BofAS and/or Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") may in the future distribute, information of the following non-US affiliates in the US (short name: legal name, regulator): Merrill Lynch (South Africa): Merrill Lynch South Africa (Pty) Ltd., regulated by The Financial Service Board; MLI (UK): Merrill Lynch International, regulated by the Financial Conduct Authority (FCA) and the Prudential Regulation Authority (PRA); BofASE (France): BofA Securities Europe SA is authorized by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) and regulated by the ACPR and the Autorité des Marchés Financiers (AMF). BofA Securities Europe SA ("BofASE") with registered address at 51, rue La Boétie, 75008 Paris is registered under no 842 602 690 RCS Paris. In accordance with the provisions of French Code Monétaire et Financier (Monetary and Financial Code), BofASE is an établissement de crédit et d'investissement (credit and investment institution) that is authorised and supervised by the European Central Bank and the Autorité de Contrôle Prudentiel et de Résolution (ACPR) and regulated by the ACPR and the Autorité des Marchés Financiers. BofASE's share capital can be found at [www.bofam.com/BofASEdisclaimer](http://www.bofam.com/BofASEdisclaimer); BofA Europe (Milan): Bank of America Europe Designated Activity Company, Milan Branch, regulated by the Bank of Italy, the European Central Bank (ECB) and the Central Bank of Ireland (CBI); BofA Europe (Frankfurt): Bank of America Europe Designated Activity Company, Frankfurt Branch regulated by BaFin, the ECB and the CBI; BofA Europe (Madrid): Bank of America Europe Designated Activity Company, Sucursal en España, regulated by the Bank of Spain, the ECB and the CBI; Merrill Lynch (Australia): Merrill Lynch Equities (Australia) Limited, regulated by the Australian Securities and Investments Commission; Merrill Lynch (Hong Kong): Merrill Lynch (Asia Pacific) Limited, regulated by the Hong Kong Securities and Futures Commission (HKSF); Merrill Lynch (Singapore): Merrill Lynch (Singapore) Pte Ltd, regulated by the Monetary Authority of Singapore (MAS); Merrill Lynch (Canada): Merrill Lynch Canada Inc, regulated by the Canadian Investment Regulatory Organization; Merrill Lynch (Mexico): Merrill Lynch Mexico, SA de CV, Casa de Bolsa, regulated by the Comisión Nacional Bancaria y de Valores; Merrill Lynch (Argentina): Merrill Lynch Argentina SA, regulated by Comisión Nacional de Valores; BofAS Japan: BofA Securities Japan Co., Ltd., regulated by the Financial Services Agency; Merrill Lynch (Seoul): Merrill Lynch International, LLC Seoul Branch, regulated by the Financial Supervisory Service; Merrill Lynch (Taiwan): Merrill Lynch Securities (Taiwan) Ltd., regulated by the Securities and Futures Bureau; BofAS India: BofA Securities India Limited, regulated by the Securities and Exchange Board of India (SEBI); Merrill Lynch (Israel): Merrill Lynch Israel Limited, regulated by Israel Securities Authority; Merrill Lynch (DIFC): Merrill Lynch International (DIFC Branch), regulated by the Dubai Financial Services Authority (DFSA); Merrill Lynch (Brazil): Merrill Lynch S.A. Corretora de Títulos e Valores Mobiliários, regulated by Comissão de Valores Mobiliários; Merrill Lynch KSA Company: Merrill Lynch Kingdom of Saudi Arabia Company, regulated by the Capital Market Authority.

This information: has been approved for publication and is distributed in the United Kingdom (UK) to professional clients and eligible counterparties (as each is defined in the rules of the FCA and the PRA) by MLI (UK), which is authorized by the PRA and regulated by the FCA and the PRA - details about the extent of our regulation by the FCA and PRA are available from us on request; has been approved for publication and is distributed in the European Economic Area (EEA) by BofASE (France), which is authorized by the ACPR and regulated by the ACPR and the AMF; has been considered and distributed in Japan by BofAS Japan, a registered securities dealer under the Financial Instruments and Exchange Act in Japan, or its permitted affiliates; is issued and distributed in Hong Kong by Merrill Lynch (Hong Kong) which is regulated by HKSF; is issued and distributed in Taiwan by Merrill Lynch (Taiwan); is issued and distributed in India by BofAS India; and is issued and distributed in Singapore to institutional investors and/or accredited investors (each as defined under the Financial Advisers Regulations) by Merrill Lynch (Singapore) (Company Registration No 198602883D). Merrill Lynch (Singapore) is regulated by MAS. Merrill Lynch Equities (Australia) Limited (ABN 65 006 276 795), AFS License 235132 (MLEA) distributes this information in Australia only to 'Wholesale' clients as defined by s.761G of the Corporations Act 2001. With the exception of Bank of America N.A., Australia Branch, neither MLEA nor any of its affiliates involved in preparing this information is an Authorised Deposit-Taking Institution under the Banking Act 1959 nor regulated by the Australian Prudential Regulation Authority. No approval is required for publication or distribution of this information in Brazil and its local distribution is by Merrill Lynch (Brazil) in accordance with applicable regulations. Merrill Lynch (DIFC) is authorized and regulated by the DFSA. Information prepared and issued by Merrill Lynch (DIFC) is done so in accordance with the requirements of the DFSA conduct of business rules. BofA Europe (Frankfurt) distributes this information in Germany and is regulated by BaFin, the ECB and the CBI. BofA Securities entities, including BofA Europe and BofASE (France), may outsource/delegate the marketing and/or provision of certain research services or aspects of research services to other branches or members of the BofA Securities group. You may be contacted by a different BofA Securities entity acting for and on behalf of your service provider where permitted by applicable law. This does not change your service provider. Please refer to the [Electronic Communications Disclaimers](#) for further information.

This information has been prepared and issued by BofAS and/or one or more of its non-US affiliates. The author(s) of this information may not be licensed to carry on regulated activities in your jurisdiction and, if not licensed, do not hold themselves out as being able to do so. BofAS and/or MLPF&S is the distributor of this information in the US and accepts full responsibility for information distributed to BofAS and/or MLPF&S clients in the US by its non-US affiliates. Any US person receiving this information and wishing to effect any transaction in any security discussed herein should do so through BofAS and/or MLPF&S and not such foreign affiliates. Hong Kong recipients of this information should contact Merrill Lynch (Asia Pacific) Limited in respect of any matters relating to dealing in securities or provision of specific advice on securities or any other matters arising from, or in connection with, this information. Singapore recipients of this information should contact Merrill Lynch (Singapore) Pte Ltd in respect of any matters arising from, or in connection with, this information. For clients that are not accredited investors, expert investors or institutional investors Merrill Lynch (Singapore) Pte Ltd accepts full responsibility for the contents of this information distributed to such clients in Singapore.

### General Investment Related Disclosures:

Taiwan Readers: Neither the information nor any opinion expressed herein constitutes an offer or a solicitation of an offer to transact in any securities or other financial instrument. No part of this report may be used or reproduced or quoted in any manner whatsoever in Taiwan by the press or any other person without the express written consent of BofA Securities.

This document provides general information only, and has been prepared for, and is intended for general distribution to, BofA Securities clients. Neither the information nor any opinion expressed constitutes an offer or an invitation to make an offer, to buy or sell any securities or other financial instrument or any derivative related to such securities or instruments (e.g., options, futures, warrants, and contracts for differences). This document is not intended to provide personal investment advice and it does not take into account the specific investment objectives, financial situation and the particular needs of, and is not directed to, any specific person(s). This document and its content do not constitute, and should not be considered to constitute, investment advice for purposes of ERISA, the US tax code, the Investment Advisers Act or otherwise. Investors should seek financial advice regarding the appropriateness of investing in financial instruments and implementing investment strategies discussed or recommended in this document and should understand that statements regarding future prospects may not be realized. Any decision to purchase or subscribe for securities in any offering must be based solely on existing public information on such security or the information in the prospectus or other offering document issued in connection with such offering, and not on this document.

Securities and other financial instruments referred to herein, or recommended, offered or sold by BofA Securities, are not insured by the Federal Deposit Insurance Corporation and are not deposits or other obligations of any insured depository institution (including, Bank of America, N.A.). Investments in general and, derivatives, in particular, involve numerous risks, including, among others, market risk, counterparty default risk and liquidity risk. No security, financial instrument or derivative is suitable for all investors. Digital assets are extremely speculative, volatile and are largely unregulated. In some cases, securities and other financial instruments may be difficult to value or sell and reliable information about the value or risks related to the security or financial instrument may be difficult to obtain. Investors should note that income from such securities and other financial instruments, if any, may fluctuate and that price or value of such



securities and instruments may rise or fall and, in some cases, investors may lose their entire principal investment. Past performance is not necessarily a guide to future performance. Levels and basis for taxation may change.

This report may contain a short-term trading idea or recommendation, which highlights a specific near-term catalyst or event impacting the issuer or the market that is anticipated to have a short-term price impact on the equity securities of the issuer. Short-term trading ideas and recommendations are different from and do not affect a stock's fundamental equity rating, which reflects both a longer term total return expectation and attractiveness for investment relative to other stocks within its Coverage Cluster. Short-term trading ideas and recommendations may be more or less positive than a stock's fundamental equity rating.

BoFA Securities is aware that the implementation of the ideas expressed in this report may depend upon an investor's ability to "short" securities or other financial instruments and that such action may be limited by regulations prohibiting or restricting "shortselling" in many jurisdictions. Investors are urged to seek advice regarding the applicability of such regulations prior to executing any short idea contained in this report.

Foreign currency rates of exchange may adversely affect the value, price or income of any security or financial instrument mentioned herein. Investors in such securities and instruments, including ADRs, effectively assume currency risk.

BoFA or one of its affiliates is a regular issuer of traded financial instruments linked to securities that may have been recommended in this report. BoFA or one of its affiliates may, at any time, hold a trading position (long or short) in the securities and financial instruments discussed in this report.

BoFA Securities, through business units other than BoFA Global Research, may have issued and may in the future issue trading ideas or recommendations that are inconsistent with, and reach different conclusions from, the information presented herein. Such ideas or recommendations may reflect different time frames, assumptions, views and analytical methods of the persons who prepared them, and BoFA Securities is under no obligation to ensure that such other trading ideas or recommendations are brought to the attention of any recipient of this information.

In the event that the recipient received this information pursuant to a contract between the recipient and BoFA for the provision of research services for a separate fee, and in connection therewith BoFA may be deemed to be acting as an investment adviser, such status relates, if at all, solely to the person with whom BoFA has contracted directly and does not extend beyond the delivery of this report (unless otherwise agreed specifically in writing by BoFA). If such recipient uses the services of BoFA in connection with the sale or purchase of a security referred to herein, BoFA may act as principal for its own account or as agent for another person. BoFA is and continues to act solely as a broker-dealer in connection with the execution of any transactions, including transactions in any securities referred to herein.

#### **BoFA ESGMeter Methodology:**

ESGMeter is a proprietary metric based on quantitative analysis and fundamental analyst inputs that reflects our assessment of a company's Environmental, Social and Governance-related attributes. The ESGMeter is intended to indicate a company's likelihood of experiencing stronger financial stability (higher return on equity and lower earnings and price volatility) over the next three years relative to peer group. There are three ESGMeter levels - Low, Medium, and High - which indicate whether a company has attributes most likely to translate into superior financial stability (in the case of a High level) or weaker financial stability (in the case of a Low level) over the next three years relative to its peer group. A Medium level suggests that a company exhibits ESG characteristics that are likely associated with financial stability results in line with its peer group over the next three years. Full details of our methodology, financial stability definition and disclaimers are available at [BoFA ESGMeter methodology](#). ESGMeter is not indicative of a company's future stock price performance and is not an investment recommendation or rating.

ESGMeter is independent of the BoFA Global Research fundamental equity analyst's investment rating, volatility risk rating, income rating or price objective for that company.

#### **Copyright and General Information:**

Copyright 2024 Bank of America Corporation. All rights reserved. iQdatabase® is a registered service mark of Bank of America Corporation. This information is prepared for the use of BoFA Securities clients and may not be redistributed, retransmitted or disclosed, in whole or in part, or in any form or manner, without the express written consent of BoFA Securities. BoFA Global Research information is distributed simultaneously to internal and client websites and other portals by BoFA Securities and is not publicly-available material. Any unauthorized use or disclosure is prohibited. Receipt and review of this information constitutes your agreement not to redistribute, retransmit, or disclose to others the contents, opinions, conclusion, or information contained herein (including any investment recommendations, estimates or price targets) without first obtaining express permission from an authorized officer of BoFA Securities.

Materials prepared by BoFA Global Research personnel are based on public information. Facts and views presented in this material have not been reviewed by, and may not reflect information known to, professionals in other business areas of BoFA Securities, including investment banking personnel. BoFA Securities has established information barriers between BoFA Global Research and certain business groups. As a result, BoFA Securities does not disclose certain client relationships with, or compensation received from, such issuers. To the extent this material discusses any legal proceeding or issues, it has not been prepared as nor is it intended to express any legal conclusion, opinion or advice. Investors should consult their own legal advisers as to issues of law relating to the subject matter of this material. BoFA Global Research personnel's knowledge of legal proceedings in which any BoFA Securities entity and/or its directors, officers and employees may be plaintiffs, defendants, co-defendants or co-plaintiffs with or involving issuers mentioned in this material is based on public information. Facts and views presented in this material that relate to any such proceedings have not been reviewed by, discussed with, and may not reflect information known to, professionals in other business areas of BoFA Securities in connection with the legal proceedings or matters relevant to such proceedings.

This information has been prepared independently of any issuer of securities mentioned herein and not in connection with any proposed offering of securities or as agent of any issuer of any securities. None of BoFA or any of its affiliates or their research analysts has any authority whatsoever to make any representation or warranty on behalf of the issuer(s). BoFA Global Research policy prohibits research personnel from disclosing a recommendation, investment rating, or investment thesis for review by an issuer prior to the publication of a research report containing such rating, recommendation or investment thesis.

Any information relating to the tax status of financial instruments discussed herein is not intended to provide tax advice or to be used by anyone to provide tax advice. Investors are urged to seek tax advice based on their particular circumstances from an independent tax professional.

The information herein (other than disclosure information relating to BoFA Securities and its affiliates) was obtained from various sources and we do not guarantee its accuracy. This information may contain links to third-party websites. BoFA Securities is not responsible for the content of any third-party website or any linked content contained in a third-party website. Content contained on such third-party websites is not part of this information and is not incorporated by reference. The inclusion of a link does not imply any endorsement by or any affiliation with BoFA Securities. Access to any third-party website is at your own risk, and you should always review the terms and privacy policies at third-party websites before submitting any personal information to them. BoFA Securities is not responsible for such terms and privacy policies and expressly disclaims any liability for them.

All opinions, projections and estimates constitute the judgment of the author as of the date of publication and are subject to change without notice. Prices also are subject to change without notice. BoFA Securities is under no obligation to update this information and BoFA Securities ability to publish information on the subject issuer(s) in the future is subject to applicable quiet periods. You should therefore assume that BoFA Securities will not update any fact, circumstance or opinion contained herein.

Subject to the quiet period applicable under laws of the various jurisdictions in which we distribute research reports and other legal and BoFA Securities policy-related restrictions on the publication of research reports, fundamental equity reports are produced on a regular basis as necessary to keep the investment recommendation current.

Certain outstanding reports or investment opinions relating to securities, financial instruments and/or issuers may no longer be current. Always refer to the most recent research report relating to an issuer prior to making an investment decision.

In some cases, an issuer may be classified as Restricted or may be Under Review or Extended Review. In each case, investors should consider any investment opinion relating to such issuer (or its security and/or financial instruments) to be suspended or withdrawn and should not rely on the analyses and investment opinion(s) pertaining to such issuer (or its securities and/or financial instruments) nor should the analyses or opinion(s) be considered a solicitation of any kind. Sales persons and financial advisors affiliated with BoFA or any of its affiliates may not solicit purchases of securities or financial instruments that are Restricted or Under Review and may only solicit securities under Extended Review in accordance with firm policies.

Neither BoFA Securities nor any officer or employee of BoFA Securities accepts any liability whatsoever for any direct, indirect or consequential damages or losses arising from any use of this information.