

**OLD DOMINION FREIGHT LINE, INC.  
CODE OF BUSINESS CONDUCT**

**COMPANY POLICY**

It is the policy of Old Dominion Freight Line, Inc. (“Company” or “Old Dominion Freight Line”) to conduct its business affairs to the highest business conduct and ethical standards 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 Company employees and by the board of 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 company employees or directors to costly litigation or damaging public news releases as well as disciplinary action or termination of the Company employee or director involved directly or indirectly in the non-compliant guideline.

It is the responsibility of every Company 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 the Company’s Code of Business Conduct. The guidelines below are not all inclusive, since no set of guidelines can cover all contingencies. Therefore, each Company 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.

**ANTITRUST AND OTHER APPLICABLE LAWS, RULES AND REGULATIONS**

Company employees and directors are expected to comply with all laws, including antitrust laws, rules and regulations pertinent to the various jurisdictions that apply to the operations of Old Dominion Freight Line. It is the responsibility of each Company employee to seek sufficient knowledge and understanding of all pertinent laws, rules and regulations that may apply to their Company duties in that all such laws, rules and regulations cannot be reasonably included on one document. Participation by Company 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 Company activities are to be conducted in compliance with every applicable federal, state and local environmental and safety law. Failure to comply with any such law or to understand its relevance to Old Dominion Freight Line’s activities could result in civil or criminal litigation against the Company 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 the Company or its employees. Report all spills, improper emissions to the air or water, or unusual smells immediately.

## **EQUAL EMPLOYMENT OPPORTUNITY**

All decisions related to the terms and conditions of employment of Company 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 Company employee and the job description. Decisions based on 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) are prohibited.

## **SEXUAL AND OTHER HARASSMENT**

Company 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).

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

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

## **INSIDER TRADING**

Company employees and directors are prohibited from disclosing or utilizing nonpublic Company information, which may benefit the Company employee, family members, friends or any other person in the purchase or sale of Old Dominion Freight Line securities. Nonpublic information is generally not available to the investing community or information that should not be made public until officially released by executive management through a formal press release.

Please note that information related to cybersecurity risks and incidents may constitute material nonpublic information. Officers, directors and other insiders are prohibited from purchasing or selling Company stock during blackout periods. For more information, see the Company's "Policy Statement on the Prevention of Insider Trading."

## **CONFIDENTIAL INFORMATION**

Company employees and directors are prohibited from disclosing confidential or proprietary information outside the Company, during or after employment, without prior authorization from executive management. Company employees should also not disclose confidential information to other Company 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 Old Dominion Freight Line by its vendors, customers, agents and other business associates is also subject to the above disclosure guidelines.

## **CONFLICTS OF INTEREST AND GIFTS**

Company 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 the Company and the Company employee's or director's personal self-interest. 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 the Company's Code of Business Conduct. This is a flexible standard that 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 Old Dominion Freight Line 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 a Company employee's family are also prohibited from entering into such business transactions. Use of outside agents or other non-employees to circumvent the Company's Code of Business Conduct is not permitted. 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 Old Dominion Freight Line unless approved by executive management;
- Owning a significant and influential interest in a competitor or company doing or seeking to do business with Old Dominion Freight Line unless approved by executive management;
- Participating in a sale, loan or other business transaction that directly benefits the Company 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 Old Dominion Freight Line. 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 Old Dominion Freight Line;
- 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 Old Dominion Freight Line; and
- Using personal funds where the use of Company funds is prohibited.

The Company 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 the Company, the recipient's position with the Company, the nature of what is provided, and the underlying facts and circumstances.

## **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 Company employees regardless of personal location or place of business must comply with the U.S. Foreign Corrupt Practices Act. For more information, see the Company's "Foreign Corrupt Practices Act (FCPA) & Anti-bribery Policy & Procedures."

## **FAIR DEALING**

The Company has a history of succeeding through honest business competition. The Company does not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, service providers, competitors and employees. No employee, officer 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.

## **DATA PRIVACY PROTECTION**

Old Dominion Freight Line 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 Company employees and customers. The Company 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. The Company 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 the Legal Department immediately.

## **COMPANY ASSETS, TRANSACTIONS AND FINANCIAL REPORTING**

Company 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 directors or Company officers are also prohibited. All transactions and disclosures must be recorded in the Company's books of accounts and records in a manner that avoids fictitious or inaccurate entries, adheres to the Company'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 Company financial statements. If you are asked to participate in an audit or internal investigation conducted by the Company's internal auditors, external auditors, or Legal Department, you are expected to, in good faith, cooperate fully and communicate honestly.

## **CORPORATE OPPORTUNITIES**

All Company employees and directors owe a duty to the Company to advance its interests when the opportunity arises. Company 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 Company assets, property, information or position. Company employees and directors may not use Company assets, property, information or position for personal gain (including gain of friends or family members).

## **POLITICAL CONTRIBUTIONS**

Contributions of Company assets or personal assets on behalf of Old Dominion Freight Line 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**

Company employees and directors are prohibited from using Old Dominion Freight Line's information systems in a manner that would result in any violations of the preceding code of conduct policies. 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.

## **HUMAN RIGHTS**

The Company supports basic human rights throughout the business enterprise, and prohibits the use of child, compulsory or forced labor. Company 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. Company employees should immediately report any human trafficking concerns to the appropriate law enforcement agency(ies).

## **COMMUNICATIONS WITH PRESS, INVESTORS AND MARKET ANALYSTS**

Since the Company is publicly traded, if you are contacted and asked to speak on behalf of the Company 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 the Company's Senior Vice President - Strategic Development, Senior Vice President - Finance, or Vice President - Marketing and Communications. Only designated Company spokespersons may speak to the media on behalf of the Company.

## **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. Old Dominion Freight Line 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.

## **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. Company 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. Company 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, the Company will take such preventative 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.

### **NO RETALIATION**

Old Dominion Freight Line does not tolerate acts of retaliation against any director, executive officer, or employee 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.

Revised: May 15, 2019