CODE OF BUSINESS CONDUCT

OLD DOMINION FREIGHT LINE, INC.

JULY 2020

A MESSAGE FROM THE PRESIDENT

Dear OD Family,

At OD, our mission is to provide innovative solutions designed to exceed customer expectations, increase shareholder value, and ensure the continued success of OD and our Family of Employees. We believe that this mission and our vision, to be the premier transportation solutions company, are driven by our employees.

Every member of the OD Family of Employees is expected to conduct business each day in a manner that is consistent with our Code of Business Conduct. Our Code of Business Conduct reflects our values.

Professional – Reliable – Open – Mindful – Innovative – Serving – Ethical – Supportive

Please read our Code of Business Conduct. Each of you is responsible for understanding and complying with the following guidelines that relate to your duties as employees.

I want to take a minute to sincerely thank each and every one of you for the hard work you do on a daily basis. No matter what your role at OD, each of you is a part of our success.

Greg Gantt

Greg Gantt, *President and CEO*
Old Dominion Freight Line, Inc.

COMPANY HISTORY

Founded in 1934, Old Dominion Freight Line started out as a single truck running a 94-mile route in Virginia. Over the last 80+ years we've led the way to become a national less-than-truckload ("LTL") freight leader and global transportation company. The values that drove our founders decades ago still inspire us today.

Old Dominion Freight Line, Inc. is a leading, LTL union-free motor carrier providing regional, inter-regional and national LTL services through a single integrated organization. Our service offerings, which include expedited transportation, are provided through our network of service centers located throughout the continental United States. Through strategic alliances, OD also provides LTL services throughout North America. In addition to its core LTL services, OD offers a range of value-added services including container drayage, truckload brokerage, and supply chain consulting.

A Matter of Pride. At OD, quality means exceeding customer expectations. We have five pillars of success that support quality: Customer Focus, Total Involvement, Measurement, Systematic Support, and Continuous Improvement. Everyone at OD must be responsible for strengthening these pillars. The continuous attention to OD's success elements drives us toward the achievement of OD's vision. It is through individual actions that value is added to the relationship with customers while achieving quality benefits. Using the acronym "PROMISES," OD employees are reminded of the values that OD embodies to provide quality to our customers.

P – Professional:
We are professional in our daily conduct and in all facets of our roles.

R – Reliable:
We pride ourselves on On-Time Delivery.

O – Open:
We believe in having an Open Door and being available.

M – Mindful:
We think of others. What can we do to make it easier on the next person?

I – Innovative:
We find ways to say yes with customers and employees.

S – Serving:
We constantly serve our customers and employees. This is done in a multitude of ways, from moving shipments to our wages and benefits.

E – Ethical:
As a company that has been in business for over 80 years, we have established ourselves as a reputable business. We strive to handle all situations with the highest ethical standards.

S – Supportive:
We are a family. This means being there for one another in good times and bad.

POWER THE PROMISE

In 1993, a group of employees at OD worked to develop a training program that would help to propel OD to becoming the premier transportation solutions provider as laid out in OD's vision. David Congdon and Marty Freeman led this group and helped lay the groundwork for a company culture centered on service. The two helped develop a seminar called *The Quality Advantage*.

The Quality Advantage focused on providing a quality service while also developing relationships. The fundamental ideas taught in *The Quality Advantage* are timeless and speak to the validity of the principles. In 2019, OD refreshed the training program with new ideas for the modern-day customer and rebranded it to *The Power of Promises*.

At OD, we say that "*We Help the World Keep Promises.*" In order for this to be true, we not only need to keep our delivery commitments, but we must also perform our tasks without error.

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COMPANY POLICY

It is the policy of Old Dominion Freight Line, Inc. ("OD" or "Old Dominion Freight Line") to conduct its business affairs to the highest business conduct and ethics possible. In general, business should be conducted in a manner that promotes and demonstrates principles of honesty, integrity, impartiality, compliance with regulatory guidelines, and good corporate citizenship. Compliance with this policy is expected by all OD employees and by the members of our Board of Directors ("Board of Directors" or "Directors") to help ensure Old Dominion Freight Line maintains an excellent reputation for business conduct among its business associates, competitors, customers and employees. Departure from the guidelines below could subject Old Dominion Freight Line and/or individual OD employees or Directors to costly litigation or damaging public news releases as well as disciplinary action or termination of the OD employee or Director involved directly or indirectly in the non-compliant guideline.

It is the responsibility of every OD employee and Director to comply with the guidelines listed below and to obtain additional clarification from executive management when necessary in order to maintain compliance with OD's Code of Business Conduct. The guidelines below are not all inclusive, since no set of guidelines can cover all contingencies. Therefore, each OD employee and director is responsible for sufficiently understanding the guidelines listed below as well as any additional guidelines not listed below that relate to their duties.

When this code refers to "OD employees and Directors," who is "Directors" referring to?

"Directors" refers to the members of OD's Board of Directors. The Board of Directors has a fiduciary (good faith) responsibility on behalf of OD's stakeholders.

What is my role?

Every OD employee plays an important role in ensuring OD's compliance with OD's Code of Business Conduct. You represent OD each day as you interact with customers or your fellow coworkers. This means you should perform your job duties in a professional and ethical way.

What is "corporate citizenship"?

Have you ever done something because you felt it was the right thing to do? Corporate Citizenship is when a business "does the right thing" for their communities or for society. By taking these actions, the business hopes to maintain success while helping their stakeholders and communities to maintain success too.

ANTITRUST AND OTHER APPLICABLE LAWS, RULES AND REGULATIONS

What are antitrust laws?

Generally, antitrust laws ensure a fair market for goods and services by protecting against actions that could interfere with trade or commerce. Examples of such actions include price fixing or monopolies.

How can I comply with these rules and regulations?

- Do not discuss pricing or specific information regarding customers.
- If you have knowledge of an OD employee violating this policy or if you receive information from a competitor that you think might violate these regulations, you should report this information to EthicsPoint immediately by calling toll-free 877.237.8195 to submit a confidential and anonymous report.

OD employees and Directors are expected to comply with all laws, including antitrust laws, and rules and regulations pertinent to the various jurisdictions that apply to the operations of OD. It is the responsibility of each OD employee to seek sufficient knowledge and understanding of all pertinent laws, rules, and regulations that may apply to their job duties in that such laws, rules, and regulations cannot be reasonably included on one document. Participation by OD employees or Directors with trade organizations and industry conference meetings is permitted; however, any additional participation with competitors should be discussed with executive management or legal counsel if compliance with antitrust laws could be negatively affected.

ENVIRONMENTAL AND SAFETY LAWS

All OD activities are to be conducted in compliance with applicable federal, state, and local environmental and safety law. Failure to comply or to understand a law's relevance to OD's activities could result in civil or criminal litigation against OD and/or individual employees or Directors responsible for the violation.

Some of the activities involved in our business have a direct impact on the environment. It is your responsibility to alert your manager or supervisor if you believe environmental laws, rules or regulations are being violated by OD or its employees. Report all spills, improper emissions to the air or water, or unusual smells immediately.

How can you help?

If you see something, say something.

All OD employees are responsible for ensuring environmental and safety laws are followed.

If you believe that a rule, regulation, or law is being violated by OD or its employees, this should be immediately reported to one of the following:

- Your supervisor or manager
- A member of management by using the Company's Open Door Policy
- EthicsPoint by calling toll-free 877.237.8195 to submit a confidential and anonymous report

EQUAL EMPLOYMENT OPPORTUNITY

All decisions related to the terms and conditions of employment of OD applicants or employees must be made without regard to the race, color, religion, sex, national origin, gender identity, gender expression, sexual orientation, age, disability, pregnancy, genetic information, Vietnam Era and/or veteran status, or any other characteristic protected by applicable law(s) with respect to the applicant or employee and the job description. Decisions based on these characteristics or any other characteristic protected by applicable law(s) are prohibited.

SEXUAL AND OTHER HARASSMENT

OD employees are entitled to the right to work in a business atmosphere that promotes equal opportunities and prohibits any form of harassment based upon race, color, religion, sex, national origin, gender identity, gender expression, sexual orientation, age, disability, pregnancy, genetic information, Vietnam Era and/or veteran status, or any other characteristic protected by applicable law(s).

OD employees and Directors are expected to conduct themselves at all times in a manner that prevents and avoids harassment and to report such conduct to management.

In a continuing effort to ensure that all people are treated with appropriate respect and dignity, Old Dominion Freight Line reaffirms its commitment against harassment or discrimination in the workplace and its support of equal opportunity and basic human rights throughout the business enterprise.

What is sexual harassment?

Sexual harassment includes any unwelcome advances, requests for sexual favors and any other verbal, visual or physical conduct of a sexual nature that meets any of the following criteria:

- Submission to such conduct is made either explicitly or implicitly as a condition of employment.
- Submission to such conduct is used as basis for employment decisions.
- Such conduct is unreasonably interfering with an employee's work performance or creates an intimidating, hostile, or offensive work environment.

HUMAN RIGHTS

OD supports basic human rights throughout the business enterprise, and prohibits the use of child, compulsory or forced labor. OD employees are strictly prohibited from using company equipment to transport, or company facilities to shelter, unauthorized persons, or to take any other act in support of human trafficking or human rights abuses. OD employees should immediately report any human trafficking concerns to the appropriate law enforcement agency(ies).

I am a driver for OD. What does this mean for me?

Be aware of your surroundings and report suspicious activity. Look for indications of human trafficking at motels, rest stops, and at delivery/pick-up points. If you witness suspicious activities, alert local law enforcement immediately.

NATIONAL HUMAN TRAFFICKING HOTLINE 1-888-3737-888 or text 233733

The National Human Trafficking Hotline (NHTH) is a national, toll-free hotline available to answer calls from anywhere in the country, 24 hours a day, 7 days a week, every day of the year. The NHTH is not a law enforcement or immigration authority and is operated by a nongovernmental organization funded by the federal government.

What does this mean for me?

You should always ask yourself if sharing information about OD might influence someone to buy, sell, or hold OD stock. Using insider information or tipping off others with insider information is against the law.

Examples of Material Non-Public Information:

- Changes to executive leadership
- Mergers or acquisitions
- Financial forecasts
- Pending lawsuits
- Cybersecurity risks and incidents
- Accidents, incidents, and emergency situations

OD employees and Directors are prohibited from disclosing or utilizing nonpublic OD information, which may benefit the employee, family members, friends or any other person in the purchase or sale of OD securities. Nonpublic information is generally not available to the investing community. Officers, Directors and other insiders are prohibited from purchasing or selling OD stock during blackout periods.

Please note that information related to cybersecurity risks and incidents may constitute material nonpublic information. For more information, see OD's "Policy Statement on the Prevention of Insider Trading."

CONFIDENTIAL INFORMATION

OD employees and Directors are prohibited from disclosing confidential or proprietary information outside of OD, during or after employment, without prior authorization from executive management. OD employees should also not disclose confidential information to other OD employees except on a need-to-know basis. Confidential information is defined as nonpublic information pertaining to but not limited to trade secrets, prices, projected earnings, future plans, customers, and suppliers. Confidential information provided to OD by its vendors, customers, agents, and other business associates is also subject to the above disclosure guidelines.

DATA PRIVACY PROTECTION

OD is sensitive to the misuse of personal data, which is any information that could be used to identify an individual person, such as name, address, location, phone number, national identification number, and health information ("Personal Data"). You should respect the privacy of all OD employees and customers. OD is committed to complying with data protection laws and regulations regarding the collection, use, transfer, and destruction of Personal Data. You should only collect or access the Personal Data necessary to accomplish the purposes for which it was collected or accessed. OD has implemented technical, administrative, and physical procedures to protect Personal Data from loss, misuse, or alteration. If you become aware that Personal Data has been misused, contact OD's Legal Department immediately.

What does this mean for me?

OD values its customers, vendors, agents, and employees. Every OD employee should recognize that much of the information they have access to while performing their job functions may be confidential.

For example, many shippers expect OD to keep their customer list confidential. OD employees should not discuss who our customers are, or our customers' customers are. This includes terms and conditions of customer contracts even if the name of the customer is not disclosed. Details of customer contracts or negotiations should never be disclosed to other customers or parties.

What can you do to avoid a conflict of interest?

First, you must identify possible conflicts of interest.

A conflict of interest is any outside relationship or influence that may cause a person to choose between what benefits them personally and what is best for the company.

For example, a conflict of interest may be selecting a vendor because they are related to you or someone you know. A conflict of interest could also be created when a family member works for a customer and that relationship influences the pricing that customer receives.

OD employees and Directors are prohibited from entering into a business transaction that creates a conflict of interest or the appearance of a conflict of interest between the best interests of OD and OD employees' or Directors' personal self-interests. Potential conflict of interest transactions should be discussed with an employee's direct supervisor before entering into the transaction. Generally, business gifts or business entertainment that are customary business courtesies and are reasonable in value and frequency would not result in a violation of OD's Code of Business Conduct. This flexible standard is intended to accommodate a range of circumstances. Nevertheless, although business entertainment and business gifts are allowable, discretion must be used to avoid situations where an OD employee may feel obligated to buy from or conduct business with a supplier or customer because of the entertainment or gifts provided or received. Guidelines and laws related to transactions with government agencies or other applicable regulatory agencies that could result in a conflict of interest must be strictly followed. Members of an OD employee's family are also prohibited from entering into such business transactions. Use of outside agents or other non-employees to circumvent OD's Code of Business Conduct is not permitted.

OD may consider a variety of factors in determining what is excessive, including but not limited to the value of what is received, the personal benefit to the recipient, the relationship between the provider, the recipient and OD, the recipient's position with OD, the nature of what is provided, and the underlying facts and circumstances.

Listed below are non-exclusive examples of conflicts of interest:

- Obtaining or offering cash or cash equivalents, financial favors or other beneficial favors to or from customers, suppliers, or competitors
- Serving as a director, officer, employee, or consultant to a competitor or company doing or seeking to do business with OD unless approved by executive management
- Owning a significant and influential interest in a competitor or company doing or seeking to do business with OD unless approved by executive management
- Participating in a sale, loan, or other business transaction that directly benefits the OD employee or Director
- Accepting or giving gifts that are not appropriate with respect to the industry and/or situation, from or to an outside company or representative doing or seeking to do business with OD. A business gift is never permitted if prohibited by law or regulation or intended to improperly influence the recipient.
- Paying or receiving kickbacks, bribes or undisclosed commissions from an outside company or representative doing or seeking to do business with OD
- Accepting or providing entertainment or accommodations that are not attended by the provider and recipient and/or are not appropriate with respect to the industry and/or situation and not related to furthering business relationships, from or to an outside company or representative doing or seeking to do business with OD
- Using personal funds where the use of OD funds is prohibited

What should I do if I am concerned about a potential conflict of interest?

Potential conflict of interest transactions should be discussed with an employee's direct supervisor before entering into the transaction.

What is my responsibility?

Employees must make an immediate report of any suspected or actual violations (whether or not based on personal knowledge) of applicable law or regulations to OD's confidential hotline, EthicsPoint, by dialing toll free 877.237.8195 or to a member of OD's FCPA Committee.

What is "fair dealing"?

Fair dealing is upholding the highest standard of ethics by not taking advantage of our employees, customers, agents, or vendors. OD strives to serve our customers and grow our business through honest communication. Attempts to manipulate, conceal, or misrepresent information are not tolerated.

CORRUPTION AND BRIBERY

Corrupt arrangements with customers, suppliers, government officials, or other third parties are strictly prohibited. Corrupt arrangements include obtaining, or attempting to obtain a personal benefit or business advantage through improper or illegal means. Corruption may involve payments or the exchange of anything of value and includes bribery (bribery of a government official or commercial bribery), extortion, and kickbacks. Corrupt activities can be a serious violation of criminal and civil anti-bribery and anti-corruption laws. All OD employees regardless of personal location or place of business must comply with the U.S. Foreign Corrupt Practices Act.

OD's "Foreign Corrupt Practices Act (FCPA) & Anti-bribery Policy & Procedures" is available in the OD Employee Handbook.

FAIR DEALING

OD has a history of succeeding through honest business competition. OD does not seek competitive advantages through illegal or unethical business practices. Each OD employee and Director should endeavor to deal fairly with OD's customers, service providers, competitors and employees. No OD employee or Director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, misappropriation of confidential and/or trade secret information, or any unfair dealing practice.

COMPANY ASSETS, TRANSACTIONS, AND FINANCIAL REPORTING

OD assets and their related transactions are prohibited from being converted, borrowed, or manipulated in order to realize a personal gain or avoid reporting fairly and accurately such transactions. Personal loans or extensions of credit to OD employees or Directors are also prohibited. All transactions and disclosures must be recorded in OD's books of accounts and records in a manner that avoids fictitious or inaccurate entries, adheres to OD's system of internal controls and ensures that financial statements reported to the Securities and Exchange Commission ("SEC") and the investment community are complete, accurate, timely, and in compliance with applicable SEC rules. Furthermore, no employee shall take any action to fraudulently influence, coerce, manipulate, or mislead any auditor engaged in the audit of OD's financial statements. If you are asked to participate in an audit or internal investigation conducted by OD's internal auditors, external auditors, or Legal Department, you are expected to, in good faith, cooperate fully and communicate honestly.

MONEY LAUNDERING PREVENTION

Money laundering is conducting or attempting to conduct a financial transaction knowing that the transaction is designed in whole or in part to conceal or disguise the nature, location, source, ownership or control of the proceeds of specified unlawful activity. OD is committed to assisting governmental authorities in detecting, preventing, and eradicating criminal and terrorist financing and activity accomplished through money laundering, and will not enter into any arrangement that has been identified as a means of money laundering. Indications of money laundering may include requests from a customer or supplier for cash payments, unusual payment terms, fund transfers to or from countries unrelated to the transaction, or other activities outside the normal course of conduct. If you become suspicious of potential money laundering activities, contact the Legal Department immediately.

If I work in a service center, how does this apply to me?

Every OD employee has a responsibility to ensure that all company records are accurate.

Whether it is information included on an expense report, logging service hours in the shop, loading pro numbers onto trailers, accurately recording your stops in your handheld, or properly recording hours worked, all of these activities are examples of ways that our employees impact OD financials.

What is a corporate opportunity?

Through your position at OD, you may learn of opportunities for personal financial gains. Employees have a duty to OD to present these opportunities to OD instead of accepting them for personal gain.

For example, a customer may express a need for truckload services. Rather than referring them to a family member who could provide the service, you should provide this information to a Solutions Specialist or Manager.

What does this mean for me?

OD encourages its employees to be politically engaged. Personal contributions representing your personal interests are acceptable.

However, contributions to political parties or candidates on behalf of or in the name of OD are not allowed.

CORPORATE OPPORTUNITIES

All OD employees and Directors owe a duty to OD to advance its interests when the opportunity arises. OD employees and Directors are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of OD assets, property, information or position. OD employees and Directors may not use OD assets, property, information or position for personal gain (including gain of friends or family members).

POLITICAL CONTRIBUTIONS

Contributions of OD assets or personal assets on behalf of Old Dominion Freight Line, Inc. to political parties or candidates for public office are prohibited unless federal or local laws clearly authorize such contributions. Any such potential exceptions should be authorized by executive management prior to making the contribution.

INFORMATION SYSTEMS

OD employees and Directors are prohibited from using OD's information systems in a manner that would result in any violations of this Code of Business Conduct. Other violations, including but not limited to intentionally disrupting operations, accessing unauthorized files, using the system for personal gain, and the unauthorized copying of proprietary software are also prohibited.

How can you help?

OD entrusts its employees with access to necessary systems to perform their job functions. This access should only be used for work-related activities.

Confidential information or details of OD's systems should not be shared with outside contacts.

If you are made aware of any misuse of OD's data or systems, you should bring this information to your supervisor's attention immediately or to EthicsPoint by calling toll-free 877.237.8195 to submit a confidential and anonymous report.

What about OD employees' personal use of social media?

Express only your personal opinions. Never represent yourself as a spokesperson for OD. If OD is a subject of the content you are creating, be clear and open about the fact that you are an employee and make it clear that your views do not represent those of OD, fellow employees, customers, suppliers, or people working on behalf of OD. If you do publish a blog or post online related to the work you do or subjects associated with OD, make it clear that you are not speaking on behalf of OD. It is best to include a disclaimer such as "The postings on this site are my own and do not necessarily reflect the views of OD."

Maintain the confidentiality of OD trade secrets and private or confidential information. Trade secrets include information regarding the development of systems, processes, products, customer information (contracts, terms and conditions, pricing), expertise, and technology.

Remember, including photos that show freight may inadvertently identify a customer in violation of this Code and violate customer contracts.

COMMUNICATIONS WITH PRESS, INVESTORS, AND MARKET ANALYSTS

Since OD is publicly traded, if you are contacted and asked to speak on behalf of OD with any members of the press, investors, or market analysts, please do not provide any information. Instead, you should politely advise the outside party that you are not authorized to discuss the subject, and refer them to OD's Senior Vice President – Strategic Development, Senior Vice President – Finance and CFO, or Vice President – Marketing and Communications. Only designated spokespersons may speak to the media on behalf of the Company.

REPORTING, INVESTIGATION, AND ENFORCEMENT

If you believe that actions have taken place that violate this Code of Business Conduct, you must bring the matter to the attention of Old Dominion Freight Line. OD employees may report violations and potential violations: (i) to their supervisor; (ii) by calling EthicsPoint toll-free at 877.237.8195 to submit a confidential and anonymous report; or (iii) by using the Company's Open Door Policy. Violations involving executive officers or Directors must be reported to the Audit Committee of the Board of Directors. After receiving a report of an alleged prohibited action, the recipient must promptly take all appropriate actions necessary to investigate. OD employees and Directors must cooperate in any internal investigation of misconduct.

Upon receipt of a determination that there has been a violation of this Code of Business Conduct, OD will take such preventive or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, termination, and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

The above procedures are in no way intended to limit employee reporting of alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities, including the SEC, or limit an employee's participation in any investigation or proceeding that may be conducted by such governmental and regulatory authorities, including providing documents or other information. Employees do not need prior authorization to take such actions and are not required to notify their supervisor, any other representative of Old Dominion Freight Line or the Audit Committee that they have taken any such actions.

Who should employees contact?

Violations of this Code of Business Conduct should be immediately reported to one of the following:

- Your supervisor or manager
- A member of management by using the Company's Open Door Policy
- EthicsPoint by calling toll-free 877.237.8195 to submit a confidential and anonymous report

What if my complaint turns out to be false?

Employees are encouraged to report violations that they believe to be true. Even if the alleged violation reported in good faith turns out to be false, OD prohibits retaliation against the employee who made the report.

NO RETALIATION

Old Dominion Freight Line does not tolerate acts of retaliation against any OD employee or Director who makes a good faith report of known or suspected acts of misconduct or other violations of this Code of Business Conduct. No one who reports a known or suspected violation in good faith will be subject to retaliation. Old Dominion Freight Line also prohibits retaliation against anyone who participates in an investigation or otherwise engages in conduct protected by applicable law(s). Anyone who is found to have retaliated against a person who has reported a violation in good faith, or participated in an investigation, will be subject to discipline, up to and including termination of employment.

AMENDMENTS AND WAIVERS

The Code of Business Conduct is reviewed periodically by the Board of Directors to determine whether revisions may be required due to changes in the law or regulations, or changes in our business or the business environment. The Board of Directors must approve any changes to the Code of Business Conduct. Any waiver of any provision of the Code of Business Conduct for executive officers and Directors may be made only by the Board of Directors. Any amendment to or waiver of the provisions of the Code of Business Conduct that requires disclosure under applicable law or SEC or Nasdaq rules will be disclosed on our website in accordance with applicable law or regulation.

HELPING THE WORLD KEEP PROMISES.®

Contact Information:
500 Old Dominion Way, Thomasville, NC 27360
1.800.432.6335 • 336.889.5000 • odfl.com

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