UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended March 31, 2023
☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Transition Period From to

Commission File Number: 000-23189

C.H. ROBINSON WORLDWIDE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**41-1883630**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

14701 Charlson Road
Eden Prairie, MN 55347
(Address of principal executive offices, including zip code)

952-937-8500
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.10 par value	CHRW	Nasdaq Global Select Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Date File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐	Emerging growth company	☐
Non-accelerated filer	☐	Smaller reporting company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 26, 2023, the number of shares outstanding of the registrant's Common Stock, par value $0.10 per share, was 116,438,842.

C.H. ROBINSON WORLDWIDE, INC.

TABLE OF CONTENTS

PART I. Financial Information

PART II. Other Information

PART I - FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

C.H. ROBINSON WORLDWIDE, INC.
Condensed Consolidated Balance Sheets
(unaudited, in thousands, except per share data)

	March 31, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	$ 239,160	$ 217,482
Receivables, net of allowance for credit loss of $18,567 and $28,749	2,681,580	2,991,753
Contract assets, net of allowance for credit loss	191,711	257,597
Prepaid expenses and other	122,195	122,406
Total current assets	3,234,646	3,589,238
Property and equipment, net of accumulated depreciation and amortization	160,864	159,432
Goodwill	1,470,686	1,470,813
Other intangible assets, net of accumulated amortization	58,397	64,026
Right-of-use lease assets	357,044	372,141
Deferred tax assets	190,919	181,602
Other assets	123,028	117,312
Total assets	$ 5,595,584	$ 5,954,564
LIABILITIES AND STOCKHOLDERS' INVESTMENT		
Current liabilities:		
Accounts payable	$ 1,411,371	$ 1,466,998
Outstanding checks	71,876	103,561
Accrued expenses:		
Compensation	108,069	242,605
Transportation expense	145,210	199,092
Income taxes	9,333	15,210
Other accrued liabilities	176,292	168,009
Current lease liabilities	72,958	73,722
Current portion of debt	952,759	1,053,655
Total current liabilities	2,947,868	3,322,852
Long-term debt	920,272	920,049
Noncurrent lease liabilities	301,168	313,742
Noncurrent income taxes payable	27,009	28,317
Deferred tax liabilities	15,330	14,256
Other long-term liabilities	2,549	1,926
Total liabilities	4,214,196	4,601,142
Stockholders' investment:		
Preferred stock, $0.10 par value, 20,000 shares authorized; no shares issued or outstanding	—	—
Common stock, $0.10 par value, 480,000 shares authorized; 179,204 and 179,204 shares issued, 116,437 and 116,323 outstanding	11,644	11,632
Additional paid-in capital	730,363	743,288
Retained earnings	5,631,750	5,590,440
Accumulated other comprehensive loss	(86,383)	(88,860)
Treasury stock at cost (62,767 and 62,881 shares)	(4,905,986)	(4,903,078)
Total stockholders' investment	1,381,388	1,353,422
Total liabilities and stockholders' investment	$ 5,595,584	$ 5,954,564

See accompanying notes to the condensed consolidated financial statements.

C.H. ROBINSON WORLDWIDE, INC.
Condensed Consolidated Statements of Operations and Comprehensive Income
(unaudited, in thousands except per share data)

	Three Months Ended March 31,	
	2023	2022
Revenues:		
Transportation	$ 4,327,965	$ 6,528,351
Sourcing	283,705	287,602
Total revenues	4,611,670	6,815,953
Costs and expenses:		
Purchased transportation and related services	3,671,031	5,650,224
Purchased products sourced for resale	254,999	259,533
Personnel expenses	383,106	413,361
Other selling, general, and administrative expenses	141,501	147,361
Total costs and expenses	4,450,637	6,470,479
Income from operations	161,033	345,474
Interest and other income/expense, net	(28,265)	(14,174)
Income before provision for income taxes	132,768	331,300
Provision for income taxes	17,877	60,952
Net income	114,891	270,348
Other comprehensive income	2,477	6,870
Comprehensive income	$ 117,368	$ 277,218
Basic net income per share	$ 0.97	$ 2.07
Diluted net income per share	$ 0.96	$ 2.05
Basic weighted average shares outstanding	118,636	130,499
Dilutive effect of outstanding stock awards	1,273	1,656
Diluted weighted average shares outstanding	119,909	132,155

See accompanying notes to the condensed consolidated financial statements.

C.H. ROBINSON WORLDWIDE, INC.
Condensed Consolidated Statements of Stockholders' Investment
(unaudited, in thousands, except per share data)

	Common Shares Outstanding	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Stockholders' Investment
Balance December 31, 2022	116,323	$ 11,632	$ 743,288	$ 5,590,440	$ (88,860)	$ (4,903,078)	$ 1,353,422
Net income				114,891			114,891
Foreign currency adjustments					2,477		2,477
Dividends declared, $0.61 per share				(73,581)			(73,581)
Stock issued for employee benefit plans	430	44	(28,532)			28,113	(375)
Stock-based compensation expense	—	—	15,607			—	15,607
Repurchase of common stock	(316)	(32)				(31,021)	(31,053)
Balance March 31, 2023	116,437	$ 11,644	$ 730,363	$ 5,631,750	$ (86,383)	$ (4,905,986)	$ 1,381,388

	Common Shares Outstanding	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Stockholders' Investment
Balance December 31, 2021	129,186	$ 12,919	$ 673,628	$ 4,936,861	$ (61,134)	$ (3,540,340)	$ 2,021,934
Net income				270,348			270,348
Foreign currency adjustments					6,870		6,870
Dividends declared, $0.55 per share				(72,542)			(72,542)
Stock issued for employee benefit plans	418	42	(17,377)			26,239	8,904
Stock-based compensation expense	—	—	24,606			—	24,606
Repurchase of common stock	(1,593)	(160)				(164,458)	(164,618)
Balance March 31, 2022	128,011	$ 12,801	$ 680,857	$ 5,134,667	$ (54,264)	$ (3,678,559)	$ 2,095,502

See accompanying notes to the condensed consolidated financial statements.

C.H. ROBINSON WORLDWIDE, INC.
Condensed Consolidated Statements of Cash Flows
(unaudited, in thousands)

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
OPERATING ACTIVITIES		
Net income	$ 114,891	$ 270,348
Adjustments to reconcile net income to net cash used for operating activities:		
Depreciation and amortization	24,380	22,486
Provision for credit losses	(6,637)	1,672
Stock-based compensation	15,607	24,606
Deferred income taxes	(10,272)	(2,916)
Excess tax benefit on stock-based compensation	(7,011)	(4,965)
Other operating activities	942	42
Changes in operating elements, net of acquisitions:		
Receivables	326,244	(424,025)
Contract assets	66,124	(51,439)
Prepaid expenses and other	433	(11,924)
Accounts payable and outstanding checks	(90,724)	143,980
Accrued compensation	(134,795)	(79,885)
Accrued transportation expense	(53,882)	42,825
Accrued income taxes	(40)	48,502
Other accrued liabilities	8,169	8,099
Other assets and liabilities	1,115	(1,334)
Net cash provided by (used for) operating activities	254,544	(13,928)
INVESTING ACTIVITIES		
Purchases of property and equipment	(11,371)	(10,046)
Purchases and development of software	(15,579)	(16,183)
Proceeds from sale of property and equipment	—	2,250
Net cash used for investing activities	(26,950)	(23,979)
FINANCING ACTIVITIES		
Proceeds from stock issued for employee benefit plans	19,673	25,366
Stock tendered for payment of withholding taxes	(20,048)	(16,462)
Repurchase of common stock	(31,182)	(161,279)
Cash dividends	(73,435)	(72,855)
Proceeds from long-term borrowings	—	200,000
Proceeds from short-term borrowings	739,000	1,062,000
Payments on short-term borrowings	(840,000)	(1,015,000)
Net cash (used for) provided by financing activities	(205,992)	21,770
Effect of exchange rates on cash and cash equivalents	76	1,533
Net change in cash and cash equivalents	21,678	(14,604)
Cash and cash equivalents, beginning of period	217,482	257,413
Cash and cash equivalents, end of period	$ 239,160	$ 242,809

See accompanying notes to the condensed consolidated financial statements.

C.H. ROBINSON WORLDWIDE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION

C.H. Robinson Worldwide, Inc. and our subsidiaries ("the company," "we," "us," or "our") are a global provider of transportation services and logistics solutions operating through a network of offices located in North America, Europe, Asia, Oceania, South America, and the Middle East. The consolidated financial statements include the accounts of C.H. Robinson Worldwide, Inc. and our majority owned and controlled subsidiaries. Our minority interests in subsidiaries are not significant. All intercompany transactions and balances have been eliminated in the consolidated financial statements.

Our reportable segments are North American Surface Transportation ("NAST") and Global Forwarding, with all other segments included in All Other and Corporate. The All Other and Corporate reportable segment includes Robinson Fresh, Managed Services, Other Surface Transportation outside of North America, and other miscellaneous revenues and unallocated corporate expenses. For financial information concerning our reportable segments, refer to Note 8, *Segment Reporting*.

The condensed consolidated financial statements, which are unaudited, have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). In our opinion, these financial statements include all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the financial statements for the interim periods presented. Interim results are not necessarily indicative of results for a full year.

Consistent with SEC rules and regulations, we have condensed or omitted certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States. You should read the condensed consolidated financial statements and related notes in conjunction with the consolidated financial statements and notes in our Annual Report on Form 10-K for the year ended December 31, 2022.

RECENTLY ISSUED ACCOUNTING STANDARDS

For the three months ended March 31, 2023, there were no recently issued or newly adopted accounting pronouncements that had, or are expected to have, a material impact to our consolidated financial statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Note 1 of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2022 includes a summary of the significant accounting policies and methods used in the preparation of our consolidated financial statements.

NOTE 2. GOODWILL AND OTHER INTANGIBLE ASSETS

The change in carrying amount of goodwill is as follows (in thousands):

	NAST	Global Forwarding	All Other and Corporate	Total
Balance, December 31, 2022	$ 1,188,076	$ 206,189	$ 76,548	$ 1,470,813
Foreign currency translation	(865)	408	330	(127)
Balance, March 31, 2023	$ 1,187,211	$ 206,597	$ 76,878	$ 1,470,686

Goodwill is tested at least annually for impairment on November 30, or more frequently if events or changes in circumstances indicate that the asset might be impaired. We first perform a qualitative assessment to determine whether it is more likely than not that the fair value of our reporting units is less than their respective carrying value ("Step Zero Analysis"). If the Step Zero Analysis indicates it is more likely than not that the fair value of our reporting units is less than their respective carrying value, an additional impairment assessment is performed ("Step One Analysis"). As part of our Step Zero Analysis, we determined that more likely than not criteria had not been met, and therefore a Step One Analysis was not required as of March 31, 2023.

Identifiable intangible assets consisted of the following (in thousands):

	March 31, 2023			December 31, 2022		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Finite-lived intangibles						
Customer relationships	$ 161,844	$ (112,047)	$ 49,797	$ 162,358	$ (106,932)	$ 55,426
Indefinite-lived intangibles						
Trademarks	8,600	—	8,600	8,600	—	8,600
Total intangibles	$ 170,444	$ (112,047)	$ 58,397	$ 170,958	$ (106,932)	$ 64,026

Amortization expense for other intangible assets is as follows (in thousands):

	Three Months Ended March 31,	
	2023	2022
Amortization expense	$ 5,815	$ 6,034

Finite-lived intangible assets, by reportable segment, as of March 31, 2023, will be amortized over their remaining lives as follows (in thousands):

	NAST	Global Forwarding	All Other and Corporate	Total
Remainder of 2023	$ 6,063	$ 7,986	$ 823	$ 14,872
2024	8,008	3,539	1,097	12,644
2025	7,857	2,322	1,097	11,276
2026	7,857	377	751	8,985
2027	1,310	—	503	1,813
Thereafter	—	—	207	207
Total				$ 49,797

NOTE 3. FAIR VALUE MEASUREMENT

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

- Level 1 — Quoted market prices in active markets for identical assets or liabilities.
- Level 2 — Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3 — Unobservable inputs reflecting the reporting entity’s own assumptions or external inputs from inactive markets.

A financial asset or liability’s classification within the hierarchy is determined based on the lowest level of input that is significant to the fair value measurement.

We had no Level 3 assets or liabilities as of and during the periods ended March 31, 2023 and December 31, 2022. There were no transfers between levels during the period.

NOTE 4. FINANCING ARRANGEMENTS

The components of our short-term and long-term debt and the associated interest rates were as follows (dollars in thousands):

	Average interest rate as of			Carrying value as of	
	March 31, 2023	December 31, 2022	Maturity	March 31, 2023	December 31, 2022
Revolving credit facility	5.97 %	— %	November 2027	$ 4,000	$ —
364-day revolving credit facility	5.62 %	5.12 %	May 2023	274,000	379,000
Senior Notes, Series A	3.97 %	3.97 %	August 2023	175,000	175,000
Senior Notes, Series B	4.26 %	4.26 %	August 2028	150,000	150,000
Senior Notes, Series C	4.60 %	4.60 %	August 2033	175,000	175,000
Receivables Securitization Facility (1)	5.57 %	5.01 %	November 2023	499,759	499,655
Senior Notes (1)	4.20 %	4.20 %	April 2028	595,272	595,049
Total debt				1,873,031	1,973,704
Less: Current maturities and short-term borrowing				(952,759)	(1,053,655)
Long-term debt				$ 920,272	$ 920,049

(1) Net of unamortized discounts and issuance costs.

SENIOR UNSECURED REVOLVING CREDIT FACILITY

We have a senior unsecured revolving credit facility (the "Credit Agreement") with a total availability of $1 billion and a maturity date of November 19, 2027. Borrowings under the Credit Agreement generally bear interest at a variable rate determined by a pricing schedule or the base rate (which is the highest of (a) the administrative agent's prime rate, (b) the federal funds rate plus 0.50 percent, or (c) the sum of one-month SOFR plus a specified margin). As of March 31, 2023, the variable rate equaled SOFR and a Credit Spread Adjustment of 0.10 percent plus 1.0 percent. In addition, there is a commitment fee on the average daily undrawn stated amount under the facility ranging from 0.07 percent to 0.15 percent. The recorded amount of borrowings outstanding, if any, approximates fair value because of the short maturity period of the debt; therefore, we consider these borrowings to be a Level 2 financial liability.

The Credit Agreement contains various restrictions and covenants that require us to maintain certain financial ratios, including a maximum leverage ratio of 3.75 to 1.00. The Credit Agreement also contains customary events of default.

364-DAY UNSECURED REVOLVING CREDIT FACILITY

On May 6, 2022, we entered into an unsecured revolving credit facility (the "364-day Credit Agreement") with a total availability of $500 million and a maturity date of May 5, 2023. Borrowings under the 364-day Credit Agreement generally bear interest at an alternate base rate plus a margin or a term SOFR-based rate plus a margin of 0.625 percent to 1.25 percent. The alternate base rate is determined by a pricing schedule (which is the highest of (a) 0 percent, (b) U.S. Bank's prime rate, (c) the federal funds effective rate plus 0.50 percent, or (d) a term SOFR-based rate plus 1.00 percent). In addition, there is a commitment fee on the aggregate unused commitments under the 364-day Credit Agreement ranging from 0.05 percent to 0.175 percent per annum. The recorded amount of borrowings outstanding approximates fair value because of the short maturity period of the debt.

The 364-day Credit Agreement contains various restrictions and covenants that require us to maintain certain financial ratios, including an initial maximum leverage ratio of 3.00 to 1.00. The 364-day Credit Agreement also contains customary events of default.

NOTE PURCHASE AGREEMENT

On August 23, 2013, we entered into a Note Purchase Agreement with certain institutional investors (the “Purchasers”). On August 27, 2013, the Purchasers purchased an aggregate principal amount of $500 million of our Senior Notes Series A, Senior Notes Series B, and Senior Notes Series C (collectively, the “Notes”). Interest on the Notes is payable semi-annually in arrears. The fair value of the Notes approximated $476.5 million on March 31, 2023. We estimate the fair value of the Notes primarily using an expected present value technique, which is based on observable market inputs using interest rates currently available to companies of similar credit standing for similar terms and remaining maturities and considering our own risk. If the Notes were recorded at fair value, they would be classified as Level 2. Series A matures in August 2023 and is classified as current portion of debt in our Condensed Consolidated Balance Sheets as of March 31, 2023.

The Note Purchase Agreement contains various restrictions and covenants that require us to maintain certain financial ratios, including a maximum leverage ratio of 3.50 to 1.00, a minimum interest coverage ratio of 2.00 to 1.00, and a maximum consolidated priority debt to consolidated total asset ratio of 10 percent.

The Note Purchase Agreement provides for customary events of default. The occurrence of an event of default would permit certain Purchasers to declare certain Notes then outstanding to be immediately due and payable. Under the terms of the Note Purchase Agreement, the Notes are redeemable, in whole or in part, at 100 percent of the principal amount being redeemed together with a “make-whole amount” (as defined in the Note Purchase Agreement), and accrued and unpaid interest with respect to each Note. The obligations of the company under the Note Purchase Agreement and the Notes are guaranteed by C.H. Robinson Company, a Delaware corporation and a wholly-owned subsidiary of the company, and by C.H. Robinson Company, Inc., a Minnesota corporation and an indirect wholly-owned subsidiary of the company. On November 21, 2022, we executed a third amendment to the Note Purchase Agreement to among other things, facilitate the terms of the Credit Agreement.

U.S. TRADE ACCOUNTS RECEIVABLE SECURITIZATION

On November 19, 2021, we entered into a receivables purchase agreement and related transaction documents with Bank of America, N.A. and Wells Fargo Bank, N.A. to provide a receivables securitization facility (the “Receivables Securitization Facility”). The Receivables Securitization Facility is based on the securitization of our U.S. trade accounts receivable with a total availability of $500 million as of March 31, 2023. The interest rate on borrowings under the Receivables Securitization Facility is based on Bloomberg Short Term Bank Yield Index (“BSBY”) plus a margin. There is also a commitment fee we are required to pay on any unused portion of the facility. The Receivables Securitization Facility expires on November 17, 2023, unless extended by the parties. The recorded amount of borrowings outstanding on the Receivables Securitization Facility approximates fair value because it can be redeemed on short notice and the interest rate floats. We consider these borrowings to be a Level 2 financial liability. Borrowings on the Receivables Securitization Facility are included within proceeds on current borrowings on the consolidated statement of cash flows.

The Receivables Securitization Facility contains various customary affirmative and negative covenants, and it also contains customary default and termination provisions, which provide for acceleration of amounts owed under the Receivables Securitization Facility upon the occurrence of certain specified events.

On February 1, 2022, we amended the Receivables Securitization Facility primarily to increase the total availability from $300 million to $500 million pursuant to the provisions of the existing agreement. On July 7, 2022, we amended the Receivables Securitization Facility to effectively increase the receivables pool available with respect to the Receivables Securitization Facility.

SENIOR NOTES

On April 9, 2018, we issued senior unsecured notes (“Senior Notes”) through a public offering. The Senior Notes bear an annual interest rate of 4.20 percent payable semi-annually on April 15 and October 15, until maturity on April 15, 2028. Taking into effect the amortization of the original issue discount and all underwriting and issuance expenses, the Senior Notes have an effective yield to maturity of approximately 4.39 percent per annum. The fair value of the Senior Notes, excluding debt discounts and issuance costs, approximated $578.0 million as of March 31, 2023, based primarily on the market prices quoted from external sources. The carrying value of the Senior Notes was $595.3 million as of March 31, 2023.

We may redeem the Senior Notes, in whole or in part, at any time and from time to time prior to their maturity at the applicable redemption prices described in the Senior Notes. Upon the occurrence of a “change of control triggering event” as defined in the Senior Notes (generally, a change of control of us accompanied by a reduction in the credit rating for the Senior Notes), we will generally be required to make an offer to repurchase the Senior Notes from holders at 101 percent of their principal amount plus accrued and unpaid interest to the date of repurchase.

The Senior Notes were issued under an indenture that contains covenants imposing certain limitations on our ability to incur liens or enter into sale and leaseback transactions above certain limits; and consolidate, or merge or transfer substantially all of our assets and those of our subsidiaries on a consolidated basis. It also provides for customary events of default (subject in certain cases to customary grace and cure periods), which include, among other things nonpayment, breach of covenants in the indenture, and certain events of bankruptcy and insolvency. If an event of default occurs and is continuing with respect to the Senior Notes, the trustee or holders of at least 25 percent in principal amount outstanding of the Senior Notes may declare the principal and the accrued and unpaid interest, if any, on all of the outstanding Senior Notes to be due and payable. These covenants and events of default are subject to a number of important qualifications, limitations, and exceptions that are described in the indenture. The indenture does not contain any financial ratios or specified levels of net worth or liquidity to which we must adhere.

In addition to the above financing agreements, we have a $15 million discretionary line of credit with U.S. Bank of which $9.9 million is currently utilized for standby letters of credit related to insurance collateral as of March 31, 2023. These standby letters of credit are renewed annually and were undrawn as of March 31, 2023.

NOTE 5. INCOME TAXES

A reconciliation of the provision for income taxes using the statutory federal income tax rate to our effective income tax rate is as follows:

	Three Months Ended March 31,	
	2023	**2022**
Federal statutory rate	21.0 %	21.0 %
State income taxes, net of federal benefit	2.3	1.2
Share based payment awards	(5.0)	(1.3)
Foreign tax credits	(0.7)	(0.8)
Other U.S. tax credits and incentives	(3.8)	(1.9)
Foreign	(1.0)	(0.6)
Other	0.7	0.8
Effective income tax rate	13.5 %	18.4 %

In the quarter ended March 31, 2023, management made the determination that it is no longer indefinitely reinvested with regard to the unremitted earnings of any foreign subsidiaries although it remains indefinitely reinvested related to other taxable differences that may exist with regard to these subsidiaries. The change results in a one-time increase to tax expense of approximately $2.0 million.

As of March 31, 2023, we have $42.0 million of unrecognized tax benefits and related interest and penalties. It is possible the amount of unrecognized tax benefit could change in the next 12 months as a result of a lapse of the statute of limitations and settlements with taxing authorities. The total liability for unrecognized tax benefits is expected to decrease by approximately $1.3 million in the next 12 months due to the lapsing of statutes of limitations. With few exceptions, we are no longer subject to audits of U.S. federal, state and local, or non-U.S. income tax returns before 2015. We are currently under a limited Internal Revenue Service audit for the 2015 to 2017 tax years, while the 2018 U.S. Federal statute of limitations is closed.

NOTE 6. STOCK AWARD PLANS

Stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense as it vests. A summary of our total compensation expense recognized in our condensed consolidated statements of operations and comprehensive income for stock-based compensation is as follows (in thousands):

	Three Months Ended March 31,	
	2023	2022
Stock options	$ 2,218	$ 3,219
Stock awards	12,012	20,063
Company expense on ESPP discount	1,377	1,324
Total stock-based compensation expense	$ 15,607	$ 24,606

On May 5, 2022, our shareholders approved a 2022 Equity Incentive Plan (the "Plan") and authorized an initial 4,261,884 shares for issuance of awards thereunder. The Plan allows us to grant certain stock awards, including stock options at fair market value, performance-based restricted stock units and shares, and time-based restricted stock units, to our key employees and non-employee directors. Shares subject to awards under the Plan or certain of our prior plans that expire or are canceled without delivery of shares or that are settled in cash generally become available again for issuance under the Plan. There were 3,227,872 shares available for stock awards under the Plan as of March 31, 2023.

Stock Options - We have awarded stock options to certain key employees that vest primarily based on their continued employment. The fair value of these options was established based on the market price on the date of grant calculated using the Black-Scholes option pricing model. Changes in measured stock price volatility and interest rates were the primary reasons for changes in the fair value. These grants are being expensed based on the terms of the awards. As of March 31, 2023, unrecognized compensation expense related to stock options was $11.2 million.

Stock Awards - We have awarded performance-based restricted shares, performance-based restricted stock units ("PSUs"), and time-based restricted stock units. Nearly all of our awards contain restrictions on the awardees' ability to sell or transfer vested awards for a specified period of time. The fair value of these awards is established based on the market price on the date of grant, discounted for any post-vesting holding restrictions. The discounts on outstanding grants with post-vesting holding restrictions vary from 11 percent to 24 percent and are calculated using the Black-Scholes option pricing model-protective put method. The duration of the restriction period to sell or transfer vested awards, changes in the measured stock price volatility and changes in interest rates are the primary reasons for changes in the discount. These grants are being expensed based on the terms of the awards.

Performance-based Awards

We have awarded performance-based restricted shares through 2020 to certain key employees. These awards vest over a five-year period based on the company's dilutive earnings per share growth. Beginning in 2021, we have awarded annually PSUs to certain key employees. These PSUs vest over a three-year period based achieving certain dilutive earnings per share, adjusted gross profits, and adjusted operating margin targets. These PSUs contain an upside opportunity of up to 200 percent of target contingent upon obtaining certain targets mentioned above over their respective performance period.

Time-based Awards

We award time-based restricted stock units to certain key employees. Time-based awards granted through 2020 vest over a five-year period. Beginning in 2021, we have granted annually time-based awards that vest over a three-year period. These awards vest primarily based on the passage of time and the employee's continued employment.

We granted 272,455 PSUs at target and 688,341 time-based restricted stock units in February 2023. The PSUs and time-based restricted stock unit awards had a weighted average grant date fair value of $92.15 and $92.74, respectively, and vest over a three-year period as described above.

We have also awarded restricted stock units to certain key employees and non-employee directors, which are fully vested upon date of grant. These units contain restrictions on the awardees' ability to sell or transfer vested units for a specified period of time. The fair value of these units is established using the same method discussed above. These awards have been expensed on the date of grant.

As of March 31, 2023, there was unrecognized compensation expense of $226.3 million related to previously granted stock awards assuming maximum achievement is obtained on our PSUs. The amount of future expense to be recognized will be based on the passage of time, and contingent upon obtaining certain dilutive earnings per share, adjusted gross profits, and adjusted operating margin targets, and certain other conditions.

Employee Stock Purchase Plan - Our 1997 Employee Stock Purchase Plan ("ESPP") allows our employees to contribute up to $10,000 of their annual cash compensation to purchase company stock. The purchase price is determined using the closing price on the last day of each quarter discounted by 15 percent. Shares vest immediately. The following is a summary of the employee stock purchase plan activity (dollars in thousands):

Three Months Ended March 31, 2023		
Shares purchased by employees	**Aggregate cost to employees**	**Expense recognized by the company**
92,373	$ 7,802	$ 1,377

NOTE 7. LITIGATION

We are not subject to any pending or threatened litigation other than routine litigation arising in the ordinary course of our business operations, including certain contingent auto liability cases. For some legal proceedings, we have accrued an amount that reflects the aggregate liability deemed probable and estimable, but this amount is not material to our condensed consolidated financial position, results of operations, or cash flows. Because of the preliminary nature of many of these proceedings, the difficulty in ascertaining the applicable facts relating to many of these proceedings, the inconsistent treatment of claims made in many of these proceedings, and the difficulty of predicting the settlement value of many of these proceedings, we are often unable to estimate an amount or range of any reasonably possible additional losses. However, based upon our historical experience, the resolution of these proceedings is not expected to have a material effect on our consolidated financial position, results of operations, or cash flows.

NOTE 8. SEGMENT REPORTING

Our reportable segments are based on our method of internal reporting, which generally segregates the segments by service line and the primary services they provide to our customers. We identify two reportable segments in addition to All Other and Corporate as summarized below:

- **North American Surface Transportation—**NAST provides freight transportation services across North America through a network of offices in the United States, Canada, and Mexico. The primary services provided by NAST include truckload and less than truckload ("LTL") transportation services.
- **Global Forwarding—**Global Forwarding provides global logistics services through an international network of offices in North America, Europe, Asia, Oceania, South America, and the Middle East and also contracts with independent agents worldwide. The primary services provided by Global Forwarding include ocean freight services, air freight services, and customs brokerage.
- **All Other and Corporate—**All Other and Corporate includes our Robinson Fresh and Managed Services segments, as well as Other Surface Transportation outside of North America and other miscellaneous revenues and unallocated corporate expenses. Robinson Fresh provides sourcing services including the buying, selling, and marketing of fresh fruits, vegetables, and other perishable items. Managed Services provides Transportation Management Services, or Managed TMS®. Other Surface Transportation revenues are primarily earned by our Europe Surface Transportation segment. Europe Surface Transportation provides transportation and logistics services including truckload and groupage services across Europe.

The internal reporting of segments is defined, based in part, on the reporting and review process used by our chief operating decision maker ("CODM"), our Interim Chief Executive Officer. The accounting policies of our reportable segments are the same as those described in the summary of significant accounting policies located in Note 1 of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2022. We do not report our intersegment revenues by reportable segment to our CODM and do not believe they are a meaningful metric for evaluating the performance of our reportable segments. Reportable segment information is as follows (dollars in thousands):

	NAST		Global Forwarding		All Other and Corporate		Consolidated
Three Months Ended March 31, 2023							
Total revenues	$	3,304,187	$	789,978	$	517,505	$ 4,611,670
Income (loss) from operations		134,022		30,116		(3,105)	161,033
Depreciation and amortization		5,651		5,480		13,249	24,380
Total assets[1]		3,240,898		1,194,575		1,160,111	5,595,584
Average employee headcount		6,870		5,471		4,561	16,902

	NAST		Global Forwarding		All Other and Corporate		Consolidated
Three Months Ended March 31, 2022							
Total revenues	$	4,114,889	$	2,194,397	$	506,667	$ 6,815,953
Income (loss) from operations		182,354		167,638		(4,518)	345,474
Depreciation and amortization		6,239		5,555		10,692	22,486
Total assets[1]		3,701,164		2,940,486		879,688	7,521,338
Average employee headcount		7,348		5,610		4,300	17,258

[1] All cash and cash equivalents are included in All Other and Corporate.

NOTE 9. REVENUE FROM CONTRACTS WITH CUSTOMERS

A summary of our total revenues disaggregated by major service line and timing of revenue recognition is presented below for each of our reportable segments (in thousands):

	Three Months Ended March 31, 2023						
	NAST		Global Forwarding		All Other and Corporate		Total
Major Service Lines							
Transportation and logistics services[1]	$	3,304,187	$	789,978	$	233,800	$ 4,327,965
Sourcing[2]		—		—		283,705	283,705
Total	$	3,304,187	$	789,978	$	517,505	$ 4,611,670

	Three Months Ended March 31, 2022						
	NAST		Global Forwarding		All Other and Corporate		Total
Major Service Lines							
Transportation and logistics services[1]	$	4,114,889	$	2,194,397	$	219,065	$ 6,528,351
Sourcing[2]		—		—		287,602	287,602
Total	$	4,114,889	$	2,194,397	$	506,667	$ 6,815,953

[1] Transportation and logistics services performance obligations are completed over time.

[2] Sourcing performance obligations are completed at a point in time.

We typically do not receive consideration and amounts are not due from our customers prior to the completion of our performance obligation and as such contract liabilities, as of March 31, 2023, and revenue recognized in the three months ended March 31, 2023 and 2022 resulting from contract liabilities, were not significant. Contract assets and accrued expenses-transportation expense fluctuate from period to period primarily based upon shipments in-transit at period end and the timing of customer invoicing.

NOTE 10. LEASES

We determine if our contractual agreements contain a lease at inception. A lease is identified when a contract allows us the right to control an identified asset for a period of time in exchange for consideration. Our lease agreements consist primarily of operating leases for office space, warehouses, office equipment, trailers, and a small number of intermodal containers. We do not have material financing leases. Frequently, we enter into contractual relationships with a wide variety of transportation companies for freight capacity and utilize those relationships to efficiently and cost-effectively arrange the transport of our customers' freight. These contracts typically have a term of 12 months or less and do not allow us to direct the use or obtain substantially all of the economic benefits of a specifically identified asset. Accordingly, these agreements are not considered leases.

Our operating leases are included on the consolidated balance sheets as right-of-use lease assets and lease liabilities. A right-of-use lease asset represents our right to use an underlying asset over the term of a lease, while a lease liability represents our obligation to make lease payments arising from the lease. Current and noncurrent lease liabilities are recognized on commencement date at the present value of lease payments, including non-lease components, which consist primarily of common area maintenance and parking charges. Right-of-use lease assets are also recognized on the commencement date as the total lease liability plus prepaid rents. As our leases typically do not provide an implicit rate, we use our fully collateralized incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The incremental borrowing rate is influenced by market interest rates, our credit rating, and lease term and as such, may differ for individual leases.

Our lease agreements typically do not contain variable lease payments, residual value guarantees, purchase options, or restrictive covenants. Many of our leases include the option to renew for a period of months to several years. The term of our leases may include the option to renew when it is reasonably certain that we will exercise that option although these occurrences are seldom. We have lease agreements with lease components (e.g., payments for rent) and non-lease components (e.g., payments for common area maintenance and parking), which are all accounted for as a single lease component.

We do not have material lease agreements that have not yet commenced that are expected to create significant rights or obligations as of March 31, 2023.

Information regarding lease expense, remaining lease term, discount rate, and other select lease information is presented below as of March 31, 2023 and December 31, 2022, and for the three months ended March 31, 2023 and 2022, is as follows (dollars in thousands):

	Three Months Ended March 31,	
Lease Costs	**2023**	**2022**
Operating lease expense	$ 24,653	$ 21,645
Short-term lease expense	1,414	2,460
Total lease expense	$ 26,067	$ 24,105

	Three Months Ended March 31,	
Other Lease Information	**2023**	**2022**
Operating cash flows from operating leases	$ 24,815	$ 21,381
Right-of-use lease assets obtained in exchange for new lease liabilities	6,739	23,646

Lease Term and Discount Rate	**As of March 31, 2023**	**As of December 31, 2022**
Weighted average remaining lease term (in years)	6.3	6.4
Weighted average discount rate	3.5 %	3.5 %

The maturities of lease liabilities as of March 31, 2023, were as follows (in thousands):

Maturity of Lease Liabilities	Operating Leases
Remaining 2023	$ 63,212
2024	80,204
2025	65,986
2026	54,217
2027	43,301
Thereafter	115,175
Total lease payments	422,095
Less: Interest	(47,969)
Present value of lease liabilities	$ 374,126

NOTE 11. ALLOWANCE FOR CREDIT LOSSES

Our allowance for credit losses is computed using a number of factors including our past credit loss experience, the aging of amounts due from our customers, and our customers' credit ratings, in addition to other customer-specific factors. We have also considered recent trends and developments related to the current macroeconomic environment in determining our ending allowance for credit losses for both accounts receivable and contract assets. The allowance for credit losses on contract assets was not significant as of March 31, 2023.

A rollforward of our allowance for credit losses on our accounts receivable balance is presented below (in thousands):

Balance, December 31, 2022	$ 28,749
Provision	(6,400)
Write-offs	(3,782)
Balance, March 31, 2023	$ 18,567

Recoveries of amounts previously written off were not significant for the three months ended March 31, 2023.

NOTE 12. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss is included in Stockholders' Investment on our condensed consolidated balance sheets. The recorded balance on March 31, 2023 and December 31, 2022, was $86.4 million and $88.9 million, respectively. The recorded balance on March 31, 2023 and December 31, 2022 is comprised solely of foreign currency adjustments, including foreign currency translation.

Other comprehensive income was $2.5 million for the three months ended March 31, 2023, primarily driven by fluctuations in the Euro. Other comprehensive income was $6.9 million for the three months ended March 31, 2022, primarily driven by fluctuations in the Australian Dollar and Singapore Dollar.

NOTE 13: RESTRUCTURING

In 2022, we announced organizational changes to support our enterprise strategy of accelerating our digital transformation and productivity initiatives. We continued to execute upon these digital transformation and productivity initiatives in 2023, which resulted in further restructuring charges to better align our workforce as a result of these initiatives and in consideration of the changing freight transportation market. We recognized additional restructuring charges of $3.7 million in the first quarter of 2023 primarily related to workforce reductions. We expect to complete our restructuring actions by the end of 2023.

For severance and other operating expenses related to restructuring activities, we paid $15.2 million in cash in the first quarter of 2023 with the majority of the remaining $7.5 million accrued as of March 31, 2023 expected to be paid by the end of 2023.

A summary of the restructuring charges recognized is presented below (in thousands):

	Three Months Ended March 31, 2023
Severance[1]	$ 3,138
Other personnel expenses[1]	460
Other selling, general, and administrative expenses[2]	124
Total	$ 3,722

[1] Amounts are included within personnel expenses in our consolidated statements of operations.

[2] Amounts are included within other selling, general, and administrative expenses in our consolidated statements of operations.

The following table summarizes restructuring charges by reportable segment for the three months ended March 31, 2023 (dollars in thousands):

	NAST	Global Forwarding	All Other and Corporate	Consolidated
Personnel expenses	$ 829	$ 1,538	$ 1,231	$ 3,598
Other selling, general, and administrative expenses	—	124	—	124

The following table summarizes activity related to our restructuring initiatives and reserves included in our consolidated balance sheets as of December 31, 2022 and March 31, 2023:

	Accrued Severance and Other Personnel Expenses	Accrued Other Selling, General, and Administrative Expenses	Total
Balance, December 31, 2022	$ 18,976	$ —	$ 18,976
Restructuring charges	3,598	124	3,722
Cash payments	(15,178)	—	(15,178)
Accrual adjustments[1]	5	—	5
Balance, March 31, 2023	$ 7,401	$ 124	$ 7,525

[1] Accrual adjustments primarily relate to changes in estimates for certain employee termination costs, including those settling for an amount different than originally estimated and foreign currency adjustments.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes.

FORWARD-LOOKING INFORMATION

Our Quarterly Report on Form 10-Q, including this discussion and analysis of our financial condition and results of operations and our disclosures about market risk, contains certain “forward-looking statements.” These statements represent our expectations, beliefs, intentions, or strategies concerning future events that, by their nature, involve risks and uncertainties. Forward-looking statements include, among others, statements about our future performance, the continuation of historical trends, the sufficiency of our sources of capital for future needs, the effects of acquisitions or dispositions, the expected impact of recently issued accounting pronouncements, and the outcome or effects of litigation. Risks that could cause actual results to differ materially from our current expectations include, but are not limited to, changes in economic conditions, including uncertain consumer demand; changes in market demand and pressures on the pricing for our services; fuel price increases or decreases, or fuel shortages; competition and growth rates within the global logistics industry; freight levels and increasing costs and availability of truck capacity or alternative means of transporting freight; risks associated with significant disruptions in the transportation industry; changes in relationships with existing contracted truck, rail, ocean, and air carriers; changes in our customer base due to possible consolidation among our customers; risks with reliance on technology to operate our business; cyber-security related risks; risks associated with operations outside of the United States; our ability to identify or complete suitable acquisitions; our ability to successfully integrate the operations of acquired companies with our historic operations; risks related to our search for a permanent CEO and retention of key management personnel; climate change related risks; risks associated with our indebtedness; interest rate related risks; risks associated with litigation, including contingent auto liability and insurance coverage; risks associated with the potential impact of changes in government regulations; risks associated with the changes to income tax regulations; risks associated with the produce industry, including food safety and contamination issues; the impact of war on the economy; changes to our capital structure; changes due to catastrophic events including pandemics such as COVID-19; and other risks and uncertainties detailed in our Annual and Quarterly Reports. Therefore, actual results may differ materially from our expectations based on these and other risks and uncertainties, including those described in Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission on February 17, 2023 as well as the updates to these risk factors included in Part II—“Item 1A, Risk Factors,” herein.

Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update such statement to reflect events or circumstances arising after such date.

OVERVIEW

C.H. Robinson Worldwide, Inc. (“C.H. Robinson,” “the company,” “we,” “us,” or “our”) is one of the world's largest logistics platforms. We bring together customers, carriers, and suppliers to connect and grow supply chains. We are grounded in our customer promise to use our technology, which is built by and for supply chain experts and powered by our information advantage, to deliver smarter solutions. These global solutions, combined with the expertise of our people, deliver value–from improved cost reductions and reliability to sustainability and visibility–that our customers and carriers can rely on.

Our adjusted gross profits and adjusted gross profit margin are non-GAAP financial measures. Adjusted gross profits is calculated as gross profits excluding amortization of internally developed software utilized to directly serve our customers and contracted carriers. Adjusted gross profit margin is calculated as adjusted gross profits divided by total revenues. We believe adjusted gross profits and adjusted gross profit margin are useful measures of our ability to source, add value, and sell services and products that are provided by third parties, and we consider adjusted gross profits to be a primary performance measurement. Accordingly, the discussion of our results of operations often focuses on the changes in our adjusted gross profits and adjusted gross profit margin. The reconciliation of gross profits to adjusted gross profits and gross profit margin to adjusted gross profit margin is presented below (dollars in thousands):

	Three Months Ended March 31,			
	2023		2022	
Revenues:				
Transportation	$ 4,327,965		$ 6,528,351	
Sourcing	283,705		287,602	
Total revenues	4,611,670		6,815,953	
Costs and expenses:				
Purchased transportation and related services	3,671,031		5,650,224	
Purchased products sourced for resale	254,999		259,533	
Direct internally developed software amortization	7,317		5,734	
Total direct costs	3,933,347		5,915,491	
Gross profits / Gross profit margin	678,323	14.7%	900,462	13.2%
Plus: Direct internally developed software amortization	7,317		5,734	
Adjusted gross profits / Adjusted gross profit margin	$ 685,640	14.9%	$ 906,196	13.3%

Our adjusted operating margin is a non-GAAP financial measure calculated as operating income divided by adjusted gross profits. We believe adjusted operating margin is a useful measure of our profitability in comparison to our adjusted gross profits, which we consider a primary performance metric as discussed above. The reconciliation of operating margin to adjusted operating margin is presented below (dollars in thousands):

	Three Months Ended March 31,	
	2023	2022
Total revenues	$ 4,611,670	$ 6,815,953
Income from operations	161,033	345,474
Operating margin	3.5%	5.1%
Adjusted gross profits	$ 685,640	$ 906,196
Income from operations	161,033	345,474
Adjusted operating margin	23.5%	38.1%

MARKET TRENDS

The balance of supply and demand in the North American surface transportation market continued to shift towards a market with excess carrier capacity in the first quarter of 2023. As shippers continue to manage through elevated inventories amidst slowing economic growth, surface transportation rates have continued to decline. As surface transportation spot rates approach the breakeven cost per mile to operate a truck the market is likely at, or nearing, the bottom of the industry cycle which typically results in capacity exiting the market. Conversely, the first quarter of 2022 exhibited tight carrier capacity for much of the period until the signs of market softening began to appear which have continued into 2023. Industry freight volumes, as measured by the Cass Freight Index, were approximately flat in the first quarter of 2023 compared to the first quarter of 2022. One of the metrics we use to measure market conditions is the truckload routing guide depth from our Managed Services business. Routing guide depth represents the average number of carriers contacted prior to acceptance when procuring a transportation provider. The average routing guide depth of tender in the first quarter of 2023 declined to 1.2, which is the lowest level we have seen since the pandemic impacted the second quarter of 2020, compared to 1.7 average routing guide depth in the first quarter of 2022. The average routing guide depth in the first quarter of 2023 represents that on average, the first carrier in a shipper's routing guide was executing the shipment in most cases.

The global forwarding market continues to be negatively impacted by elevated inventory levels and the weak consumer demand experienced in the second half of 2022. This has resulted in ocean freight rates and volumes declining even further following the period of significant declines experienced in the second half of 2022. Several consecutive quarters of weak consumer demand has nearly eliminated the challenges from port congestion and transportation equipment shortages that were impacting the global forwarding market in recent years. In an effort to adapt to weak consumer demand, steamship lines continue rationalizing services by reducing capacity where possible with blank sailings and slow steaming. The slowdown of global demand also continues to significantly impact the air freight market. Air freight pricing and volumes have declined significantly driven by shippers maintaining higher inventory levels, declining consumer demand, and the declining price of ocean freight resulting in less ocean freight converting into air freight. There continues to be more than sufficient air freight capacity to support the weak demand which continues to drive rates lower in many trade lanes.

BUSINESS TRENDS

Our first quarter of 2023 surface transportation results were largely consistent with the trends discussed in the market trends section. The excess carrier capacity in the market led to significant declines in transportation rates. This resulted in declines in both our total revenues and adjusted gross profits in the first quarter of 2023 compared to the strong results achieved in the first quarter of 2022. The weak consumer demand combined with excess carrier capacity in the first quarter of 2023 resulted in lower adjusted gross profits per transaction, most significantly in our transactional or spot market opportunities. Industry freight volumes as measured by the Cass Freight Index were approximately flat in the first quarter of 2023 compared to the first quarter of 2022. Our combined NAST truckload and less than truckload (“LTL”) volume decreased 4.5 percent during the first quarter of 2023. Our average truckload linehaul cost per mile, excluding fuel surcharges, decreased approximately 28.5 percent during the first quarter of 2023. Our average truckload linehaul rate charged to our customers, excluding fuel surcharges, decreased approximately 27.5 percent during the first quarter of 2023.

Our first quarter of 2023 global forwarding results were largely consistent with the trends discussed in the market trends section. We experienced a significant decline in both total revenues and adjusted gross profits in our ocean and air freight businesses compared to the levels achieved in the first quarter of 2022. These declines were driven by the elevated inventory levels and weak consumer demand that have resulted in significant declines in both ocean and air freight rates and volumes. Our ocean volumes decreased 14.5 percent while our air freight tonnage decreased 18.5 percent.

SELECTED OPERATING PERFORMANCE AND OTHER SIGNIFICANT ITEMS

The following summarizes select first quarter 2023 year-over-year operating comparisons to the first quarter 2022:

- Total revenues decreased 32.3 percent to $4.6 billion, driven primarily by lower ocean and truckload pricing.
- Gross profits decreased 24.7 percent to $678.3 million. Adjusted gross profits decreased 24.3 percent to $685.6 million, primarily driven by lower adjusted gross profits per transaction in ocean and truckload.
- Personnel expenses decreased 7.3 percent to $383.1 million, primarily due to cost optimization efforts, including lower average employee headcount, which decreased 2.1 percent, and lower variable compensation.
- Other selling, general, and administrative (“SG&A”) expenses decreased 4.0 percent to $141.5 million, primarily driven by decreased credit losses.

- Income from operations decreased 53.4 percent to $161.0 million, driven by decreased adjusted gross profits, partially offset by the decline in operating expenses.
- Adjusted operating margin of 23.5 percent declined 1,460 basis points.
- Interest and other income/expenses, net totaled $28.3 million, consisting primarily of $23.5 million of interest expense, which increased $9.0 million versus last year due primarily to higher variable interest rates, and a $9.6 million unfavorable impact from foreign currency revaluation and realized foreign currency gains and losses primarily related to foreign currency impacts on intercompany assets and liabilities.
- The effective tax rate in the quarter was 13.5 percent compared to 18.4 percent in the first quarter last year.
- Net income totaled $114.9 million, down 57.5 percent from a year ago.
- Diluted earnings per share (EPS) decreased 53.2 percent to $0.96.
- Cash flow from operations improved $268.5 million in the three months ended March 31, 2023 driven by changes in operating working capital.

CONSOLIDATED RESULTS OF OPERATIONS

The following table summarizes our results of operations (dollars in thousands, except per share data):

	Three Months Ended March 31,		
	2023	2022	% change
Revenues:			
Transportation	$ 4,327,965	$ 6,528,351	(33.7)%
Sourcing	283,705	287,602	(1.4)%
Total revenues	4,611,670	6,815,953	(32.3)%
Costs and expenses:			
Purchased transportation and related services	3,671,031	5,650,224	(35.0)%
Purchased products sourced for resale	254,999	259,533	(1.7)%
Personnel expenses	383,106	413,361	(7.3)%
Other selling, general, and administrative expenses	141,501	147,361	(4.0)%
Total costs and expenses	4,450,637	6,470,479	(31.2)%
Income from operations	161,033	345,474	(53.4)%
Interest and other income/expense, net	(28,265)	(14,174)	99.4 %
Income before provision for income taxes	132,768	331,300	(59.9)%
Provision for income taxes	17,877	60,952	(70.7)%
Net income	$ 114,891	$ 270,348	(57.5)%
Diluted net income per share	$ 0.96	$ 2.05	(53.2)%
Average employee headcount	16,902	17,258	(2.1)%
Adjusted gross profit margin percentage[(1)]			
Transportation	15.2 %	13.5 %	170 bps
Sourcing	10.1 %	9.8 %	30 bps
Total adjusted gross profit margin	14.9 %	13.3 %	160 bps

[(1)] Adjusted gross profit margin is a non-GAAP financial measure explained above.

A reconciliation of our reportable segments to our consolidated results can be found in Note 8, *Segment Reporting,* in Part I, Financial Information of this Quarterly Report on Form 10-Q.

Consolidated Results of Operations—Three Months Ended March 31, 2023 Compared to the Three Months Ended March 31, 2022

Total revenues and direct costs. Total transportation revenues and direct costs decreased significantly primarily due to lower pricing and purchased transportation costs in ocean and truckload services, in addition to volume declines in nearly all service lines compared to the strong results in the prior year. The declines in pricing and purchased transportation costs were driven by the slowing global demand and excess carrier capacity discussed in the market trends and business trends sections above. This compared to the historically elevated pricing and volumes in the prior year driven by the continued supply chain disruptions that impacted the global forwarding and surface transportation markets in the first quarter of 2022. Our sourcing total revenue and direct costs decreased driven by declining pricing and cost per case with retail customers, partially offset by increased case volume with foodservice customers.

Gross profits and adjusted gross profits. Our transportation adjusted gross profits decreased driven by lower ocean and air freight adjusted gross profits in our global forwarding business driven by the slowing global demand discussed in the market trends and business trends sections above. Lower adjusted gross profits per transaction in truckload and LTL services from decreased pricing and lower volume in nearly all service lines also contributed to the decline in adjusted gross profits. Sourcing adjusted gross profits increased driven by integrated supply chain solutions within the foodservice and retail verticals.

Operating expenses. Personnel expenses decreased primarily due to lower variable compensation reflecting the decline in results relative to the prior year and lower average employee headcount. SG&A expenses decreased due to lower credit losses and lower expenditures for purchased services including temporary labor.

Interest and other income/expense, net. Interest and other income/expense, net primarily consisted of interest expense of $23.5 million and a $9.6 million unfavorable impact of foreign currency revaluation and realized foreign currency gains and losses primarily related to foreign currency impacts on intercompany assets and liabilities. Interest expense increased $9.0 million during the first quarter of 2023, driven by higher variable interest rates. The first quarter of 2022 included a $1.5 million unfavorable impact of foreign currency revaluation and realized foreign currency gains and losses.

Provision for income taxes. Our effective income tax rate was 13.5 percent for the first quarter of 2023 compared to 18.4 percent for the first quarter of 2022. The effective income tax rate for the first quarter of 2023 was lower than the statutory federal income tax rate primarily due to the tax benefits of share-based payment awards, which reduced the effective tax rate by 5.0 percentage points, and U.S. tax credits and incentives, which decreased the effective income tax rate by 3.8 percentage points. These impacts were partially offset by a higher tax rate on state income taxes, net of federal benefit, which increased the effective income tax rate by 2.3 percentage points during the first quarter of 2023. The effective income tax rate for the first quarter of 2022 was lower than the statutory federal income tax rate primarily due to the tax impact of U.S. tax credits and incentives, which reduced the effective tax rate by 1.9 percentage points, and the tax benefits of share-based payment awards, which reduced the effective tax rate by 1.3 percentage points. These impacts were partially offset by a higher tax rate on state income taxes, net of federal benefit, which increased the effective income tax rate by 1.2 percentage points in the first quarter of 2022.

NAST Segment Results of Operations

(dollars in thousands)	Three Months Ended March 31, 2023	2022	% change
Total revenues	$ 3,304,187	$ 4,114,889	(19.7)%
Costs and expenses:			
Purchased transportation and related services	2,877,532	3,608,789	(20.3)%
Personnel expenses	176,012	200,802	(12.3)%
Other selling, general, and administrative expenses	116,621	122,944	(5.1)%
Total costs and expenses	3,170,165	3,932,535	(19.4)%
Income from operations	$ 134,022	$ 182,354	(26.5)%

	Three Months Ended March 31, 2023	2022	% change
Average employee headcount	6,870	7,348	(6.5)%
Service line volume statistics			
Truckload			(3.5)%
LTL			(5.0)%
Adjusted gross profits[1]			
Truckload	$ 261,519	$ 334,910	(21.9)%
LTL	137,078	150,742	(9.1)%
Other	28,058	20,448	37.2 %
Total adjusted gross profits	$ 426,655	$ 506,100	(15.7)%

[1] Adjusted gross profit margin is a non-GAAP financial measure explained above.

Three Months Ended March 31, 2023 Compared to the Three Months Ended March 31, 2022

Total revenues and direct costs. NAST total revenues and direct costs decreased primarily due to significantly lower pricing and purchased transportation costs in truckload services, reflecting the excess carrier capacity and slowing economic growth discussed above in the market trends section. These conditions resulted in continued significant declines in surface transportation rates in the current quarter versus the historically elevated levels of truckload pricing in the first quarter of 2022. The elevated pricing and purchased transportation cost environment in the prior year was due to the tight carrier capacity caused by driver availability challenges and the supply chain disruptions facing the industry in the first quarter of 2022.

Gross profits and adjusted gross profits. NAST adjusted gross profits decreased due to lower pricing in truckload services, resulting in lower adjusted gross profits per shipment most notably on transactional volume. A decline in truckload volumes also contributed to the decline in NAST adjusted gross profits. Our average truckload linehaul rate per mile charged to our customers, which excludes fuel surcharges, decreased approximately 27.5 percent in the first quarter of 2023 compared to the first quarter of 2022. Our truckload linehaul cost per mile, excluding fuel surcharges, decreased approximately 28.5 percent. NAST LTL adjusted gross profits decreased due to lower adjusted gross profits per transaction and a decline in LTL volumes. NAST other adjusted gross profits increased primarily driven by increased warehousing services.

Operating expenses. NAST personnel expenses decreased primarily due to lower variable compensation and lower average employee headcount. NAST SG&A expenses decreased primarily due to a decrease in credit losses and lower expenditures for purchased services including temporary labor. The operating expenses of NAST and all other segments include allocated corporate expenses. Allocated personnel expenses consist primarily of stock-based compensation allocated based upon segment participation levels in our equity plans. Remaining corporate allocations, including corporate functions and technology related expenses, are primarily included within each segment's other SG&A expenses, and are allocated based upon relevant segment operating metrics.

Global Forwarding Segment Results of Operations

(dollars in thousands)	Three Months Ended March 31, 2023	2022	% change
Total revenues	$ 789,978	$ 2,194,397	(64.0)%
Costs and expenses:			
Purchased transportation and related services	612,059	1,872,549	(67.3)%
Personnel expenses	92,263	101,276	(8.9)%
Other selling, general, and administrative expenses	55,540	52,934	4.9 %
Total costs and expenses	759,862	2,026,759	(62.5)%
Income from operations	$ 30,116	$ 167,638	(82.0)%

	Three Months Ended March 31, 2023	2022	% change
Average employee headcount	5,471	5,610	(2.5)%
Service line volume statistics			
Ocean			(14.5)%
Air			(18.5)%
Customs			(14.0)%
Adjusted gross profits[(1)]			
Ocean	$ 110,121	$ 221,401	(50.3)%
Air	30,902	60,567	(49.0)%
Customs	23,334	27,495	(15.1)%
Other	13,562	12,385	9.5 %
Total adjusted gross profits	$ 177,919	$ 321,848	(44.7)%

[(1)] Adjusted gross profit margin is a non-GAAP financial measure explained above.

Three Months Ended March 31, 2023 Compared to the Three Months Ended March 31, 2022

Total revenues and direct costs. Global Forwarding total revenues and direct costs decreased driven by weak consumer demand resulting in significant declines in both ocean and air freight rates and volumes discussed in the market and business trends sections above. The prior year included strong ocean freight volumes and air freight tonnage and was significantly impacted by supply chain disruptions caused by port congestion and transportation equipment shortages that resulted in elevated pricing and direct costs.

Gross profits and adjusted gross profits. Ocean and air freight transportation adjusted gross profits decreased due to lower adjusted gross profits per transaction in addition to a decrease in volume for both services. Customs adjusted gross profits decreased driven by a decrease in transaction volume.

Operating expenses. Personnel expenses decreased primarily due to lower variable compensation and a decrease in average employee headcount. SG&A expenses increased due to increased investments in technology, partially offset by lower credit losses.

All Other and Corporate Segment Results of Operations

All Other and Corporate includes our Robinson Fresh and Managed Services segment, as well as Other Surface Transportation outside of North America and other miscellaneous revenues and unallocated corporate expenses.

	Three Months Ended March 31,		
(dollars in thousands)	**2023**	**2022**	**% change**
Total revenues	$ 517,505	$ 506,667	2.1 %
Income (loss) from operations	(3,105)	(4,518)	(31.3)%
Adjusted gross profits[1]			
Robinson Fresh	31,145	30,505	2.1 %
Managed Services	28,970	28,082	3.2 %
Other Surface Transportation	20,951	19,661	6.6 %
Total adjusted gross profits	$ 81,066	$ 78,248	3.6 %

[1] Adjusted gross profit margin is a non-GAAP financial measure explained above.

Three Months Ended March 31, 2023 Compared to the Three Months Ended March 31, 2022

Total revenues and direct costs. Total revenues and direct costs increased driven by higher truckload volume in Europe within our Other Surface Transportation business.

Gross profits and adjusted gross profits. Robinson Fresh adjusted gross profits increased driven by integrated supply chain solutions for foodservice and retail customers. Managed Services adjusted gross profits increased due to growth with existing and new customers. Other Surface Transportation adjusted gross profits increased driven by higher Europe truckload adjusted gross profits.

LIQUIDITY AND CAPITAL RESOURCES

We have historically generated substantial cash from operations, which has enabled us to fund our organic growth while paying cash dividends and repurchasing stock. In addition, we maintain the following debt facilities as described in Note 4, *Financing Arrangements* (in thousands):

Description	**Carrying Value as of March 31, 2023**	**Borrowing Capacity**	**Maturity**
Revolving credit facility	$ 4,000	$ 1,000,000	November 2027
364-day revolving credit facility	274,000	500,000	May 2023
Senior Notes, Series A	175,000	175,000	August 2023
Senior Notes, Series B	150,000	150,000	August 2028
Senior Notes, Series C	175,000	175,000	August 2033
Receivables Securitization Facility [1]	499,759	500,000	November 2023
Senior Notes [1]	595,272	600,000	April 2028
Total debt	$ 1,873,031	$ 3,100,000	

[1] Net of unamortized discounts and issuance costs.

We expect to use our current debt facilities and potentially other indebtedness incurred in the future to assist us in continuing to fund working capital, capital expenditures, possible acquisitions, dividends, and share repurchases.

Cash and cash equivalents totaled $239.2 million as of March 31, 2023 and $217.5 million as of December 31, 2022. Cash and cash equivalents held outside the United States totaled $223.2 million as of March 31, 2023 and $204.7 million as of December 31, 2022.

We prioritize our investments to grow the business, as we require some working capital and a relatively small amount of capital expenditures to grow. We are continually looking for acquisitions, but those acquisitions must fit our culture and enhance our growth opportunities.

The following table summarizes our major sources and uses of cash and cash equivalents (dollars in thousands):

	Three Months Ended March 31,		
	2023	2022	% change
Sources (uses) of cash:			
Cash provided by (used for) operating activities	$ 254,544	$ (13,928)	N/M
Capital expenditures	(26,950)	(26,229)	
Sale of property and equipment	—	2,250	
Cash used for investing activities	(26,950)	(23,979)	12.4 %
Repurchase of common stock	(31,182)	(161,279)	
Cash dividends	(73,435)	(72,855)	
Net (payments) borrowings on debt	(101,000)	247,000	
Other financing activities	(375)	8,904	
Cash (used for) provided by financing activities	(205,992)	21,770	N/M
Effect of exchange rates on cash and cash equivalents	76	1,533	
Net change in cash and cash equivalents	$ 21,678	$ (14,604)	

Cash flow from operating activities. Cash provided by (used for) operating activities improved in the first quarter of 2023 compared to the first quarter of 2022 due to a decrease in net operating working capital driven by declining freight rates, most notably in our ocean and truckload services as discussed in the market and business trends sections. This impact was partially offset by a decline in net income in the first quarter of 2023. The prior year was impacted by increasing net operating working capital due to increasing pricing and volumes in nearly all services, most notably in global forwarding, which resulted in a net use of cash for operating activities in the first quarter of 2022. We continue to closely monitor credit and collections activities and the quality of our accounts receivable balance to minimize risk as well as work with our customers to facilitate the movement of goods across their supply chains while also ensuring timely payment.

Cash used for investing activities. Capital expenditures consisted primarily of investments in software, which are intended to develop and deliver scalable solutions by transforming our processes, accelerate the pace of development and prioritizing data integrity, improve our customer and carrier experience, and increase efficiency to help expand our adjusted operating margins and grow the business.

Cash used for financing activities. Net payments on debt in the first quarter of 2023 were to reduce the current portion of our debt outstanding. Net borrowings in the first quarter of 2022 were primarily to fund share repurchases and working capital needs. The decrease in cash used for share repurchases was primarily due to a decrease in the number of shares repurchased during the first quarter of 2023. The number of shares we repurchase, if any, during future periods will vary based on our cash position, other potential uses of our cash, and market conditions. Our 364-day revolving credit facility, Senior Notes, Series A, and Receivables Securitization Facility all have maturity dates in 2023. To the extent we reduce our outstanding debt on these facilities or our other debt facilities, it may reduce the number of shares we repurchase in 2023. Over the long term, we remain committed to our quarterly dividend and share repurchases to enhance shareholder value. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. We may seek to retire or purchase our outstanding Senior Notes through open market cash purchases, privately negotiated transactions or otherwise.

We believe that, assuming no change in our current business plan, our available cash, together with expected future cash generated from operations, the amount available under our credit facilities, and credit available in the market, will be sufficient to satisfy our anticipated needs for working capital, capital expenditures, and cash dividends for at least the next 12 months and the foreseeable future. We also believe we could obtain funds under lines of credit or other forms of indebtedness on short notice, if needed.

As of March 31, 2023, we were in compliance with all of the covenants under our debt agreements.

Recently Issued Accounting Pronouncements

Refer to Note 1, *Basis of Presentation*, contained in this Quarterly Report and in the company's 2022 Annual Report on Form 10-K for a discussion of recently issued accounting pronouncements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Refer to the company's 2022 Annual Report on Form 10-K for a complete discussion regarding our critical accounting policies and estimates. As of March 31, 2023, there were no material changes to our critical accounting policies and estimates.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Refer to the company’s 2022 Annual Report on Form 10-K for a discussion on the company’s market risk. As of March 31, 2023, there were no material changes in market risk from those disclosed in the company’s 2022 Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”) that are designed to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms; and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosure.

Our management, including our Interim Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2023. Based upon that evaluation, our Interim Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2023.

(b) Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the three months ended March 31, 2023, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II-OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not subject to any pending or threatened litigation other than routine litigation arising in the ordinary course of our business operations, including certain contingent auto liability cases. For some legal proceedings, we have accrued an amount that reflects the aggregate liability deemed probable and estimable, but this amount is not material to our consolidated financial position, results of operations, or cash flows. Because of the preliminary nature of many of these proceedings, the difficulty in ascertaining the applicable facts relating to many of these proceedings, the inconsistent treatment of claims made in many of these proceedings, and the difficulty of predicting the settlement value of many of these proceedings, we are often unable to estimate an amount or range of any reasonably possible additional losses. However, based upon our historical experience, the resolution of these proceedings is not expected to have a material effect on our consolidated financial position, results of operations, or cash flows.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors disclosed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2022, which could materially affect our business, financial condition, or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results. As of March 31, 2023, there were no material changes to the risk factors set forth in the company's 2022 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information about company purchases of common stock during the quarter ended March 31, 2023:

	Total Number of Shares (or Units) Purchased [1]	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs [2]	Maximum Number of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs [2]
January 1, 2023 - January 31, 2023	119,613	$ 94.06	111,497	7,297,701
February 1, 2023 - February 28, 2023	261,636	104.01	89,750	7,207,951
March 1, 2023 - March 31, 2023	127,628	99.02	115,250	7,092,701
First Quarter 2023	508,877	$ 100.42	316,497	7,092,701

[1] The total number of shares purchased based on trade date includes: (i) 316,497 shares of common stock purchased under the authorization described below; and (ii) 192,380 shares of common stock surrendered to satisfy minimum statutory tax obligations under our stock incentive plans.

[2] In December 2021, the Board of Directors increased the number of shares authorized for repurchase by 20,000,000 shares. As of March 31, 2023, there were 7,092,701 shares remaining for future repurchases. Repurchases can be made in the open market or in privately negotiated transactions, including Rule 10b5-1 plans and accelerated repurchase programs.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits filed with, or incorporated by reference into, this Quarterly Report:

10.1	Form of 2023 Interim CEO Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 to the company's Form 8-K filed on January 3, 2023)
10.2	Form of 2023 Retention Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the company's Form 8-K filed on January 3, 2023)
10.3+	Cooperation Agreement, dated January 6, 2023, by and among C.H. Robinson Worldwide, Inc., Ancora Catalyst Institutional, LP, Pacific Point Wealth Advisors, LLC and the other entities and natural persons party thereto (incorporated by reference to Exhibit 10.1 to the company's Form 8-K filed on January 6, 2023)
10.4*+	Form of 2023 Performance Stock Unit Award Agreement
10.5*	Form of 2023 Restricted Stock Unit Award Agreement
10.6*	Form of 2023 Non-Employee Director Restricted Stock Unit Award Agreement
31.1	Certification of the Interim Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Interim Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	Financial statements from the Quarterly Report on Form 10-Q of the company for the period ended March 31, 2023 formatted in Inline XBRL (embedded within the Inline XBRL document)
104	The cover page from the Quarterly Report on Form 10-Q of the company for the period ended March 31, 2023 formatted in Inline XBRL (embedded within the Inline XBRL document)

* Filed herewith

\+ Certain schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The company agrees to furnish supplementary a copy of any omitted schedule or exhibit to the U.S. Securities and Exchange Commission (the "SEC") upon request.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized on April 28, 2023.

C.H. ROBINSON WORLDWIDE, INC.

By: */s/ Scott P. Anderson*
Scott P. Anderson
Interim Chief Executive Officer

By: */s/ Michael P. Zechmeister*
Michael P. Zechmeister
Chief Financial Officer

Exhibit 10.4

C.H. ROBINSON WORLDWIDE, INC.

SENIOR LEADER
PERFORMANCE STOCK UNIT AWARD GRANT NOTICE

2022 EQUITY INCENTIVE PLAN

C.H. Robinson Worldwide, Inc. (the "***Company***") hereby awards to the Participant whose name is set forth below a Performance Stock Unit ("***PSU***") Award for the number of PSUs set forth below (the "***Award***"). It is understood and agreed that the PSUs are granted to the Participant pursuant to the C.H. Robinson Worldwide, Inc. 2022 Equity Incentive Plan (the "***Plan***"), and the PSUs are subject to and limited by the provisions of the Plan, the terms and conditions herein and the attached Performance Stock Unit Award Terms and Conditions (the "***Agreement***").

Capitalized terms not explicitly defined herein but defined in the Plan or the Agreement will have the same definitions as in the Plan or the Agreement. In the event of any conflict between the terms of the Award and the Plan, the terms of the Plan will control.

Participant Name:	______________________________
Date of Grant:	______________________________
Target Number of PSUs:	______________________________

Type of PSU	**Target Number of PSUs**	**Performance Metrics**
Cumulative Annual Earnings Per Share (EPS)	—	The actual number of shares of Stock to be delivered pursuant to the Award shall range from zero to two hundred percent (200%) of the Target Number of PSUs based on the achievement of the Cumulative Annual EPS goal as further described in Exhibit A attached hereto (the **"EPS Performance Goal"**); provided that the Participant shall not have had a separation from Service prior to the Vesting Date, except as otherwise set forth in Section 2 of the Agreement.
Cumulative Annual Adjusted Gross Profit (AGP)	—	The actual number of shares of Stock to be delivered pursuant to the Award shall range from zero to two hundred percent (200%) of the Target Number of PSUs based on the achievement of the Cumulative Annual Adjusted Gross Profit goal as further described in Exhibit B attached hereto (the "**AGP Performance Goal**"); provided that the Participant shall not have had a separation from Service prior to the applicable Vesting Date, except as otherwise set forth in Section 2 of the Agreement.
Average Adjusted Operating Margin % (AAOM)	—	The actual number of shares of Stock to be delivered pursuant to the Award shall range from zero to two hundred percent (200%) of the Target Number of PSUs based on the achievement of the Average Adjusted Operating Margin goal as further described in Exhibit C attached hereto (the "**AAOM Performance Goal**"); provided that the Participant shall not have had a separation from Service prior to the applicable Vesting Date, except as otherwise set forth in Section 2 of the Agreement.

Performance Period:	[performance periods]
Vesting Date:	Except as otherwise set forth in Section 2 of the Agreement, the Award vests as soon as practicable after the end of the Performance Period on the date of certification of the Performance Goal by the Committee as set forth in Exhibits A, B and C. Any PSUs and dividend equivalents accrued thereon that do not become earned at the end of the Performance Period will be forfeited.
Settlement Date:	Except as otherwise provided in Section 2 of the Agreement, shares of the Stock shall be delivered to the Participant in settlement of the number of vested PSUs in a single lump sum distribution upon the earlier of (i) two years after the Participant's separation from Service, or (ii) [date], or the next available trading day if this date falls on a weekend or holiday.

Additional Terms/Acknowledgments: Participant acknowledges receipt of, and understands and agrees to, this Performance Stock Unit Award Grant Notice, the Agreement, and the Plan. As of the Date of Grant, this Performance Stock Unit Award Grant Notice, the Agreement and the Plan set forth the entire understanding between Participant and the Company regarding the Award and supersede all prior oral and written agreements on the terms of the Award. By accepting this Award, the Participant consents to receive Plan documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

C.H. ROBINSON WORLDWIDE, INC.	**PARTICIPANT:**
By: ______________________	______________________
	Name
Title: ______________________	

ATTACHMENTS: C.H. Robinson Performance Stock Unit Award Terms and Conditions, 2022 Equity Incentive Plan

C.H. ROBINSON WORLDWIDE, INC.

SENIOR LEADER
PERFORMANCE STOCK UNIT AWARD
TERMS AND CONDITIONS

2022 EQUITY INCENTIVE PLAN

1. **GRANT OF THE AWARD.** The Company hereby grants to the Participant whose name is set forth in the Performance Stock Unit Award Grant Notice (the "**Grant Notice**") as of the Date of Grant set forth in the Grant Notice a number of performance stock units ("**PSUs**") as specified in the Grant Notice, and the PSUs will be credited to the Participant's account maintained by the Company. Each PSU that vests represents the right to receive one share of the Company's Stock on the Settlement Date of the Award and dividend equivalents accrued thereon. Vesting of PSUs and payment of dividend equivalents accrued thereon will be conditioned upon the satisfaction of the terms and conditions described in the Grant Notice and this Agreement.

2. **VESTING.**
   a. Except as otherwise provided for in this Section, the Award will vest as provided in the Grant Notice. Except as provided in this Section, vesting will cease upon separation from Service prior to the last day of the Performance Period and upon such separation from Service, any portion of the Award which has not vested shall be forfeited.
   b. Notwithstanding subsection (a) above, and except as provided in subsection (c), if the Participant separates from Service for any reason other than a termination by the Company for Cause, and prior to any separation from Service the Participant has executed and continues to adhere to a Management-Employee Agreement in favor of the Company which contains a non-competition provision, then such Participant's Award shall not be terminated upon the separation from Service, and Participant shall be eligible to vest in all or a portion of the total number of Earned PSUs and dividend equivalents accrued thereon as determined at the end of the Performance Period (the "Actual Units"), as follows:

      i. 1/3 of Actual Units on [date] or the last business day of [date];
      ii. 1/3 of Actual Units on [date] or the last business day of [date]; and
      iii. 1/3 of Actual Units on [date] or the last business day of [date];

   provided that the Participant remains in Service or is in compliance with the Management-Employee Agreement on each of the dates set forth above. However, if the Participant separates from Service prior to [date] or the last business day of [date], the Participant will not be eligible to vest in the first 1/3 tranche of the Actual Units, but may be eligible to vest in the second and third tranches of Actual Units.

   c. Notwithstanding the foregoing, in the event the Participant embezzles or misappropriates Company funds or property at any time, or has been determined by the Company to have failed to comply with the terms and conditions of any of the following agreements which the Participant may have executed in favor of the Company: (i) Confidentiality and Protection of Business Agreement, (ii) Management-Employee Agreement, (iii) Sales-Employee Agreement, (iv) Data Security Agreement, (v) Non-Solicitation / Non-Compete and Confidentiality Agreement and Assignment of Inventions, or (vi) any other agreement containing post-employment restrictions, then to the extent that such Participant was legally required to comply with such an agreement, the Participant's entire Award and dividend equivalents accrued thereon will be automatically forfeited, whether vested or unvested, and the Participant will retain no rights with respect to such PSUs and dividend equivalents accrued thereon.

d. In the event of a Change in Control (as defined in the Plan after giving effect to the final sentence of Section 2(f) of the Plan), the vesting of outstanding PSUs shall be affected as follows:

i. In the event that the Award is not assumed in accordance with Section 12(b)(i) of the Plan, all of the PSUs and dividend equivalents accrued thereon shall be deemed vested as of the date of the Change in Control at the greater of (i) the number of PSUs that would be earned and vest if the date of Change in Control were the end of the Performance Period or (ii) the Target Number of PSUs, and shares of Stock in settlement of such vested PSUs subject to this Agreement shall be delivered and cash shall be paid for the dividend equivalents accrued thereon as soon as administratively practical, but in all events by the date that is 60 days after the date of the Change in Control.

ii. In the event that the Award is assumed in accordance with Section 12(b)(i) of the Plan, the PSUs and dividend equivalents accrued thereon (A) shall be deemed to be Earned PSUs at the greater of (1) the number of PSUs that would be earned and vest if the date of Change in Control were the end of the Performance Period or (2) the Target Number of PSUs, and (B) shall be subject to an additional service-based vesting requirement with the number of Earned PSUs vesting in full at the end of the Performance Period provided that the Participant continues to provide Service through that date, and shares shall be delivered in settlement of all of the PSUs subject to this Agreement and cash shall be paid for the dividend equivalents accrued thereon as soon as administratively practical, but in all events by the date that is 60 days after the last day of the Performance Period. Except as provided in subjection 2(d)(iii), vesting will cease upon the Participant's separation from Service prior to the last day of the Performance Period and upon such event, the Award, including any dividend equivalents accrued thereon, shall be forfeited. Notwithstanding subsection 2(e), in the event of the Participant's death or Disability following a Change in Control, the Earned PSUs and dividend equivalents accrued thereon shall be fully vested upon the date of death or Disability, and shares of Stock shall be delivered in settlement of such vested PSUs and cash shall be paid for the dividend equivalents accrued thereon as soon as administratively practical, but in all events by the date that is 60 days after the date of the death or Disability.

iii. In the event that the Award is assumed in accordance with Section 12(b)(i) of the Plan and within 12 months following the date of the Change in Control the Participant's Service is terminated without Cause by the Company or an Affiliate or the Participant separates from Service for Good Reason (a "CIC Termination"), the Award will vest on the date of the Participant's separation from service at the greater of (i) the number of PSUs that would be earned and vest if the date of Change in Control were the end of the Performance Period or (ii) the Target

Number of PSUs and shares of Stock in settlement of such vested PSUs shall be delivered and cash shall be paid for the dividend equivalents accrued thereon as soon as administratively practical, but in all events by the date that is 60 days after the date of the CIC Termination.

e. In the event the Participant dies or is determined to be subject to a Disability, vesting of outstanding PSUs and dividend equivalents accrued thereon shall be accelerated in full to vest at the Target Number of PSUs, and shares of Stock shall be delivered in settlement of such vested PSUs and cash shall be paid for the dividend equivalents accrued thereon as soon as administratively practical, but in all events by the date that is 60 days after the date of the death or Disability.

f. In the event the Participant dies following a separation from Service, shares shall be delivered in settlement of any vested RSUs and cash shall be paid for any vested dividend equivalents as soon as administratively practical, but in all events by the last day of the year following the date of the Participant's death.

3. **NON-TRANSFERABILITY.** PSUs may not be sold, exchanged, assigned, transferred, discounted, pledged or otherwise disposed of at any time prior to delivery of the settlement shares as described herein.

4. **DIVIDEND EQUIVALENTS.** The Participant will be credited with dividend equivalents on the PSUs, when and if dividends are declared by the Company's Board on the Company's Stock, in an amount of cash per PSU equal to the per share dividend amount payable to the common stockholders of the Company, provided that any dividend equivalents shall only vest if and to the extent that the underlying PSUs are earned and vest. Dividend equivalents accrued on the number of PSUs earned on the Vesting Date shall be paid on the next occurring payroll date after the Vesting Date. Dividend equivalents accrued on Earned PSUs after the Vesting Date but before the Settlement Date shall be paid on the next occurring payroll date after the corresponding dividend payment date for the Company's Stock. Dividend equivalents attributable to the PSUs shall be subject to the same restrictions on transferability as the shares of Company Stock with respect to which they are to be paid, and if any such PSUs are forfeited, the right to receive payments for such dividend equivalents related to such forfeited PSUs shall also be forfeited. Payments of dividend equivalents accrued before delivery of shares in settlement of PSUs will be paid through the Company's payroll process and treated as compensation income for tax purposes and will be subject to income and payroll tax withholding by the Company.

5. **WITHHOLDING OBLIGATIONS.** The Company or any Affiliate will withhold sums required to satisfy the applicable federal, state, local and foreign tax laws or regulations, at the time that shares are delivered to a Participant in settlement of the Award (the "**Withholding Taxes**"). Specifically, the Company or an Affiliate shall satisfy all or any portion of the Withholding Taxes relating to the Award by any of the following means or by a combination of such means: (i) withholding from any compensation otherwise payable to the Participant by the Company or an Affiliate; or (ii) withholding shares of Stock from the shares of Stock issued or otherwise issuable to the Participant in connection with the vesting of the Award a number of shares of Stock with a Fair Market Value (measured as of the date shares of Stock are issued to the Participant) equal to the amount of such Withholding Taxes; provided, however, that the number of such shares of Stock so withheld will not exceed the amount necessary to satisfy the Participant's maximum tax withholding obligations for federal, state, local and foreign tax purposes, including payroll taxes.

6. **AWARD NOT A SERVICE CONTRACT.** The Participant acknowledges that: (i) the Company is not by the Plan, this Award or this Agreement obligated to continue the Participant as an Employee, director or consultant of the Company or an Affiliate; (ii) the Plan is discretionary in nature and may be suspended or terminated by the Company at any time; (iii) the grant of this Award is a one-time benefit which does not create any contractual or other right to receive any other award under the Plan, or benefits in lieu of awards or any other benefits in the future; (iv) the Participant's participation in the Plan is voluntary and future awards, if any, will be at the sole discretion of the Company, including, but not limited to, the timing of any grant, the amount of any award, vesting provisions and purchase price, if any; (v) the value of this Award is an extraordinary item of compensation which is outside the scope of the Participant's employment contract, if any; and (vi) the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.

7. **ADJUSTMENTS.** If there shall be any change in the Company's common stock through merger, consolidation, reorganization, recapitalization, dividend in the form of stock (of whatever amount), stock split or other change in the corporate structure of the Company, appropriate adjustments shall be made in the number of PSUs that are vested or unvested under the Award as contemplated by Section 12(a) of the Plan.

8. **GOVERNING LAW.** This shall be governed by the laws of the State of Delaware without regard to its conflicts-of-law principles and shall be construed accordingly.

9. **SEVERABILITY.** If all or any part of the Grant Notice, the Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of the Grant Notice the Agreement or the Plan not declared to be unlawful or invalid. Any Section of the Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

10. **AMENDMENT.** The Committee may unilaterally amend the Agreement; provided, however, no such amendment may materially impair the rights of the Participant under this Award without the Participant's consent, unless such amendment is necessary to comply with applicable law, stock exchange rules or any compensation recovery policy as provided in Section 12 of the Award or Section 18(i)(2) of the Plan.

11. **COMPLIANCE WITH SECTION 409A OF THE CODE.** It is intended that any amounts payable or benefits provided under this Agreement shall comply with Section 409A of the Code and all regulations, guidance and other interpretive authority issued thereunder ("**Code Section 409A**") so as not to subject Participant to payment of any additional tax, penalty or interest imposed under Code Section 409A and any ambiguities herein shall be interpreted to so comply.

12. **CLAWBACK POLICIES.** Notwithstanding any other provision of this Agreement to the contrary, the Award (and any compensation paid, or shares issued under the Award) is subject to recoupment in accordance with (a) the terms of the Company's Incentive Compensation Recovery Policy and (b) any compensation recovery policy adopted by the Board or the Committee at any time, including in response to the requirements of Section 10D of the Exchange Act, the SEC's final rules thereunder (Listing Standards for Recovery of Erroneously Awarded Compensation, 87 Fed. Reg. 73076-73142) and any listing rules or other rules and regulations implementing the foregoing, or as otherwise required by law, as such policy may be in effect from time to time (the "**Policies**"). This Agreement may be unilaterally amended by the Committee to comply with any such Policy. The Participant agrees and consents to the Company's application,

implementation and enforcement of (a) the Policies or any similar policy established by the Company that may apply to the Participant and (b) any provision of applicable law relating to cancellation, rescission, payback or recoupment of compensation, and expressly agrees that the Company may take such actions as are necessary to effectuate the Policies, any similar policy (as applicable to the Participant) or applicable law without further consent or action being required by the Participant.

C.H. ROBINSON WORLDWIDE, INC.

SENIOR LEADER
RESTRICTED STOCK UNIT AWARD GRANT NOTICE

2022 EQUITY INCENTIVE PLAN

C.H. Robinson Worldwide, Inc. (the "***Company***") hereby awards to the Participant whose name is set forth below a Restricted Stock Unit ("***RSU***") Award for the number of RSUs set forth below (the "***Award***"). It is understood and agreed that the RSUs are granted to the Participant pursuant to the C.H. Robinson Worldwide, Inc. 2022 Equity Incentive Plan (the "***Plan***"), and the RSUs are subject to and limited by the provisions of the Plan, the terms and conditions herein and the attached Restricted Stock Unit Award Terms and Conditions (the **"*Agreement*"**).

Capitalized terms not explicitly defined herein but defined in the Plan or the Agreement will have the same definitions as in the Plan or the Agreement. In the event of any conflict between the terms of the Award and the Plan, the terms of the Plan will control.

Participant Name:	______________________
Date of Grant:	______________________
Number of RSUs Granted:	______________________
Vesting Dates:	Except as otherwise provided in Section 2 of the Agreement, the Award vests in three equal installments, beginning on [date], and each [date] thereafter through [date] (or, for each applicable year, the last business day of that year).
Settlement Date:	Except as otherwise provided in Section 2 of the Agreement, shares of the Company's common stock shall be delivered to the Participant in settlement of vested RSUs in a single lump sum distribution upon the earlier of (i) two years after the Participant's separation from Service, or (ii) [date], or the next available trading day if this date falls on a weekend or holiday.

Additional Terms/Acknowledgments: Participant acknowledges receipt of, and understands and agrees to, this Restricted Stock Unit Award Grant Notice, the Agreement, and the Plan. As of the Date of Grant, this Restricted Stock Unit Award Grant Notice, the Agreement and the Plan set forth the entire understanding between Participant and the Company regarding the Award and supersede all prior oral and written agreements on the terms of the Award. By accepting this Award, the Participant consents to receive Plan documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

Exhibit 10.5

C.H. ROBINSON WORLDWIDE, INC.	**PARTICIPANT:**
By: ______________________	______________________
	Name
Title: ______________________	

ATTACHMENTS: C.H. Robinson 2022 Restricted Stock Unit Award Terms and Conditions, 2022 Equity Incentive Plan

C.H. ROBINSON WORLDWIDE, INC.

SENIOR LEADER
RESTRICTED STOCK UNIT AWARD
TERMS AND CONDITIONS

2022 EQUITY INCENTIVE PLAN

1. **GRANT OF THE AWARD.** The Company hereby grants to the Participant whose name is set forth in the Restricted Stock Unit Award Grant Notice (the "**Grant Notice**") as of the Date of Grant set forth in the Grant Notice a number of restricted stock units ("**RSUs**") as specified in the Grant Notice, and the RSUs will be credited to the Participant's account maintained by the Company. Each RSU that vests represents the right to receive one share of the Company's Stock on the Settlement Date of the Award and dividend equivalents accrued thereon. Vesting of RSUs and payment of dividend equivalents will be conditioned upon the satisfaction of the terms and conditions described in the Grant Notice and this Agreement.

2. **VESTING.**

   a. Except as otherwise provided for in this Section, the Award will vest as provided in the Grant Notice. Except as otherwise provided for in this Section, vesting will cease upon separation from Service prior to the Vesting Dates set forth in the Grant Notice and upon such event, any portion of the Award including any dividend equivalents accrued thereon which has not vested shall be forfeited.

   b. Notwithstanding subsection (a) above, and except as provided in subsection (c), if, prior to any termination of Service other than by the Company for Cause, the Participant has executed and continues to adhere to a Management-Employee Agreement in favor of the Company which contains a non-competition provision, then this Award shall not be terminated and the Participant shall continue to vest during each full year after the separation from Service during which the Participant choses to extend and comply with the Management-Employee Agreement, with a maximum of twenty-four (24) additional months of Service being credited under this subsection. The Participant will not continue to vest for any partial year of compliance with the Management-Employee Agreement.

   c. Notwithstanding the foregoing, in the event the Participant embezzles or misappropriates Company funds or property at any time, or has been determined by the Company to have failed to comply with the terms and conditions of any of the following agreements which the Participant may have executed in favor of the Company: (i) Confidentiality and Protection of Business Agreement, (ii) Management-Employee Agreement, (iii) Sales-Employee Agreement, (iv) Data Security Agreement, (v) Non-Solicitation / Non-Compete and Confidentiality Agreement and Assignment of Inventions, or (vi) any other agreement containing post-employment restrictions, then to the extent that such Participant was legally required to comply with such an agreement, the Participant's entire Award and dividend equivalents accrued thereon will be automatically forfeited, whether vested or unvested, and the Participant will retain no rights with respect to such RSUs and dividend equivalents accrued thereon.

   d. In the event of a Change in Control (as defined in the Plan after giving effect to the final sentence of Section 2(f) of the Plan), the vesting of outstanding RSUs shall be accelerated as follows:

i. In the event that the Award is not assumed in accordance with Section 12(b)(i) of the Plan, all of the RSUs and dividend equivalents accrued thereon shall be deemed vested as of the date of the Change in Control, and shares in settlement of all of the RSUs subject to this Agreement shall be delivered and cash shall be paid for the dividend equivalents accrued thereon as soon as administratively practical, but in all events by the date that is 60 days after the date of the Change in Control.

ii. In the event that the Award is assumed in accordance with Section 12(b)(i) of the Plan and within 12 months following the date of the Change in Control the Participant's Service is terminated without Cause by the Company or an Affiliate or the Participant separates from Service for Good Reason (a "CIC Termination") all of the RSUs and dividend equivalents accrued thereon shall be deemed vested as of the date of the CIC Termination, and shares shall be delivered in settlement of all of the RSUs subject to this Agreement and cash shall be paid for the dividend equivalents accrued thereon as soon as administratively practical, but in all events by the date that is 60 days after the date of the CIC Termination.

e. In the event the Participant dies or is determined to be subject to a Disability while a Service Provider, vesting of outstanding RSUs and dividend equivalents accrued thereon shall be accelerated such that all of the RSUs and dividend equivalents accrued thereon shall be deemed vested as of the date of death or Disability and shares shall be delivered in settlement of all of the RSUs and cash shall be paid for the dividend equivalents as soon as administratively practical, but in all events by the date that is 60 days after the date of the death or Disability.

f. In the event the Participant dies following a separation from Service, shares shall be delivered in settlement of any vested RSUs and cash shall be paid for any vested dividend equivalents as soon as administratively practical, but in all events by the last day of the year following the date of the Participant's death.

3. **NON-TRANSFERABILITY.** RSUs may not be sold, exchanged, assigned, transferred, discounted, pledged or otherwise disposed of at any time prior to delivery of the settlement shares as described herein.

4. **DIVIDEND EQUIVALENTS.** The Participant will be credited with dividend equivalents on the RSUs when and if dividends are declared by the Company's Board on the Company's Stock, in an amount of cash per RSU equal to the per share dividend amount payable to the common stockholders of the Company, provided that any dividend equivalents shall only vest and be payable if and to the extent that the underlying RSUs vest. Dividend equivalents accrued on RSUs before the Vesting Date of such corresponding RSUs shall be paid on the next occurring payroll date after the applicable Vesting Date. Dividend equivalents accrued on vested RSUs after the applicable Vesting Date but before the Settlement Date shall be paid on the next occurring payroll date after the corresponding dividend payment date for the Company's Stock. Dividend equivalents attributable to the RSUs shall be subject to the same restrictions on transferability as the shares of Company Stock with respect to which they are to be paid, and if any such RSUs are forfeited, the right to receive payments for such dividend equivalents related to such forfeited RSUs shall also be forfeited. Payments of dividend equivalents accrued before delivery of shares in settlement of RSUs will be paid through the Company's payroll process and

treated as compensation income for tax purposes and will be subject to income and payroll tax withholding by the Company.

5. **WITHHOLDING OBLIGATIONS.** The Company or any Affiliate will withhold sums required to satisfy the applicable federal, state, local and foreign tax laws or regulations, at the time that shares are delivered to a Participant in settlement of the Award (the "**Withholding Taxes**"). Specifically, the Company or an Affiliate shall satisfy all or any portion of the Withholding Taxes relating to the Award by any of the following means or by a combination of such means: (i) withholding from any compensation otherwise payable to the Participant by the Company or an Affiliate; or (ii) withholding shares of Stock from the shares of Stock issued or otherwise issuable to the Participant in connection with the vesting of the Award a number of shares of Stock with a Fair Market Value (measured as of the date shares of Stock are issued to the Participant) equal to the amount of such Withholding Taxes; provided, however, that the number of such shares of Stock so withheld will not exceed the amount necessary to satisfy the Participant's maximum tax withholding obligations for federal, state, local and foreign tax purposes, including payroll taxes.

6. **AWARD NOT A SERVICE CONTRACT.** The Participant acknowledges that: (i) the Company is not by the Plan, this Award or this Agreement obligated to continue the Participant as an Employee, director or consultant of the Company or an Affiliate; (ii) the Plan is discretionary in nature and may be suspended or terminated by the Company at any time; (iii) the grant of this Award is a one-time benefit which does not create any contractual or other right to receive any other award under the Plan, or benefits in lieu of awards or any other benefits in the future; (iv) the Participant's participation in the Plan is voluntary and future awards, if any, will be at the sole discretion of the Company, including, but not limited to, the timing of any grant, the amount of any award, vesting provisions and purchase price, if any; (v) the value of this Award is an extraordinary item of compensation which is outside the scope of the Participant's employment contract, if any; and (vi) the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.

7. **ADJUSTMENTS.** If there shall be any change in the Company's Stock through merger, consolidation, reorganization, recapitalization, dividend in the form of stock (of whatever amount), stock split or other change in the corporate structure of the Company, appropriate adjustments shall be made in the number of RSUs that are vested or unvested under an Award as contemplated by Section 12(a) of the Plan.

8. **GOVERNING LAW.** This shall be governed by the laws of the State of Delaware without regard to its conflicts-of-law principles and shall be construed accordingly.

9. **SEVERABILITY.** If all or any part of the Grant Notice, the Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of the Grant Notice the Agreement or the Plan not declared to be unlawful or invalid. Any Section of the Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

10. **AMENDMENT.** The Committee may unilaterally amend the Agreement; provided, however, no such amendment may materially impair the rights of the Participant under this Award without the Participant's consent, unless such amendment is necessary to comply with applicable law, stock

exchange rules or any compensation recovery policy as provided in Section 12 of the Award or Section 18(i)(2) of the Plan.

11. **COMPLIANCE WITH SECTION 409A OF THE CODE.** It is intended that any amounts payable or benefits provided under this Agreement shall comply with Code Section 409A so as not to subject Participant to payment of any additional tax, penalty or interest imposed under Code Section 409A and any ambiguities herein shall be interpreted to so comply. Neither the Company nor any of its Affiliates, however, makes any representation regarding the tax consequences of this Award.

12. **CLAWBACK POLICIES.** Notwithstanding any other provision of this Agreement to the contrary, the Award (and any compensation paid, or shares issued under the Award) is subject to recoupment in accordance with (a) the terms of the Company's Incentive Compensation Recovery Policy and (b) any compensation recovery policy adopted by the Board or the Committee at any time, including in response to the requirements of Section 10D of the Exchange Act, the SEC's final rules thereunder (Listing Standards for Recovery of Erroneously Awarded Compensation, 87 Fed. Reg. 73076-73142) and any listing rules or other rules and regulations implementing the foregoing, or as otherwise required by law, as such policy may be in effect from time to time (the "**Policies**"). This Agreement may be unilaterally amended by the Committee to comply with any such Policy. The Participant agrees and consents to the Company's application, implementation and enforcement of (a) the Policies or any similar policy established by the Company that may apply to the Participant and (b) any provision of applicable law relating to cancellation, rescission, payback or recoupment of compensation, and expressly agrees that the Company may take such actions as are necessary to effectuate the Policies, any similar policy (as applicable to the Participant) or applicable law without further consent or action being required by the Participant.

C.H. ROBINSON WORLDWIDE, INC.

NON-EMPLOYEE DIRECTOR
RESTRICTED STOCK UNIT AWARD GRANT NOTICE

2022 EQUITY INCENTIVE PLAN

C.H. Robinson Worldwide, Inc. (the "***Company***") hereby awards to the Participant whose name is set forth below a Restricted Stock Unit ("***RSU***") Award for the number of RSUs set forth below (the "***Award***"). It is understood and agreed that the RSUs are granted to the Participant pursuant to the C.H. Robinson Worldwide, Inc. 2022 Equity Incentive Plan (the "***Plan***"), and the RSUs are subject to and limited by the provisions of the Plan, the terms and conditions herein and the attached Restricted Stock Unit Award Terms and Conditions (the **"*Agreement*"**).

Capitalized terms not explicitly defined herein but defined in the Plan or the Agreement will have the same definitions as in the Plan or the Agreement. In the event of any conflict between the terms of the Award and the Plan, the terms of the Plan will control.

Participant Name: ______________________________

Date of Grant: ______________________________

Number of RSUs Granted: ______________________________

Vesting Dates:	The Award is fully vested on the Date of Grant.
Settlement Dates:	Shares of the Company's common stock shall be delivered to the Participant in settlement of the RSUs granted in this Award on the date(s) so elected by the Participant on the form of election provided by the Company.

Additional Terms: This Restricted Stock Unit Award Grant Notice, the Agreement and the Plan set forth the entire understanding between Participant and the Company regarding the Award and supersede all prior oral and written agreements on the terms of the Award.

C.H. ROBINSON WORLDWIDE, INC.

By: ______________________________

Title: ______________________________

ATTACHMENTS: C.H. Robinson 2023 Restricted Stock Unit Award Terms and Conditions, 2022 Equity Incentive Plan

C.H. ROBINSON WORLDWIDE, INC.

NON-EMPLOYEE DIRECTOR
2023 RESTRICTED STOCK UNIT AWARD
TERMS AND CONDITIONS

2022 EQUITY INCENTIVE PLAN

1. **GRANT OF THE AWARD.** The Company hereby grants to the Participant whose name is set forth in the Non-Employee Director Restricted Stock Unit Award Grant Notice (the "**Grant Notice**") as of the Date of Grant set forth in the Grant Notice a number of restricted stock units ("**RSUs**") as specified in the Grant Notice, and the RSUs will be credited to the Participant's account maintained by the Company. Each RSU represents the right to receive one share of the Company's Stock on the Settlement Date of the Award and dividend equivalents accrued thereon. Settlement of RSUs and payment of dividend equivalents will be conditioned upon the satisfaction of the terms and conditions described in the Grant Notice and this Agreement.

2. **VESTING.** The Award will be fully vested on the Date of Grant.

3. **NON-TRANSFERABILITY.** RSUs may not be sold, exchanged, assigned, transferred, discounted, pledged or otherwise disposed of at any time prior to delivery of the settlement shares as described herein.

4. **DIVIDEND EQUIVALENTS.** The Participant will be credited with dividend equivalents on the RSUs when and if dividends are declared by the Company's Board on the Company's Stock, in an amount of cash per RSU equal to the per share dividend amount payable to common stockholders of the Company. Dividend equivalents accrued on RSUs shall be paid quarterly, in arrears, during the first week of the following quarter.

5. **ADJUSTMENTS.** If there shall be any change in the Company's common stock through merger, consolidation, reorganization, recapitalization, dividend in the form of stock (of whatever amount), stock split or other change in the corporate structure of the Company, appropriate adjustments shall be made in the number of RSUs under an Award as contemplated by Section 12(a) of the Plan.

6. **GOVERNING LAW.** This shall be governed by the laws of the State of Delaware without regard to its conflicts-of-law principles and shall be construed accordingly.

7. **SEVERABILITY.** If all or any part of the Grant Notice, the Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of the Grant Notice the Agreement or the Plan not declared to be unlawful or invalid. Any Section of the Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

8. **AMENDMENT.** The Committee may unilaterally amend the Agreement; provided, however, no such amendment may materially impair the rights of the Participant under this Award without the Participant's consent, unless such amendment is necessary to comply with applicable law, stock exchange rules or any compensation recovery policy as provided in Section 18(i)(2) of the Plan.

9. **COMPLIANCE WITH SECTION 409A OF THE CODE.** It is intended that any amounts payable or benefits provided under this Agreement shall comply with Section 409A of the Code and all regulations, guidance and other interpretive authority issued thereunder ("**Code Section 409A**") so as not to subject Participant to payment of any additional tax, penalty or interest imposed under Code Section 409A and any ambiguities herein shall be interpreted to so comply. Neither the Company nor any of its Affiliates, however, makes any representation regarding the tax consequences of this Award.

Exhibit 31.1

Certification of Chief Executive Officer

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Scott P. Anderson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of C.H. Robinson Worldwide, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

April 28, 2023

Signature:	*/s/ Scott P. Anderson*
Name:	Scott P. Anderson
Title:	Interim Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Michael P. Zechmeister, certify that:

1. I have reviewed this quarterly report on Form 10-Q of C.H. Robinson Worldwide, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

April 28, 2023

Signature:	*/s/ Michael P. Zechmeister*
Name:	Michael P. Zechmeister
Title:	Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of C.H. Robinson Worldwide, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Scott P. Anderson, Interim Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 28, 2023

/s/ Scott P. Anderson

Scott P. Anderson
Interim Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of C.H. Robinson Worldwide, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael P. Zechmeister, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 28, 2023

/s/ Michael P. Zechmeister

Michael P. Zechmeister

Chief Financial Officer