

**BOARD OF DIRECTORS
RYDER SYSTEM, INC.**

CORPORATE GOVERNANCE GUIDELINES*

The Board of Directors of Ryder System, Inc. has adopted the following Corporate Governance Guidelines to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making both at the Board and at the senior management level.

Role of the Board

The Board is elected by the Company’s shareholders to oversee the management of the Company and its business in accordance with Florida law. The Board’s goal is to enhance long-term value for the shareholders and to ensure the continuity and vitality of the Company.

Functions of the Board

In addition to the Board’s general oversight of management, the Board also performs a number of specific functions, including:

- selecting, evaluating and compensating the Company’s Chief Executive Officer (“CEO”) and overseeing CEO succession planning;
- providing counsel and oversight on the selection, evaluation, retention and compensation of qualified senior executives;
- reviewing, approving and monitoring important financial and business strategies and corporate actions;
- advising management on significant issues facing the Company;
- nominating qualified directors for service on the Board; and
- ensuring processes are in place for maintaining effective corporate governance practices.

Board Structure

Board Size. The Company's By-Laws provide that the Board shall consist of not fewer than three or more than twenty-one members (with the exact number to be determined by the Board), divided into three classes (as nearly equal in number as possible) having staggered terms of three years each. The Board should be neither too small to maintain the needed expertise and independence, nor too large to function effectively. The Board currently believes that the optimal number of Board members is between nine and twelve, allowing, however, for changing circumstances that may warrant a higher or lower number from time to time.

* These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the Florida Business Corporation Act, or the Articles of Incorporation or By-Laws of the Company. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

Chairman. The Board shall elect a Chairman. Any member of the Board is eligible to serve as Chairman.

Independent Directors. It is a policy of the Board that a substantial majority of the members of the Board and all of the members of all of the Board's Committees qualify as independent under the New York Stock Exchange ("NYSE") listing standards and applicable law. No director shall be considered independent if he or she has a material relationship with the Company, as determined by the Board. The Board shall annually determine, based on the recommendations and findings of the Corporate Governance and Nominating Committee, the independence of each director. The Board has established guidelines in connection with its director independence determinations. These guidelines are set forth in Appendix A hereto.

Director Tenure. The Board does not believe it should expressly limit a director's tenure on the Board. The Company values the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole. The Board's Corporate Governance and Nominating Committee reviews each director's continuation on the Board every three years, at the time when each director is up for re-election by the Company's shareholders.

Retirement. It is the general policy of the Company that directors must retire immediately prior to the Company's annual meeting of shareholders that is closest in time to the date on which the director attains age 72 and that the Chair of a Board committee must retire as the committee Chair one year prior to his or her retirement from the Board. The Board has the authority to waive any part of this policy in individual cases if the best interests of the Company would be served by such waiver.

Change in Status. Board members who are not officers of the Company must submit a letter of resignation to the Board upon a substantial change in the nature of the director's employment or other significant responsibilities since the time of his or her election. In each case, the Board's Corporate Governance and Nominating Committee will review whether the change in employment or responsibilities is consistent with the criteria for Board membership, and will recommend a course of action to the Board. In addition, Board members who are also officers of the Company must submit to the Board a letter of resignation as a director upon any termination of employment as an officer of the Company.

Other Directorships. Recognizing that service on the Board is a significant commitment in terms of time and responsibility, it is expected each director will be mindful of his or her other existing and planned future commitments, including service on the boards of other public companies, so that such other commitments and directorships do not materially interfere with his or her service as an effective and active member of the Board. In any event, employee directors may not serve on more than two other public company boards, non-employee directors may not serve on more than five other public company boards and no member of the Audit Committee may serve on the audit committee of more than three public companies. In addition, to avoid any conflicts of interest and independence issues, directors may not accept a position on the board of directors or audit committee of any other public company without first reviewing the matter with the Chairman and, if deemed necessary by the Chairman, with the Board's Corporate Governance and Nominating Committee. The Board's Corporate Governance and Nominating

Committee will, at least annually, review all directors' other commitments, including their service on the boards of other public companies.

Board Selection and Orientation

Director Qualifications; Selection. The Board's Corporate Governance and Nominating Committee is responsible for reviewing with the Board, on a periodic basis, the requisite skills and characteristics of potential new Board members in the context of the current make-up of the Board. This assessment will include members' qualification as independent, as well as a consideration of the candidate's broad-based business skills and experiences, prominence and reputation in their profession, concern for the interests of the shareholders, other commitments and responsibilities, personal integrity and judgment and such other matters as the Corporate Governance and Nominating Committee deems appropriate. Based on this assessment, the Corporate Governance and Nominating Committee will recommend director nominees to the Board. The Board will be responsible for selecting nominees for election to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders. The Company's By-Laws set forth procedures pursuant to which the Company's shareholders can nominate one or more persons for election to the Board.

Orientation; Continuing Education. New non-employee directors are provided with a variety of materials to familiarize themselves with the Company, its management structure and operations and any key legal, financial, risk management and operational issues, as well as the policies, procedures and responsibilities of the Board and its committees. New non-employee directors also meet with members of the Company's senior management and other non-employee directors as part of their orientation. In addition, the Company will periodically provide materials to the directors on subjects that would assist them in discharging their duties.

Board Meetings

Number of Meetings. The Board holds five regular meetings and one strategic summit meeting per year. Additional meetings may be scheduled as necessary.

Agenda and Briefing Materials. The Chairman, in consultation with the Company's senior management and the committee Chairs, will set the agenda for Board meetings. Each Board member is free to suggest inclusion of items on the agenda. An agenda for each Board meeting and briefing materials will, to the extent practicable in light of the timing of matters that require Board attention, be distributed to each director approximately one week prior to the meeting. The Board will review the Company's long-term strategic plans, the principal issues that the Company will face in the future and succession planning at its annual summit meeting which will coincide with, but be in addition to, a regularly-scheduled Board meeting.

Meeting Attendance. It is expected that each director will make every effort to attend each Board meeting and each meeting of any committee on which he or she sits as well as each annual meeting of the Company's shareholders. Attendance in person at Board and committee meetings is preferred but attendance by teleconference is permitted if necessary.

Director Preparedness. It is expected that each director will be familiar with the agenda for each meeting, have carefully reviewed all briefing materials distributed in advance of the meeting, and be prepared to participate meaningfully in the meeting and to discuss all scheduled items of business.

Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

Board Committees

Number and Structure. The Board will, from time to time, form and disband committees of its members as the Board determines is necessary or appropriate to conduct its business provided that the Company will at all times have an Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee, each with at least three members.

Composition. All members of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee will be independent as defined in the NYSE listing standards and will meet the other qualifications set forth in the Committee charter.

Charters. Each committee of the Board will have a written charter outlining its purpose and responsibilities, as well as qualifications for committee membership and structure. The charter will also require each committee to evaluate its own performance at least annually. Committee charters will be approved by the Board based on the recommendation of the applicable committee and the Corporate Governance and Nominating Committee.

Committee Assignments and Rotation. The Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee, will appoint committee members. In making its recommendation to the Board, the Corporate Governance and Nominating Committee will consider each Board member's desires, tenure and subject-matter expertise, the need for both continuity and fresh ideas and perspectives, and applicable Securities and Exchange Commission, New York Stock Exchange and other legal requirements. The Corporate Governance and Nominating Committee will recommend committee Chairs to the full Board for approval. The Chair of each committee shall rotate at least once every five years though the Board has the authority to deviate from this rotation cycle when it is in the best interest of the Company to do so.

Committee Meeting Frequency, Length and Agendas. Each committee holds five regular meetings per year. In addition, the Audit Committee holds regular quarterly meetings in advance of financial statement filings and releases. Additional meetings may be scheduled as necessary. An agenda for each committee meeting and briefing materials will, to the extent practicable in light of the timing of matters that require committee attention, be distributed to each committee member approximately one week prior to the meeting.

Committee Reports. The Chair of each committee will report to the full Board on the activities of his or her committee.

Executive Sessions of the Board; Communication with Others

Executive Sessions. The non-management directors of the Company will meet in executive session without management as part of each regularly scheduled meeting of the full Board. The Chair of the Corporate Governance and Nominating Committee will preside at the executive sessions, unless the non-employee directors select another presider for a particular session. Any non-employee director may raise issues for discussion at an executive session. The non-employee directors will maintain such records of executive sessions as they deem appropriate.

Access to Management. The Board has complete and open access to any member of the Company's senior management on request to discuss the business and affairs of the Company. In addition, the Board expects that members of the Company's senior management will routinely attend Board meetings and Board committee meetings and, together with other managers, brief the Board and its committees on particular topics. The Board encourages the Company's senior management to offer presentations at such meetings by managers who can provide additional insight into items being considered or who have potential for greater responsibility and should be given exposure to the Board.

Outside Advisors. The Board of Directors and each Board committee have the authority, to the extent they deem necessary or appropriate to carry out their respective duties, to retain independent legal, financial or other advisors and to approve each such advisor's fees and other retention terms.

Communication with Audit Committee. Anyone who has a concern about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern directly to the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing, or reported through a toll-free phone number published on the Company's website. The Audit Committee may direct that certain matters be presented to the Audit Committee or the full Board and may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them.

Communication with Interested Parties. In order that interested parties may be able to make concerns known to the Company's non-employee directors, the Company shall maintain on its website a method by which such parties can communicate directly and confidentially with the non-management directors as a group.

Communication with Investors, Analysts, Press and Customers. The Board believes that as a general matter management should speak for the Company. It is suggested that each director refer inquiries from investors, analysts, the press or customers to the CEO or his or her designee.

Self-Evaluation

The Corporate Governance and Nominating Committee will establish appropriate performance criteria and processes for, and implement and oversee, a performance evaluation process for each committee of the Board and for the Board as a whole. The Corporate Governance and Nominating Committee will report the results of these evaluations to the Board of Directors and identify opportunities to improve the effectiveness of the Board and its Committees. The qualification and performance of individual directors shall be evaluated by the Corporate Governance and Nominating Committee each time a director is nominated or renominated as a director, when there has been a change of employment or responsibilities of a director or at other times as the Committee deems appropriate.

Director Compensation

Only non-employee directors receive compensation for service on the Board. The Compensation Committee and Corporate Governance and Nominating Committee will review director compensation annually and make recommended changes to the Board as necessary. The Board will determine director compensation based on the recommendation of the Compensation Committee and Corporate Governance and Nominating Committee. Non-employee director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the Company's business and the responsibilities of its directors. In order to encourage stock ownership by directors thereby aligning their interest with that of the Company's shareholders, the Board expects that a portion of a director's compensation will consist of equity securities of the Company. In accordance with specific SEC requirements applicable to Audit Committee members, members of the Audit Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation. Director compensation will be disclosed each year in the Company's annual meeting proxy statement.

Leadership Development

Selection and Evaluation of CEO. The Board shall be responsible for identifying potential candidates for and selecting the Company's CEO. In identifying potential candidates for and selecting the Company's CEO, the Board shall consider, among other things, a candidate's integrity, experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise and reputation in the business community. The non-employee directors will, in conjunction with the Board's Compensation Committee, establish performance criteria (including long-term and short-term goals) against which the CEO will be evaluated and, at least annually, will review the performance of the CEO against such performance criteria.

Succession Planning. The Board will, at its annual summit meeting, review and discuss a succession plan for the CEO and other senior executives of the Company. To assist the Board, the CEO will provide the Board with an assessment of senior executives and their succession potential. The CEO will also provide the Board with an assessment of persons considered potential successors to certain senior management positions, including a review of any development plans recommended for such individuals.

Management Development. The Board shall determine that a satisfactory system is in effect for education, development and orderly succession of the Company's senior management.

Failure to Receive a Majority Vote; Resignation Policy

Following certification of the shareholder vote in any director election that requires a majority vote, the Board expects any nominee for election as a director who is an incumbent director who has received less than a majority of the votes cast to promptly offer to resign, which resignation will be effective upon Board acceptance of such offer to resign. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following such person's failure to receive less than a majority of the votes cast at the next meeting at which such person would face election or re-election and that requires such a majority vote, an irrevocable offer to resign, which resignation will be effective upon Board acceptance of such offer to resign. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of an offer to resign tendered by other directors in accordance with this Corporate Governance Guideline.

If a majority vote of the votes cast is required for election or re-election, and an incumbent director fails to receive the required majority vote, then, within 90 days following certification of the shareholder vote, the Corporate Governance and Nominating Committee will act to determine whether to accept the director's resignation and will submit such recommendation for consideration by the Board, and the Board will act on the Committee's recommendation within 120 days following certification of the shareholder vote. The Corporate Governance and Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation, and the Board shall determine to take such course of action as the Board in the exercise of its business judgment may deem appropriate.

No director who has offered to resign pursuant to this policy shall participate in the Governance and Nominating Committee's recommendation regarding the resignation offer. If each member of the Governance and Nominating Committee has offered to resign pursuant to this policy, then the independent directors who are not required to offer their resignations pursuant to this policy shall appoint a committee from among such independent directors to consider the resignation offers and recommend a course of action to the Board. In such a case there is no deadline for such a committee's recommendation, but the deadline for the Board's action shall remain the same. If there are not at least two such independent directors, then no committee action shall be required and the matter shall be considered only by the Board.

No director who has offered to resign pursuant to this policy shall participate in Board action regarding the resignation offer. If however, this would result in there being three or fewer directors participating in the Board action, all directors may participate in the Board action regarding the resignation offer or offers.

The Company shall promptly disclose the Board's decision regarding the course of action it has determined to take in a press release, in a report filed with or furnished to the Securities and Exchange Commission or in another manner reasonably expected to make the Board's decision

publicly-available. In the event the Board elects not to accept an affected director's offer to resign, the Board shall include in its decision the Board's rationale for such decision.

Shareholder Proposals Receiving Majority Vote

If a shareholder proposal that is not supported by the Board is approved by a majority of the Company's outstanding voting stock, the Board will reconsider the proposal.

Ethics and Conflicts of Interest

The Board expects its members, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's Principles of Business Conduct which include policies regarding conflicts of interest, corporate opportunities and confidentiality. There shall be no waiver of any part of the Principles of Business Conduct (including conflicts of interest) for members of the Board of Directors or any employee, except by a majority vote of the Company's Board of Directors or the Corporate Governance and Nominating Committee, which will ascertain whether the waiver is appropriate and will ensure that the waiver is accompanied by appropriate controls designated to protect the Company. Although the Board cannot conceive of any circumstances under which a waiver would be granted, in the extraordinary event that a waiver is granted, the waiver will be posted on the Company's website and shall be disclosed in a public filing made with the Securities and Exchange Commission. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chairman and CEO. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Corporate Governance and Nominating Committee shall be responsible for approving related person transactions involving any Board member, or CEO or any other executive vice president in the manner described in our Policies and Procedures Relating to Related Person Transactions.

Prohibition on Personal Loans

The Company will not extend or maintain credit, or renew an extension of credit, in the form of a personal loan to or for any Board member or member of the Company's senior management.

Periodic Review of Corporate Governance Guidelines

The Corporate Governance and Nominating Committee will periodically review these Corporate Governance Guidelines and will recommend changes to the Board as necessary.

Adopted: February 12, 2004

Revised: February 10, 2005

Revised: May 6, 2005

Revised: February 8, 2008

Revised: December 15, 2009

Ryder's Categorical Director Independence Standards

Each relationship described below will not, by itself, be deemed to create a material relationship with the Company for the purpose of determining the director's independence.

- ***Prior Employment of Director.*** The director was employed by Ryder or was personally working on Ryder's audit as an employee or partner of Ryder's independent auditor, and over five years have passed since such employment, partner or auditing relationship ended.
- ***Employment of Immediate Family Member.*** (i) an immediate family member was an officer of Ryder or was personally working on Ryder's audit as an employee or partner of Ryder's independent auditor, and over five years have passed since such employment, partner or auditing relationship ended; or (ii) an immediate family member is currently employed by Ryder in a non-officer position, or by Ryder's independent auditor not as a partner and not participating in the firm's audit, assurance or tax compliance practice.
- ***Interlocking Directorships.*** An executive officer of Ryder served on the board of directors of a company that employed the director or employed an immediate family member as an executive officer, and over five years have passed since either such relationship ended.
- ***Commercial Relationships.*** The director is an employee, partner, greater than 10% shareholder, or director (or a director's immediate family member is a partner, greater than 10% shareholder, director or officer) of a company that makes or has made payments to, or receives or has received payments (other than contributions, if the company is a tax-exempt organization) from, Ryder for property or services, and the amount of such payments has not within any of such other company's three most recently completed fiscal years exceeded one percent (or \$1 million, whichever is greater) of such other company's consolidated gross revenues for such year.
- ***Indebtedness Relationships.*** A director or an immediate family member is a partner, greater than 10% shareholder, director or officer of a company that is indebted to Ryder or to which Ryder is indebted, and the aggregate amount of such debt is less than one percent (or \$1 million, whichever is greater) of the total consolidated assets of the indebted company.
- ***Charitable Relationships.*** A director is a trustee, fiduciary, director or officer of a tax-exempt organization to which Ryder contributes, and the contributions to such organization by Ryder have not within any of such organization's three most recently completed fiscal years exceeded one percent (or \$250,000, whichever is greater) of such organization's consolidated gross revenues for such year.

All reference to "Ryder" shall refer to Ryder System, Inc. and all subsidiaries.

An "immediate family member" includes a director's spouse, parents, children, siblings, mother- and father-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares such director's home.