

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

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

OLD DOMINION FREIGHT LINE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required
- ☐ Fee paid previously with preliminary materials
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

OLD DOMINION FREIGHT LINE, INC.

**500 Old Dominion Way
Thomasville, North Carolina 27360**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Old Dominion Freight Line, Inc. will be held Wednesday, May 17, 2023, at 10:00 a.m. Eastern Daylight Time, at our principal executive offices, 500 Old Dominion Way, Thomasville, North Carolina 27360, for the following purposes:

1. To elect eleven directors to our Board of Directors for one-year terms and until their respective successors have been elected and qualified or until their death, resignation, removal or disqualification or until there is a decrease in the number of directors, as set forth in the accompanying proxy statement.
2. To approve, on an advisory basis, the compensation of our named executive officers.
3. To vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers.
4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2023.
5. To transact such other business, if any, as may be properly brought before the meeting or any adjournment thereof.

Shareholders of record at the close of business on March 9, 2023, are entitled to notice of and to vote at the meeting.

By Order of the Board of Directors



Ross H. Parr
*Senior Vice President - Legal Affairs,
General Counsel and Secretary*

Thomasville, North Carolina
April 17, 2023

If you do not intend to be present at the meeting, we ask that you vote your shares using a toll-free telephone number, the Internet, or by signing, dating and returning the accompanying proxy card or voting instruction form promptly so that your shares of common stock may be represented and voted at the Annual Meeting. Instructions regarding the different voting options made available to you are contained in the accompanying proxy statement.

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OLD DOMINION FREIGHT LINE, INC.
Principal Executive Offices: 500 Old Dominion Way
Thomasville, North Carolina 27360

PROXY STATEMENT

***Important Notice Regarding the Availability of Proxy Materials
for the Shareholder Meeting to be held on May 17, 2023:***

The Notice of Annual Meeting of Shareholders, Proxy Statement, Form of Proxy and 2022 Annual Report to Shareholders are available on our corporate website at <https://ir.odfl.com/annual-shareholder-meeting-information>.

This proxy statement is first being distributed to shareholders on or about April 17, 2023, in connection with the solicitation of proxies by and on behalf of the Board of Directors (the "Board") of Old Dominion Freight Line, Inc. for use at the Annual Meeting of Shareholders to be held at our principal executive offices, 500 Old Dominion Way, Thomasville, North Carolina 27360 on Wednesday, May 17, 2023, at 10:00 a.m. Eastern Daylight Time, and at any adjournment thereof. If you need directions so you can attend the Annual Meeting and vote in person, please contact our Corporate Secretary at (336) 889-5000.

2023 PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Shareholders

- Time and Date 10:00 a.m., Wednesday, May 17, 2023
- Place Old Dominion's principal executive offices
500 Old Dominion Way
Thomasville, North Carolina 27360
- Record Date March 9, 2023
- Voting Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on at the meeting.
- Admission If you decide to attend the meeting in person, upon your arrival you will need to register with our receptionist in the main lobby of our principal executive offices. See page 7 for further instructions and registration requirements.

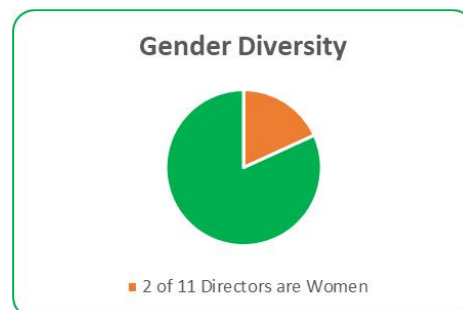
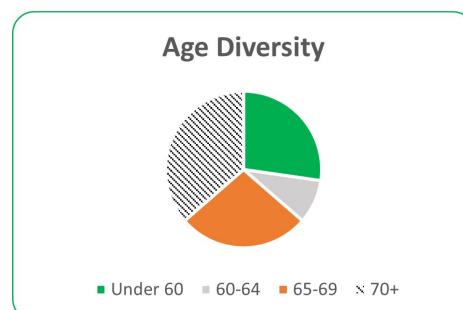
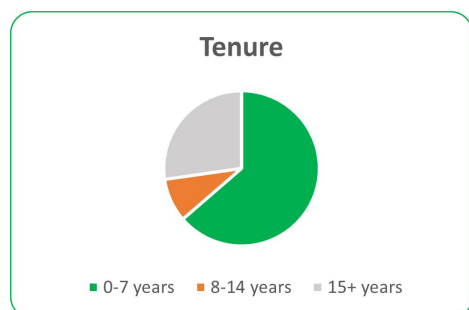
Meeting Agenda/Proposals

	Board Vote Recommendation	Page Reference (for more detail)
• Election of eleven directors	FOR ALL	<u>11</u>
• Approval, on an advisory basis, of the compensation of our named executive officers	FOR	<u>58</u>
• Vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers	1 YEAR	<u>60</u>
• Ratification of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2023	FOR	<u>60</u>

Transact other business, if any, that properly comes before the meeting

Election of Directors

Our directors are elected annually for one-year terms. The eleven nominees below are comprised of ten current directors and Andrew S. Davis, each of whom have been recommended by the Board's Governance and Nomination Committee. As previously disclosed, D. Michael Wray is not standing for re-election at the meeting. The nominees receiving a plurality of the votes cast at the meeting will be elected as directors. The graphics below highlight the backgrounds of our director nominees and the table below provides summary information about each director nominee.



Election of Directors (continued)

- 8 of our 11 director nominees are independent
- Our director nominees have an average tenure of 10 years
- 27% of our director nominees have self-identified gender, racial or ethnic diversity

Name	Age	Director Since	Occupation	Independent	Committees		
					AC	CC	GNC
David S. Congdon	66	1998	Executive Chairman of the Board of Directors, Old Dominion				
Sherry A. Aaholm	60	2018	Vice President and Chief Digital Officer, Cummins, Inc.	X	X		X
John R. Congdon, Jr.	66	1998	Private investor				
Andrew S. Davis	45		Senior Vice President, Strategy and Investments, Cox Enterprises Inc.	X			
Bradley R. Gabosch	71	2016	Private investor	X	X		X
Greg C. Gantt	67	2018	President and Chief Executive Officer, Old Dominion				
Patrick D. Hanley	78	2016	Private investor	X	X	X	
John D. Kasarda, Ph.D.	77	2008	CEO and President of Aerotropolis Business Concepts LLC; President of Aerotropolis Institute China; Faculty, University of North Carolina at Chapel Hill's Kenan-Flagler Business School	X			C
Wendy T. Stallings	48	2020	Owner, President and CEO, TPI Event Solutions, Inc.; Real estate investor	X		X	
Thomas A. Stith, III	59	2021	Co-Founder and CEO, The Michael Thomas Group	X			X
Leo H. Suggs *	83	2009	Private investor	X		C	X

AC - Audit Committee

GNC - Governance and Nomination Committee

CC - Compensation Committee

C - Committee Chair

* - Lead Independent Director

Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers

We are asking our shareholders to approve, on a non-binding, advisory basis, the compensation of our named executive officers. The Board believes that our executive compensation policies are designed appropriately and are functioning as intended to align pay with performance and produce long-term value for our shareholders.

Fiscal 2022 Executive Compensation Elements

Type	Form	General Purpose and Terms
Cash	Base Salary	Retention component that is reviewed annually and adjusted as needed, and executives are generally eligible for an annual increase.
	Non-Equity Performance Incentive Plan ("PIP")	Motivates and rewards performance by linking a significant portion of compensation to profitability. Earned monthly based upon a fixed percentage, or participation factor, of our pre-tax income. No payment unless pre-tax income exceeds a required minimum performance threshold, and the aggregate PIP payments for each executive are limited to 10x the executive's annual base salary.
Equity-based	Performance-Based Restricted Stock Award ("RSA")	Aligns executive compensation with Company performance and shareholder value. Grants are awarded based on the Company's operating ratio (a measure of profitability calculated by dividing total operating expenses by revenue). Any shares earned generally vest in increments of 33% per year on the anniversary of the grant date, subject to continued service requirements.
	Performance-Based Restricted Stock Unit Award ("PBRSU")	Ties executive compensation to Company achievement of pre-tax income growth performance targets over a one-year performance period, with one-third of the award vesting following the conclusion of the performance period (to the extent the performance target is met) and an additional one-third of the award vesting on each anniversary thereafter, subject to continued service requirements.
Other Employee Benefits	401(k) Plan	Retirement plan with Company match; executive officers receive the same benefit as all employees.
	Nonqualified Deferred Compensation Plan	Self-funded retirement benefit; participants can defer significant percentages of annual base salary and monthly non-equity performance-based incentive compensation. No Company match or other contributions are provided by us.

Recent Compensation Decisions

The principal factors in the Compensation Committee's executive compensation decisions for 2022 were (i) our financial performance, (ii) the relationship of executive compensation to the Company's pre-tax income, (iii) the amount of compensation that is performance-based, (iv) the review and analysis conducted by its independent compensation consultant, (v) strong support received for "say-on-pay" voting results (approximately 95% of votes cast on the proposal at our 2022 Annual Meeting of Shareholders were in favor of such proposal), and (vi) shareholder feedback.

In August 2022, we entered into an agreement to terminate our employment agreement with David S. Congdon, our Executive Chairman of the Board. Following termination of the agreement, Mr. Congdon remains an executive officer of the Company and continues to serve as Executive Chairman of the Board. In connection with the termination of the agreement, the Compensation Committee selected Mr. Congdon to participate in the Old Dominion Freight Line, Inc. Change of Control Severance Plan for Key Executives (As Amended and Restated Effective October 31, 2018) (the "Severance Plan"), with a qualifying termination compensation level of two and one-half (2.5) times the sum of his base salary and three-year average bonus amount, subject to the terms and conditions of the Severance Plan.

In October 2022, the Compensation Committee reviewed the compensation of Mr. Congdon and approved a 50% reduction (from its 2022 level) in his participation factor in the PIP, effective January 1, 2023. This change was a further modification to the previously disclosed multi-year approach of reduced pay levels across all pay components as part of the Company's long-term succession planning. Consistent with that previously disclosed approach, since January 1, 2022, Mr. Congdon no longer receives stock-based compensation grants under the Old Dominion Freight Line, Inc. 2016 Stock Incentive Plan (the "2016 Plan").

Recent Compensation Decisions (continued)

In October 2022, the Compensation Committee also modified the RSA program, effective for the 2023 fiscal year and applicable to the RSA grants to be considered by the Compensation Committee in the first quarter of 2024, as further described in "Compensation Discussion and Analysis" below. These modifications were implemented to align with our pay-for-performance philosophy and allow for additional award funding for superior performance results.

We believe these compensation program changes further enhance the pay-for-performance focus of our executive compensation program and continue to strengthen the alignment of our executive compensation program with the long-term interests of our shareholders.

Fiscal 2022 Compensation Summary

The following table summarizes the compensation of our Chief Executive Officer, our Chief Financial Officer, and our next three most highly compensated executive officers who were serving at December 31, 2022, to whom we refer to collectively as our named executive officers, for the fiscal year ended December 31, 2022.

As previously announced, effective July 1, 2023: (i) Mr. Freeman will succeed Mr. Gantt as our President and Chief Executive Officer; and (ii) Mr. Plemmons will succeed Mr. Freeman as our Executive Vice President and Chief Operating Officer.

Name	Salary (\$) ⁽¹⁾	Stock Awards (\$)	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total Compensation (\$)
David S. Congdon Executive Chairman of the Board	492,127	—	4,887,350	32,044	129,734	5,541,255
Greg C. Gantt President and Chief Executive Officer	917,701	2,578,625	9,200,000	92,964	39,085	12,828,375
Adam N. Satterfield Senior Vice President – Finance, Chief Financial Officer and Assistant Secretary	510,753	1,430,697	4,594,271	—	44,554	6,580,275

Fiscal 2022 Compensation Summary (continued)

Name	Salary (\$)⁽¹⁾	Stock Awards (\$)	Non-Equity Incentive Plan Compensation (\$)⁽²⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total Compensation (\$)
Kevin M. Freeman Executive Vice President and Chief Operating Officer	604,024	1,692,240	5,513,125	6,943	32,460	7,848,792
Gregory B. Plemmons Senior Vice President – Sales	495,619	928,521	3,307,875	1,578	33,232	4,766,825

(1)The base salaries reported in this table and corresponding amounts reflected in the “Compensation Discussion and Analysis” section may differ due to the timing of effective dates for base salary changes.

(2)The Non-Equity Incentive Plan Compensation payouts for Mr. Congdon and Mr. Gantt reflect reductions of approximately 3.3% and 16.6%, respectively, due to the PIP limit of 10x each executive’s annual base salary.

Vote, on an Advisory Basis, on the Frequency of Future Advisory Votes on the Compensation of our Named Executive Officers

We are once again providing our shareholders with the opportunity to recommend, on an advisory basis, whether the advisory vote on the compensation of our named executive officers should be held every one year, two years or three years.

Ratification of the Appointment of our Independent Registered Public Accounting Firm

As a matter of good corporate governance, we are asking our shareholders to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2023.

2024 Annual Meeting

- Shareholder proposals submitted pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 must be received by us by December 19, 2023.
- Notice of shareholder proposals outside of SEC Rule 14a-8, including director nominations pursuant to the proxy access provisions of our bylaws and pursuant to SEC Rule 14a-19, must be received by us no earlier than November 19, 2023 and no later than December 19, 2023.

GENERAL INFORMATION

The accompanying proxy is solicited by and on behalf of our Board, and the entire cost of such solicitation will be borne by us. This solicitation is being made by mail and may also be made in person or by fax, telephone, or Internet by our officers or employees. In addition, arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to send proxy materials to their principals, and we will reimburse them for their reasonable expenses in connection therewith.

The accompanying proxy is for use at the 2023 Annual Meeting of Shareholders (the "Annual Meeting") if a shareholder either will be unable to attend in person or will attend but wishes to vote by proxy. "Registered holders" who have shares registered in the owner's name through our transfer agent may vote by either: (i) completing the enclosed proxy card and mailing it in the postage-paid envelope provided; (ii) voting over the Internet by accessing the website identified on the proxy card and following the online instructions; or (iii) calling the toll-free telephone number identified on the proxy card. Proxies submitted via the Internet or by telephone must be received by 11:59 p.m. Eastern Daylight Time on Tuesday, May 16, 2023.

For shares held in "street name," that is, shares held in the name of a brokerage firm, bank or other nominee, you should receive a voting instruction form from that institution in lieu of a proxy card. The voting instruction form provides information on how you may instruct your brokerage firm, bank or other nominee to vote your shares.

If you decide to attend the meeting in person, upon your arrival you will need to register with our receptionist in the main lobby of our principal executive offices at 500 Old Dominion Way, Thomasville, North Carolina 27360. Please be sure to have your state- or government-issued photo identification with you at the time of registration. After a determination that you are a registered shareholder of Old Dominion common stock as of the record date, you will be allowed to access the meeting room and attend our Annual Meeting. If you are not a registered shareholder but beneficially own shares of our common stock as of the record date, please be sure that you bring your state- or government-issued photo identification as well as either (i) a proxy issued to you in your name by your brokerage firm, bank or other nominee, or (ii) a brokerage statement showing your beneficial ownership of our common stock as of the record date (and a legal proxy from your brokerage firm, bank or other nominee if you wish to vote your shares at the Annual Meeting) to present to us at the time of registration.

The Board of Directors has fixed March 9, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting. On March 9, 2023, there were 109,950,195 outstanding shares of our common stock each entitled to one vote. The presence in person or by proxy of a majority of the shares of common stock outstanding on the record date constitutes a quorum for purposes of conducting business at the Annual Meeting. Shareholders do not have cumulative voting rights in the election of directors.

Brokers that are members of certain securities exchanges and that hold shares of our common stock in street name on behalf of beneficial owners have authority to vote on certain items when they have not received instructions from beneficial owners. Under the applicable rules governing such brokers, the proposal to ratify the appointment of our independent registered public accounting firm is considered a "discretionary" item. This means that brokers may vote using their discretion on this proposal on behalf of beneficial owners who have not furnished voting instructions. In contrast, certain items are considered "non-discretionary," and a "broker non-vote" occurs when brokers do not receive voting instructions from beneficial owners with respect to such items because the brokers are not entitled to vote such uninstructed shares. All proposals in this proxy statement, with the exception of the proposal to ratify the appointment of our independent registered public accounting firm, are considered "non-discretionary," which means that brokers cannot vote your uninstructed shares when they do not receive voting instructions from you.

Assuming the existence of a quorum at the Annual Meeting, the voting options for each proposal presented in this proxy statement, as well as the vote required to approve each proposal at the Annual Meeting, are as follows:

Proposal 1 - Election of Directors: With respect to this proposal, you may cast your vote "for all," "withhold all," or "for all except" with respect to the director nominees. The nominees receiving a plurality of the votes cast will be elected as directors.

Proposal 2 - Approval, on an Advisory Basis, of the Compensation of Our Named Executive Officers: With respect to this proposal (the results of which will not be binding upon Old Dominion or the Board), you may vote "for," "against," or "abstain" from voting. For this non-binding vote to be approved by the shareholders, the votes cast "for" this proposal must exceed the votes cast "against" this proposal.

Proposal 3 - Vote, on an Advisory Basis, on the Frequency of Future Advisory Votes on the Compensation of Our Named Executive Officers: With respect to this proposal (the results of which will not be binding upon Old Dominion or the Board), you may vote for every "1 year," "2 years," "3 years" or "abstain" from voting. Under Virginia law, other than the election of directors, action on a matter is approved, assuming the existence of a quorum, if the votes cast favoring the matter exceed the votes cast opposing the matter, unless our Articles of Incorporation or Virginia law require a greater number of affirmative votes. However, because of the nature of this proposal, the frequency receiving the greatest number of votes cast will be considered the frequency recommended by our shareholders.

Proposal 4 - Ratification of the Appointment of Our Independent Registered Public Accounting Firm: With respect to this proposal, you may vote "for," "against," or "abstain" from voting. For this proposal to be approved by the shareholders, the votes cast "for" this proposal must exceed the votes cast "against" this proposal.

Abstentions, shares that are withheld as to voting, and broker non-votes (if any) will be counted for determining the existence of a quorum, but will not be counted as a vote cast with respect to any of these proposals and, therefore, will have no effect on the outcome of the vote for any of these proposals presented at the Annual Meeting.

Where a choice is specified on any proxy as to the vote on any matter to come before the Annual Meeting, the proxy will be voted in accordance with such specification. If no specification is made but the proxy is otherwise properly completed, the shares represented thereby will be voted "for" the election of the director nominees named in this proxy statement, "for" the approval, on an advisory basis, of the compensation of our named executive officers, for "1 year" with respect to the vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers and "for" the ratification of the appointment of our independent registered public accounting firm. Any shareholder submitting the accompanying proxy has the right to revoke it by notifying our Corporate Secretary in writing at any time prior to the voting of the proxy. A proxy is suspended if the person giving the proxy properly elects to vote in person and attends the Annual Meeting.

Management is not aware of any matters, other than those specified above, that will be presented for action at the Annual Meeting. If any other matters do properly come before the Annual Meeting, the persons named as agents in the proxy will vote upon such matters in accordance with their best judgment.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table sets forth information with respect to the beneficial ownership of our common stock, \$0.10 par value, our only class of voting security, as of March 9, 2023, or such other date as indicated in the footnotes to the table, for: (i) each person known by us to own beneficially more than five percent of our common stock; (ii) each current director and the new director nominee; (iii) each named executive officer and each of the other executive officers; and (iv) all current directors, the new director nominee, the named executive officers and all of the other executive officers as a group. Beneficial ownership is determined in accordance with the rules of the SEC. Unless otherwise indicated, the address of all listed shareholders is c/o Old Dominion Freight Line, Inc., 500 Old Dominion Way, Thomasville, NC 27360. As of March 9, 2023, and in compliance with our securities trading policy, none of our directors or executive officers have pledged our common stock.

Name and Address of Beneficial Owner	Shares Beneficially Owned ⁽¹⁾	Percent
The Vanguard Group, Inc. ⁽²⁾ 100 Vanguard Boulevard Malvern, PA 19355	10,790,836	9.8%
BlackRock, Inc. ⁽³⁾ 55 East 52nd Street New York, NY 10055	9,232,121	8.4%
T. Rowe Price Associates, Inc. ⁽⁴⁾ 100 E. Pratt Street Baltimore, MD 21202	8,415,483	7.7%
Capital Research Global Investors ⁽⁵⁾ 333 South Hope Street, 55 th Floor Los Angeles, CA 90071	7,452,017	6.8%
David S. Congdon ⁽⁶⁾	6,102,385	5.6%
John R. Congdon, Jr. ⁽⁷⁾	5,146,707	4.7%
Greg C. Gantt ⁽⁸⁾	42,428	*
Adam N. Satterfield ⁽⁹⁾	31,748	*
Kevin M. Freeman ⁽¹⁰⁾	28,399	*
Cecil E. Overbey, Jr. ⁽¹¹⁾	21,292	*
Ross H. Parr ⁽¹²⁾	18,152	*
Christopher T. Brooks ⁽¹³⁾	16,873	*
John D. Kasarda	14,266	*
Gregory B. Plemmons ⁽¹⁴⁾	14,253	*
David J. Bates ⁽¹⁵⁾	12,883	*
D. Michael Wray ⁽¹⁶⁾	9,530	*
Patrick D. Hanley	8,518	*
Bradley R. Gabosch	5,818	*
Sherry A. Aaholm	4,552	*
Leo H. Suggs	4,318	*
Wendy T. Stallings	2,091	*
Thomas A. Stith, III	1,091	*
Andrew S. Davis	—	*
All Directors, the Named Executive Officers and all of the other Executive Officers as a Group (19 persons)	11,485,304	10.4%

* Less than 1%

(1) Except as indicated in the footnotes to this table and under applicable community property laws, each shareholder named has sole voting and dispositive power with respect to the shares set forth opposite the shareholder's name. Beneficial ownership was determined from public filings, representations by the named shareholders and the Old Dominion Freight Line, Inc. 401(k) Plan.

(2) Information was obtained from a Schedule 13G/A filed on February 9, 2023 with the SEC by The Vanguard Group, Inc. ("Vanguard"). Vanguard reported: (i) sole power to dispose of, or direct the disposition of, 10,397,893

shares; (ii) shared power to vote, or direct the vote of, 140,279 shares; and (iii) shared power to dispose of, or direct the disposition of, 392,943 shares. As reported, Vanguard's clients, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares. No one other person's interest in the shares is more than five percent.

(3)Information was obtained from a Schedule 13G/A filed on February 3, 2023 with the SEC by BlackRock, Inc. ("BlackRock"). BlackRock reported sole power to vote, or direct the vote of, 8,447,215 shares, and sole power to dispose of, or direct the disposition of, 9,232,121 shares. As reported, various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares. No one person's interest in the shares is greater than five percent of the total outstanding common shares.

(4)Information was obtained from a Schedule 13G filed on February 14, 2023 with the SEC by T. Rowe Price Associates, Inc. ("T. Rowe"). T. Rowe reported sole power to vote, or direct the vote of, 2,930,845 shares and sole power to dispose of, or direct the disposition of, 8,405,122 shares.

(5)Information was obtained from a Schedule 13G/A filed on February 13, 2023 with the SEC by Capital Research Global Investors ("Capital Research"). Capital Research reported sole power to vote, or direct the vote of, 7,443,387 shares, and sole power to dispose of, or direct the disposition of, 7,452,017 shares. Capital Research has disclaimed beneficial ownership of these shares pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(6)Includes: (i) 5,843 shares held directly by David S. Congdon; (ii) 87,139 shares held in Mr. Congdon's 401(k) retirement plan; (iii) 2,024,747 shares held as trustee of various family trusts; (iv) 1,895,377 shares held through shared voting and investment rights as co-trustee of various family trusts; (v) 1,810,712 shares held through shared voting and investment rights with the shareholder's spouse as trustee of various family trusts; and (vi) 278,567 shares beneficially owned by certain other family members through various trusts. Excludes 1,792 earned and unvested PBRsUs.

(7)Includes: (i) 546 shares held directly by John R. Congdon, Jr.; (ii) 2,021,319 shares held as trustee of various family trusts; (iii) 388,587 shares held through shared voting and investment rights as co-trustee of various family trusts; (iv) 69,239 shares held by the shareholder's spouse as trustee of various family trusts; and (v) 1,884,690 shares held by another trust of the shareholder. This amount also includes 782,326 shares held by a GRAT Remainder Trust, with respect to which John R. Congdon, Jr. disclaims beneficial ownership.

(8)Includes 7,810 shares owned in Mr. Gantt's 401(k) retirement plan. Excludes 6,227 earned and unvested PBRsUs.

(9)Includes 10,386 shares owned in Mr. Satterfield's 401(k) retirement plan. Excludes 3,664 earned and unvested PBRsUs.

(10)Includes 4,878 shares owned in Mr. Freeman's 401(k) retirement plan. Excludes 4,336 earned and unvested PBRsUs.

(11)Includes 4,077 shares owned in Mr. Overbey's 401(k) retirement plan. Excludes 1,694 earned and unvested PBRsUs.

(12)Includes 307 shares owned in Mr. Parr's 401(k) retirement plan. Excludes 1,694 earned and unvested PBRsUs.

(13)Includes 402 shares owned in Mr. Brooks' 401(k) retirement plan. Excludes 1,694 earned and unvested PBRsUs.

(14)Includes 399 shares owned in Mr. Plemmons' 401(k) retirement plan. Excludes 1,741 earned and unvested PBRsUs.

(15)Includes 495 shares owned in Mr. Bates' 401(k) retirement plan. Excludes 1,694 earned and unvested PBRsUs.

(16)Mr. Wray is retiring at the end of his current term and is not standing for re-election at the Annual Meeting.

PROPOSAL 1 - ELECTION OF DIRECTORS

Our Bylaws currently provide that the number of directors shall be not less than five nor more than twelve. Our Board of Directors, upon the recommendation of its Governance and Nomination Committee, has determined that the Board shall consist of eleven directors. As previously disclosed, D. Michael Wray is not standing for re-election to the Board at the Annual Meeting. The Board, upon the recommendation of its Governance and Nomination Committee, has nominated ten current directors and one new director – Andrew S. Davis – for election to the Board at the Annual Meeting. The Governance and Nomination Committee discussed multiple candidates as potential new director nominees as part of its selection process, and sought out highly qualified women and individuals from minority groups to include in the pool from which director nominees were to be chosen. The Governance and Nomination Committee considered other criteria as set forth in our Corporate Governance Guidelines relating to the recommendation of director nominees, and also obtained input from our Chief Executive Officer and other members of management as appropriate. Mr. Davis was recommended to the Governance and Nomination Committee by a member of management, without the involvement of an external search firm. Following meetings with members of the Board and Old Dominion's management team, Mr. Davis was formally nominated for election to the Board at the Annual Meeting.

Unless authority is withheld, it is intended that proxies received in response to this solicitation will be voted in favor of the nominees. In accordance with its charter and our Corporate Governance Guidelines, the Governance and Nomination Committee has recommended, and the Board has approved, the eleven individuals named below to serve as directors until our next annual meeting and until their respective successors have been elected and qualified or until their death, resignation, removal or disqualification or until there is a decrease in the number of directors. The age and a brief biographical description of each director nominee, his or her position with us, certain board memberships, and the nominee's specific experience, qualifications, attributes, skills, diversity characteristics or other factors that led our Board to conclude that the candidate is well-qualified to serve as a member of our Board are set forth below. This information and certain information regarding beneficial ownership of securities by such nominees contained in this proxy statement has been furnished to us by the nominees or obtained from filings with the SEC. All of the nominees have consented to serve as directors, if elected.

David S. Congdon (66) was appointed Executive Chairman of the Board effective May 2018, having previously served as Vice Chairman of the Board and Chief Executive Officer from May 2015 to May 2018, and President and Chief Executive Officer from January 2008 to April 2015. He was our President and Chief Operating Officer from May 1997 to December 2007 and served in various positions in operations, maintenance and engineering between 1978 and 1997. He was first elected a director in 1998 and is the cousin of John R. Congdon, Jr., who also serves on the Board. Mr. Congdon, through his more than 40 years of service to us, including 25 years of service as an executive officer of Old Dominion, has played a critical role in helping us develop our strategic plan and grow our operations through geographic expansion and acquisitions. He has experience leading us through difficult operating conditions and has helped guide Old Dominion to sustained profitability and significant growth in shareholder value. The Board benefits from Mr. Congdon's critical knowledge of the less-than-truckload ("LTL") industry, his leadership in cultivating our unique OD Family Culture, and his deep understanding of the operational and regulatory complexities that we must address as a publicly-traded transportation company.

Greg C. Gantt (67) was first elected as a director in 2018. He has served as our President and Chief Executive Officer since May 2018 and previously served as our President and Chief Operating Officer from May 2015 to May 2018. He was our Executive Vice President and Chief Operating Officer from June 2011 to May 2015, and served as our Senior Vice President - Operations from January 2002 to June 2011. He joined us in November 1994 and was one of our regional Vice Presidents until January 2002. Prior to his employment with us, Mr. Gantt served in many operational capacities with Carolina Freight Carriers Corporation, including Vice President of its Southern Region. Mr. Gantt, through his ever-increasing roles and responsibilities with us over the past 28 years, has played a critical role in the development of our operational plan. He brings to the Board significant expertise in LTL industry leadership and business strategy, and valuable experience with respect to marketing, sales and customer relationship management. As previously announced, Mr. Gantt is retiring as our President and Chief Executive Officer effective June 30, 2023.

Sherry A. Aaholm (60) was first elected as a director in 2018. Since April 2021, Ms. Aaholm has served as Vice President and Chief Digital Officer of Cummins, Inc. (NYSE: CMI), a global power leader and a corporation of complementary business segments that design, manufacture, distribute and service a broad portfolio of power solutions, where she previously served as Vice President - Chief Information Officer from June 2013 to March 2021. From August 1999 to December 2012, Ms. Aaholm served as Executive Vice President, Information Technology of FedEx Services. The Board benefits from Ms. Aaholm's graduate degree in sustainability as well as her over 34 years of overseeing mission-critical information systems, extensive experience in technology and information security, and development of

digital/Internet of Things (IoT) and prognostics solutions for manufacturing and physical products, including in the transportation and logistics industries. Ms. Aaholm also brings to the Board key human capital management experience, gained from developing successful leadership programs and cultivating talent across different organizations. In addition, the Board benefits from the fact that Ms. Aaholm is National Association of Corporate Directors ("NACD") Directorship Certified®. NACD Directorship Certified directors establish themselves as committed to continuing education on emerging issues and helping to elevate the role of directorship.

John R. Congdon, Jr. (66) was first elected as a director in 1998. He is the cousin of David S. Congdon, the Company's Executive Chairman of the Board. Prior to their acquisition by Penske Truck Leasing in July 2017, Mr. Congdon served as the Chairman of the Board of Directors and Chief Executive Officer for each of Old Dominion Truck Leasing, Inc. and Dominion Dedicated Logistics, Inc. Mr. Congdon has over 40 years of experience in the trucking industry and brings to the Board extensive knowledge of dedicated logistics, fleet management services and the purchase and sale of equipment. Having previously served as chairman of a board, Mr. Congdon also brings experience in board management.

Andrew S. Davis (45) was nominated by our Board's Governance and Nomination Committee as further described under "Proposal 1 – Election of Directors." Since April 2022, Mr. Davis has served as Senior Vice President, Strategy and Investments of Cox Enterprises Inc. From December 2019 to February 2022, he served as Director of Private Investments at T. Rowe Price Associates, Inc. ("T. Rowe"), where he managed the private venture capital investments held in portfolios and funds advised by the firm. In a prior role at T. Rowe, from July 2010 to December 2019, Mr. Davis served as Vice President, Equity Investment Analyst, with responsibility for analysis and investment in companies within the transportation sector. Mr. Davis also previously served as a manager in the Financial Advisory Services Group at Deloitte & Touche LLP. The Board will benefit from Mr. Davis' experience in the transportation sector as a public company investor at T. Rowe and his experience advising on capital allocation and strategic matters in his current and prior roles.

Bradley R. Gabosch (71) was first elected as a director in 2016. Mr. Gabosch previously served as Managing Director for the public accounting firm Grant Thornton LLP from August 2014 to May 2016. Mr. Gabosch also served in various positions at Grant Thornton LLP, including as Carolinas Managing Partner, from October 2009 until his retirement as partner in July 2013. He has over 43 years of experience in the public accounting profession, of which 29 years were spent as an audit partner. Mr. Gabosch brings to the Board extensive knowledge of accounting and management and a strong understanding of financial statement oversight and disclosure matters. The Board also benefits from Mr. Gabosch's specific public accounting experience in the freight transportation and logistics industry, as well as his expertise in risk management and oversight.

Patrick D. Hanley (78) was first elected as a director in 2016. Mr. Hanley has an extensive history in the trucking industry having most recently served as Senior Vice President - Finance and Accounting of UPS Freight (formerly Overnite Corporation and now known as TForce Freight, a subsidiary of TFI International) from August 2005 to October 2007. Mr. Hanley also served on the board of directors of Overnite Corporation and as Director, Senior Vice President and Chief Financial Officer of its subsidiary Overnite Transportation from June 1996 to August 2005. Prior to such roles, Mr. Hanley served in various senior financial positions at Union Pacific Resources Group and Union Pacific Corporation. Mr. Hanley has served on the Board of Directors of NewMarket Corporation (NYSE: NEU), which develops, manufactures, blends and delivers chemical additives that enhance the performance of petroleum products, since 2004. Mr. Hanley served on the Board of Directors for Xenith Bankshares, Inc. from January 2010 to July 2016. He also served as Chairman of the Board of Directors of privately-held Gallium Technologies, LLC, having previously served as its President and Chief Executive Officer. Mr. Hanley brings to the Board significant knowledge in the management and oversight of public companies and significant leadership experience in accounting, finance and human resources within the trucking industry.

John D. Kasarda, Ph.D. (77) was first elected as a director in 2008. Dr. Kasarda has a Ph.D. in Sociology. He serves as the President and Chief Executive Officer of Aerotropolis Business Concepts LLC and the President of Aerotropolis Institute China. Dr. Kasarda is also on the faculty at the University of North Carolina at Chapel Hill's Kenan-Flagler Business School and is a former Chair of the University's Department of Sociology. He is considered the leading developer of the aerotropolis concept, which brings together air logistics and surface transportation to foster airport-linked business development. He is the former Editor-in-Chief of Logistics, an international journal of transportation and supply chain management, and brings a unique perspective and creative insights to our Board due to his breadth of knowledge in business strategy, transportation, logistics, and sustainable development. Through his thought leadership and worldwide experiences in the transportation industry, he provides our Board with critical perspective and analysis regarding shareholder and stakeholder governance matters.

Wendy T. Stallings (48) was first elected as a director in 2020. Ms. Stallings is a real estate investor and the sole owner of TPI Event Solutions, Inc., a full-service event management company specializing in large scale national catering contracts, hospitality, corporate events, merchandise and contract fulfillment, where she has served as President and CEO since founding the company in December 2000. She was also the co-owner of Excel Learning Centers, a children's early learning program, where she acquired and developed campuses throughout North Carolina and served as Vice President from March 2006 until the sale of the business in August 2021. The Board benefits from Ms. Stallings' law degree as well as her comprehensive expertise in entrepreneurship, strategic planning, sales, customer relations and business management. Ms. Stallings also brings to the Board significant knowledge with respect to regulatory, reporting, and human relations matters gained from her varied business experiences.

Thomas A. Stith, III (59) was first elected as a director in 2021. Since July 2022 (and from January 2017 to September 2019), Mr. Stith has served as CEO of The Michael Thomas Group, a firm that he co-founded in 1995 focused on consulting and advising clients seeking business development opportunities in the public and private sectors. From January 2021 to July 2022, Mr. Stith served as President of the North Carolina Community College System, where, as chief administrative officer of the system, he provided policy oversight and guidelines for the 58 community and technical colleges in the system. From September 2019 to December 2020, Mr. Stith served as District Director of the U.S. Small Business Administration ("SBA"), with responsibility, as the SBA's senior representative in North Carolina, for developing and implementing the District Office Strategic Plan while directing and managing all SBA programs within North Carolina. From January 2013 to December 2016, Mr. Stith served as Chief of Staff to North Carolina Governor Pat McCrory, in which role he advised and made recommendations to the Governor on public policy, budget, and state government operations matters. Mr. Stith brings to the Board extensive experience in public policy and administration, diversity and inclusion and legislative affairs, including valuable expertise with respect to information system management and social and governance matters at the federal, state and local levels. The Board also benefits from the fact that Mr. Stith is NACD Directorship Certified®.

Leo H. Suggs (83) was first elected as a director in 2009 and has served as our Lead Independent Director since December 2018. Mr. Suggs has a long and distinguished career in the trucking industry that began in 1958, holding a wide range of positions that included Chairman and Chief Executive Officer of Overnite Transportation from 1996 to 2005 and President and Chief Executive Officer of UPS Freight from 2005 to 2006. As President and Chief Executive Officer of Overnite Transportation, and as a member of its Board of Directors from November 2003 to May 2005, Mr. Suggs gained extensive knowledge about managing a union-free motor carrier in the LTL industry. He understands the opportunities and challenges associated with the LTL industry, and has first-hand knowledge of merger and acquisition considerations and strategies. We believe that Mr. Suggs is invaluable to our Board as an adviser on logistics services and LTL operations.

The nominees receiving a plurality of the votes cast will be elected as directors.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES IDENTIFIED ABOVE.

EXECUTIVE OFFICERS

The following provides certain information about our executive officers who are not directors or nominees:

David J. Bates (58) was appointed Senior Vice President - Operations in October 2011 after serving as our Vice President - Central States Region since July 2007. From March 2002 to July 2007, Mr. Bates served as our service center manager in Harrisburg, Pennsylvania. Mr. Bates has also served in various other positions in operations with Old Dominion since joining us in December 1995.

Christopher T. Brooks (52) was appointed Senior Vice President - Human Resources & Safety effective January 2018 after serving as our Vice President - Human Resources from June 2015 to December 2017. Prior to joining us, he served as Senior Vice President of Human Resources at National General Insurance (which was acquired by The Allstate Corporation in 2021) from January 2015 to June 2015 after serving as that company's Vice President of Human Resources from January 2010 to December 2014.

Kevin M. Freeman (64) was appointed Executive Vice President and Chief Operating Officer effective May 2018 after serving as our Senior Vice President - Sales from January 2011 to May 2018 and Vice President of Field Sales from May 1997 to December 2010. Mr. Freeman has 43 years of experience in the transportation industry, and has held

various positions in operations and sales with Old Dominion since joining us in February 1992. As previously announced, Mr. Freeman has been appointed to serve as President and Chief Executive Officer, effective July 1, 2023.

Cecil E. Overbey, Jr. (61) was appointed Senior Vice President - Strategic Development in January 2011 after serving as our Vice President of National Accounts and Marketing since July 2000. Mr. Overbey has 37 years of experience in the transportation and distribution industries, and since joining us in June 1995 as a National Account Executive, has held various other management positions in sales and marketing with Old Dominion.

Ross H. Parr (51) was appointed Senior Vice President - Legal Affairs, General Counsel and Secretary effective January 2016, after serving as our Vice President - Legal Affairs, General Counsel and Secretary since May 2012. Mr. Parr joined us in August 2011 and served as our Vice President, Deputy General Counsel and Assistant Secretary until May 2012. From August 2003 to December 2007 Mr. Parr was an associate, and from January 2008 to August 2011 he was a member, at the law firm Womble Carlyle Sandridge & Rice (now known as Womble Bond Dickinson (US) LLP).

Gregory B. Plemmons (58) was appointed Senior Vice President – Sales effective January 2019, after serving as our Vice President – Field Sales since September 2013. He also served as our Vice President – OD Global from December 2002 to September 2013. Mr. Plemmons has 34 years of experience in the transportation industry, and has served Old Dominion in various other positions in operations and sales since joining us in April 1997. As previously announced, Mr. Plemmons has been appointed to serve as Executive Vice President and Chief Operating Officer, effective July 1, 2023.

Adam N. Satterfield (48) was appointed Senior Vice President - Finance, Chief Financial Officer and Assistant Secretary effective January 2016, after serving as our Vice President - Treasurer since June 2011. Mr. Satterfield also served as our Director - Finance and Accounting from August 2007 to June 2011 and as our Manager - SEC Reporting from October 2004 to August 2007. Prior to joining us in October 2004, he was an Audit Manager with KPMG LLP, a global accounting firm. Mr. Satterfield is a Certified Public Accountant.

CORPORATE GOVERNANCE

Board Leadership Structure

Since January 2008, the Board has separated the roles of Chairman of the Board and Chief Executive Officer. The separation of the roles allows the Company to leverage the extensive knowledge of a former Chief Executive Officer of the Company. Earl E. Congdon served as our Chairman and Chief Executive Officer from 1985 through 2007, Executive Chairman from January 2008 to April 2018, and Senior Executive Chairman from May 2018 to January 2021. David S. Congdon, who currently serves as our Executive Chairman, served as our Chief Executive Officer from January 2008 to May 2018. The Company and the Board benefit from the significant expertise and experience of our prior Chief Executive Officers in the Chairman role, while providing full oversight of our strategic initiatives and business plans to the current Chief Executive Officer.

The Board also believes that strong, independent Board leadership is an important aspect of effective corporate governance and, as a result, appointed a Lead Independent Director in January 2010. Leo H. Suggs has served in such role since December 2018. Our Lead Independent Director's responsibilities and authority include presiding at meetings of our independent directors, coordinating with our Executive Chairman and our Chief Executive Officer on Board meeting agendas, schedules and materials and otherwise acting as a liaison between the independent directors, our Executive Chairman and our Chief Executive Officer. For these reasons, the Board believes that this leadership structure is appropriate for us. The Board believes that there is no specific generally accepted leadership structure that applies to all companies, nor is there one specific leadership structure that permanently suits us. As a result, our decision as to whether to combine, separate or add to the positions of Chairman and Chief Executive Officer and whether to have a Lead Independent Director may vary from time to time, as industry or our own conditions and circumstances warrant. The independent directors of the Board consider the Board's leadership structure on an annual basis to determine the structure that is most appropriate for the governance of Old Dominion.

Independent Directors

In accordance with the listing standards of The Nasdaq Stock Market, LLC ("Nasdaq"), our Board must consist of a majority of independent directors. The Board, upon the recommendation of the Governance and Nomination Committee, has determined that current directors Ms. Aaholm, Mr. Gabosch, Mr. Hanley, Dr. Kasarda, Ms. Stallings, Mr. Stith, Mr. Suggs and Mr. Wray, and new director nominee Mr. Davis, are each independent in accordance with Nasdaq listing

standards. The Board performed a review to determine the independence of its members and made a subjective determination as to each that no transactions, relationships or arrangements exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director of Old Dominion. In making these determinations, the Board considered information provided by the current directors as well as Mr. Davis, in addition to information obtained by us, with regard to each individual's business and personal activities as they may relate to us and our management. Our Corporate Governance Guidelines direct the independent directors of the Board to meet in executive session at least twice each year, and they met four times in 2022. Shareholders may communicate with the independent directors by following the procedures set forth in "Shareholder Communications with the Board" in this proxy statement.

Attendance and Committees of the Board

Pursuant to our Corporate Governance Guidelines, directors are expected to attend the Annual Meeting and all meetings of the Board, including all meetings of Board committees of which they are members. All of our directors then in office were present at our 2022 Annual Meeting of Shareholders that was held on May 18, 2022. Our Board of Directors held four meetings during 2022. The Board of Directors has three standing committees: the Audit Committee, the Compensation Committee and the Governance and Nomination Committee. Each member of the Audit Committee, the Compensation Committee and the Governance and Nomination Committee is an "independent director" as such term is defined under applicable SEC rules and regulations and Nasdaq listing standards. In 2022, all incumbent directors attended at least 75% of the aggregate meetings held by the Board and their assigned committees during the period for which they served on the Board or such committees.

Audit Committee

The Audit Committee, which is a separately-designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act, currently consists of D. Michael Wray (Chair), Sherry A. Aaholm, Bradley R. Gabosch, and Patrick D. Hanley, each of whom the Board has determined is independent pursuant to applicable SEC rules and regulations and Nasdaq listing standards. The Board has determined that all Audit Committee members are financially literate and that Mr. Gabosch, Mr. Hanley and Mr. Wray each qualify as an "audit committee financial expert" as defined by applicable SEC rules. Please refer to the experience described for each of these members under "Proposal 1 - Election of Directors" in this proxy statement.

The Audit Committee is governed by a written charter approved by the Board, which is available on our website at <https://ir.odfl.com/governance-docs>. The Committee annually reviews this charter to reassess its adequacy and recommends any proposed changes to the Board for approval. Committee members are nominated annually by the Governance and Nomination Committee and approved by our Board to serve for one-year terms. Information regarding the functions performed by this committee is set forth in the "Report of Audit Committee," which is included in this proxy statement. In fulfilling its duties, the Audit Committee, among other things, appoints, compensates and oversees the work of the independent registered public accounting firm. In addition, our Risk Management and Compliance Departments report to the Audit Committee on the assessment and mitigation of key risk and compliance matters across our business, the head of our environmental, social and governance ("ESG") working group reports to the Audit Committee regarding various ESG initiatives and disclosure considerations, our Internal Audit Department reports to the Audit Committee on its audit plan and our audit-related processes and procedures and internal controls, and our OD Technology Department reports to the Audit Committee on our cybersecurity, technology and data privacy initiatives. The Audit Committee met ten times in 2022. The Audit Committee holds telephonic meetings after each quarterly period to discuss with both management and our independent registered public accounting firm, Ernst & Young LLP ("EY"), the financial results to be included in our periodic filings with the SEC prior to their release.

Compensation Committee

Our Compensation Committee currently consists of Leo H. Suggs (Chair), Patrick D. Hanley, Wendy T. Stallings and D. Michael Wray, each of whom the Board has determined to be independent pursuant to applicable SEC rules and regulations and Nasdaq listing standards. Committee members are nominated annually by the Governance and Nomination Committee and approved by our Board to serve for one-year terms.

The Compensation Committee is responsible for reviewing the components of our compensation plans for our officers, including an evaluation of the components of compensation, the standards of performance measurements and the relationship between performance and compensation. The Compensation Committee is also responsible for reviewing the results of our most recent "say-on-pay" vote and any shareholder feedback from our shareholder outreach initiatives.

and also determines whether any adjustments to our compensation policies and practices are necessary or appropriate in light of such “say-on-pay” vote or shareholder feedback. In addition, the Compensation Committee regularly engages with our management team regarding the Company’s human capital programs, including employee diversity, equity and inclusion initiatives. Please refer to our compensation philosophy described in the “Compensation Discussion and Analysis” section of this proxy statement for further discussion, including the role of executive officers in determining or recommending the amount or form of executive and non-employee director compensation. The Compensation Committee also reviews and evaluates our non-employee director compensation program, and recommends changes as deemed necessary to maintain alignment with our compensation philosophy.

The Compensation Committee is governed by a written charter approved by the Board, which is available on our website at <https://ir.odfl.com/governance-docs>. The Committee annually reviews this charter to reassess its adequacy and recommends any proposed changes to the Board for approval. The Committee meets periodically and is authorized to obtain opinions or reports from external or internal sources as it may deem appropriate or necessary to assist and advise it in connection with its responsibilities. The Compensation Committee met five times in 2022. In addition, the Chair of the Compensation Committee meets periodically with our Executive Chairman and our Chief Executive Officer to review and evaluate our executive compensation program and the relationship between performance and compensation. In accordance with its charter, the Committee may delegate authority to one or more members of the Committee as deemed necessary to fulfill its responsibilities. No such authority was delegated in 2022.

To assist the Compensation Committee with its review and analysis of executive, non-employee director and employee compensation matters, the Compensation Committee has engaged the services of an independent compensation consulting firm, Pearl Meyer & Partners, LLC (“Pearl Meyer”), periodically since 2013. In 2021 and 2022, the Compensation Committee engaged Pearl Meyer to review and analyze our executive compensation program and conduct a peer group assessment, as well as assess and consider any shareholder outreach matters and shareholder advisory group observations. In addition, in 2021, the Compensation Committee also engaged Pearl Meyer to review and analyze the competitiveness of our non-employee director compensation program, including how our program and performance compared to those of our peer group. For a more detailed discussion of the nature and scope of the role of Pearl Meyer with respect to our compensation programs, please see “Compensation Discussion and Analysis - Role of Compensation Consultant” and “Director Compensation - Components of Compensation” below.

Governance and Nomination Committee

The Governance and Nomination Committee currently consists of John D. Kasarda (Chair), Sherry A. Aaholm, Bradley R. Gabosch, Thomas A. Stith, III and Leo H. Suggs, each of whom the Board has determined is independent pursuant to applicable Nasdaq listing standards. This Committee makes recommendations concerning the size and composition of the Board of Directors; evaluates and recommends candidates for election as directors (including nominees recommended by shareholders); coordinates the orientation (in conjunction with our Executive Chairman and our Chief Executive Officer) and educational opportunities for new and existing directors; assesses, with the assistance of our management team, ESG matters and their relationship with various stakeholder, shareholder, sustainability and corporate citizenship considerations; and develops and implements our corporate governance policies. We also maintain a corporate membership in the NACD, which provides our Board members with opportunities and resources to continue to enhance their knowledge of current governance best practices and emerging issues faced by public company directors. As noted in in “Proposal 1 – Election of Directors,” both Ms. Aaholm and Mr. Stith are NACD Directorship Certified®.

The Governance and Nomination Committee is responsible for overseeing the annual self-evaluation process of the Board and its committees, which is used by the Board and each committee to assess effectiveness, performance and opportunities for improvement. The Governance and Nomination Committee reports its findings and any recommendations to the Board. During 2022, the Board and committee evaluation process involved the distribution of a self-assessment questionnaire to all Board and committee members inviting a review and written comments on all aspects of the Board and each committee’s composition, role and responsibilities, as well as director performance and Board dynamics. For both the Board and the relevant committee, the process solicited ideas from directors about (i) improving quality of Board and committee discussions on key matters, (ii) identifying specific issues that should be discussed in the future, and (iii) identifying any other matters of importance to the proper functioning of the Board or relevant committee.

The Governance and Nomination Committee is governed by a written charter approved by the Board, which is available on our website at <https://ir.odfl.com/governance-docs>. The Committee annually reviews this charter to reassess its adequacy and recommends any proposed changes to the Board for approval. Committee members are appointed annually by a majority of the Board to serve for one-year terms. The Governance and Nomination Committee met four times in 2022.

Corporate Governance Guidelines

The Board has adopted written Corporate Governance Guidelines, which provide the framework for fulfillment of the Board's duties and responsibilities in light of various best practices in corporate governance and applicable laws and regulations. The Corporate Governance Guidelines address a number of matters applicable to directors, including director qualification standards, our withhold vote policy, meeting requirements and responsibilities of the Board and its committees. The Corporate Governance Guidelines are available on our website at <https://ir.odfl.com/governance-docs>.

Code of Business Conduct

We have adopted a Code of Business Conduct that applies to all of our directors, officers (including our Chief Executive Officer, Chief Financial Officer, principal accounting officer and any person performing similar functions) and employees. Our Code of Business Conduct is available on our website at <https://ir.odfl.com/governance-docs>. To the extent permissible under applicable law, the rules of the SEC and Nasdaq listing standards, we intend to disclose on our website any amendment to our Code of Business Conduct, or any grant of a waiver from a provision of our Code of Business Conduct, that requires disclosure under applicable law, the rules of the SEC or Nasdaq listing standards.

Shareholder Communications with the Board

Any shareholder desiring to contact the Board or any individual director serving on the Board may do so by written communication mailed to: Board of Directors (Attention: (name of director(s), as applicable)), care of the Corporate Secretary, Old Dominion Freight Line, Inc., 500 Old Dominion Way, Thomasville, North Carolina 27360. Any communication so received will be processed by our Corporate Secretary and be promptly delivered to the appropriate member(s) of the Board.

Director Nominations

The Governance and Nomination Committee will consider qualified director nominees recommended by shareholders when such recommendations are submitted in accordance with our bylaws and policies regarding director nominations. Shareholders may submit in writing the names and qualifications of potential director nominees to our Corporate Secretary (500 Old Dominion Way, Thomasville, North Carolina 27360) for delivery to the Chair of the Governance and Nomination Committee for consideration. When submitting a nomination to the Governance and Nomination Committee for consideration, a shareholder must provide the following minimum information for each director nominee: (i) full name, age, business address and, if known, residence address; (ii) principal occupation or employment; (iii) number of our shares of common stock beneficially owned; (iv) all information relating to such person that would be required to be disclosed in a proxy statement for the election of directors (including such person's written consent to being named in the proxy statement as a nominee and serving as a director if elected); and (v) a description of all direct and indirect compensation or other material monetary agreements during the past three years, and any other material relationships between or among the nominating shareholder (and his/her respective affiliates and associates) and the director nominee (and his/her respective affiliates and associates). The shareholder's nomination must also include, among other things, information regarding that shareholder's economic, voting and other interests that may be material to our and our shareholders' evaluation of the director nominee. The shareholder's nomination must also set forth, among other information required by Article 3, Section 6 of our bylaws, a representation as to whether or not the shareholder or beneficial owner, if any, or any of their respective affiliates, associates or others acting in concert therewith intend to solicit proxies in support of director nominees other than the Company's nominees in accordance with Rule 14a-19 under the Exchange Act.

Shareholder nominations for director must also be made in a timely manner and otherwise in accordance with our bylaws, as described in more detail in Article 3 of our bylaws. If the Governance and Nomination Committee receives a director nomination from a shareholder or group of shareholders who (individually or in the aggregate) have beneficially owned greater than 5% of our outstanding stock for at least one year prior to the date of nomination, we, to the extent required by applicable securities law, will identify the candidate and shareholder or group of shareholders recommending the candidate and will disclose in our proxy statement whether the Governance and Nomination Committee chose to nominate the candidate, as well as certain other information required by SEC rules and regulations. Shareholders may also nominate and include in our annual proxy materials a candidate for election as a director at our annual meeting of shareholders pursuant to the proxy access provisions described in Article 3, Section 7 of our bylaws, subject to certain limitations and provided that the requirements set forth in our bylaws are satisfied.

In addition to any director nominees submitted by shareholders, the Governance and Nomination Committee considers any candidates submitted by management or directors, as well as self-nominations by directors, and it also may consider candidates submitted by a third-party search firm hired for the purpose of identifying director candidates. From time to time the Governance and Nomination Committee may also consider candidates identified through outside networks or other sources focused on diversity in gender, race, ethnicity, culture/viewpoint, geography, or other qualities or attributes that the Governance and Nomination Committee believes are important in evaluating qualified director candidates. The Governance and Nomination Committee investigates potential director candidates and their individual qualifications, and all such candidates, including those submitted by shareholders, are similarly evaluated by the Governance and Nomination Committee.

In evaluating prospective nominees, the Governance and Nomination Committee considers the criteria outlined in our Corporate Governance Guidelines, which include personal and professional ethics, integrity and values; director independence; relevant educational and business experience; willingness to devote the time required to fulfill the duties of a director and to develop additional insight into our operations; and a willingness to represent the best interests of us and our shareholders and be objective in evaluating management's effectiveness. The Governance and Nomination Committee also considers various specific skills, attributes and qualities of prospective nominees, as well as current Board members, that are particularly relevant to our business and a strong and effective Board, which include the following:

- Industry - Extensive knowledge and experience in the freight transportation and logistics industry;
- Executive Management - Senior level experience in operations, strategic planning, risk management and oversight, finance/accounting and economics, and/or treasury and securities markets;
- Diversity – Self-identified diversity characteristics (including with respect to gender, race, ethnicity and national origin);
- Human Resources and Safety - Knowledge of employee relations, safety and environmental issues;
- Shareholder Relations - Understanding of public company governance and institutional investor considerations;
- Customer Relations - Insight into marketing, sales and customer relationship management;
- Information Technology - Understanding of information technology, cybersecurity, data privacy, information systems and related issues;
- International/Global - Knowledge of global trends and considerations relating to supply chain management and multimodal transportation solutions; and
- Legal/Regulatory/Government Affairs - Understanding of legal and regulatory implications, including the impact of various ESG matters in this context, and a strong grasp of the workings of government and public policy on a local, state and national level.

In addition to these specific categories, the Governance and Nomination Committee considers a number of other factors in considering director candidates, including board dynamics, an appropriate mix of skills and experience (including a balance between new and experienced directors), reputation of potential nominees, the nature and extent of a nominee's other commitments, and expected contributions of the nominee to the Board and its committees. Finally, directors are expected to ensure that other commitments do not materially interfere with their attendance at meetings or their ability to fulfill their responsibilities as members of the Board. Directors may not serve on more than four public company boards (including the Board); provided, however, that a director who serves as an executive officer of a public company may not serve on more than two public company boards (including the Board).

Below we identify the skills and qualifications that each director nominee brings to the Board. The fact that a particular skill or qualification is not designated does not mean the director nominee does not possess that particular attribute. Rather, the skills and qualifications noted below are those reviewed by the Governance and Nomination Committee and the Board in making nomination decisions. Each director nominee also contributes other important skills, expertise, experience, viewpoints, and personal attributes to our Board that are not reflected below. We believe the combination of the skills and qualifications shown below demonstrates how the Board is well-positioned to provide strategic oversight and guidance to management.

	D. Congdon	Aaholm	J. Congdon, Jr.	Davis	Gabosch	Gantt	Hanley	Kasarda	Stallings	Stith	Suggs
Director Skills and Qualifications											
Industry - Extensive knowledge and experience in the freight transportation and logistics industry	X	X	X	X	X	X	X	X			X
Executive Management - Senior level experience in operations, strategic planning, risk management and oversight, finance/accounting and economics, and/or treasury and securities markets	X	X	X	X	X	X	X	X	X	X	X
Diversity - Self-identified diversity characteristics (including with respect to gender, race, ethnicity and national origin)		X							X	X	
Human Resources and Safety - Knowledge of employee relations, safety and environmental issues	X		X			X	X			X	X
Shareholder Relations - Understanding of public company governance and institutional investor considerations	X			X	X	X	X	X			X
Customer Relations - Insight into marketing, sales and customer relationship management	X		X			X			X	X	X
Information Technology - Understanding of information technology, cybersecurity, data privacy, information systems and related issues		X								X	
International/Global - Knowledge of global trends and considerations relating to supply chain management and multimodal transportation solutions				X				X			
Legal/Regulatory/Government Affairs - Understanding of legal and regulatory implications, including the impact of various ESG matters in this context, and a strong grasp of the workings of government and public policy on a local, state and national level				X				X	X	X	

In seeking and evaluating prospective director nominees, diversity in gender, race, ethnicity, culture, tenure of Board service, viewpoint, geography, and other qualities and attributes are important factors to consider in connection with the criteria outlined above and equal opportunity principles. The Governance and Nomination Committee is committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which director nominees are chosen. We and the Governance and Nomination Committee believe that the current composition of the Board reflects a highly talented group of individuals best suited to perform oversight responsibilities for us and our shareholders at this time, and we will continue to consider diversity factors as we evaluate the composition of our Board. The following chart shows certain self-identified personal characteristics of our directors, in accordance with Nasdaq Listing Rules.

The chart does not reflect information with respect to director nominee Mr. Davis.

Board Diversity Matrix (As of April 17, 2023)		
Total Number of Directors	11	
	Female	Male
Part I: Gender Identity		
Directors	2	9
Part II: Demographic Background		
African American or Black	—	1
White	2	8

Director succession presents an opportunity for the Company to expand and replace key skills and experience and bring fresh perspectives to the boardroom. Since 2016, as part of our effort to identify, recruit and elect new directors whose qualifications would bring further strength to our Board, and as a result of the nomination process described above, we have added five new independent directors to the Board (and if elected at the Annual Meeting, Mr. Davis would be the sixth new independent director). The Governance and Nomination Committee periodically reviews the specific categories and factors considered in evaluating director candidates, and makes updates as needed to inform any future director searches.

Effect of Withheld Votes on an Uncontested Election

In an uncontested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately offer his or her resignation for consideration by the Governance and Nomination Committee. This resignation is conditioned upon the Board's acceptance and thus shall not be effective unless and until the Board, after considering the recommendation of the Governance and Nomination Committee, accepts the director nominee's offer to resign. Nevertheless, if the director nominee does not wish to remain a director, he or she shall so state and shall tender a non-conditional resignation, which shall be effective as of the date thereof.

The Governance and Nomination Committee will promptly consider the director nominee's offer to resign and will recommend to the Board whether to accept or reject it. In making this recommendation, the Governance and Nomination Committee will consider all factors deemed relevant by its members, including, without limitation, the stated reasons, if any, why shareholders "withheld" votes for election from such director nominee, the length of service and qualifications of the director nominee, the director nominee's contributions to us, our Corporate Governance Guidelines, whether accepting the offered resignation would cause us to fail to meet any applicable SEC or Nasdaq requirements, and whether the director's resignation from the Board would be in the best interests of us and our shareholders.

The Board will act on the Governance and Nomination Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election occurred. In considering the Governance and Nomination Committee's recommendation, the Board will consider the information and factors considered by the Governance and Nomination Committee and such additional information and factors as the Board deems relevant.

Any director nominee who offers his or her resignation for consideration pursuant to our Corporate Governance Guidelines will not participate in the Governance and Nomination Committee or Board deliberations regarding whether to accept the director nominee's offer to resign.

Risk Management

The Board is responsible for the oversight of our policies, procedures and systems in place to manage our risk exposure. Our Chief Executive Officer and Chief Financial Officer are responsible for the assessment and management of our risks and regularly report their findings to our Board directly or through their communications with our Audit Committee. Our Risk Management Department is responsible for identifying, assessing and monitoring risks inherent to our business and providing guidance to senior management and our Audit Committee regarding our enterprise risk management, insurance portfolio, business continuity programs, crisis management, claims management and

governance, and record retention initiatives. We regularly assess the likelihood and impact of our enterprise risks, as well as the effectiveness of our management and mitigation strategies, and also regularly consult with our outside advisors to help anticipate future threats and trends with respect to our risk environment.

Our Compliance Department further enhances our ability to manage and assess our enterprise compliance, environmental programs, and risk mitigation controls. Our Compliance Department works closely with our Internal Audit and Risk Management Departments to develop strategies to identify, consolidate and maximize the effectiveness of our compliance initiatives across our multiple business functions, including safety, operations, finance, human resources, sales, marketing, pricing, purchasing, real estate, maintenance, legal and technology. Our Compliance Department also regularly interacts with various internal and external stakeholders regarding our ESG efforts and provides guidance to senior management and our Audit Committee regarding our compliance plans and progress.

Our Director of Internal Audit reports on risks that are identified during the internal audit process and our OD Technology Department reports on the risks associated with our information technology systems and data privacy initiatives. Our Internal Audit Department, as part of its audit plan that is approved by the Audit Committee, monitors cybersecurity audits as well as periodically engages third parties to perform cybersecurity assessments. We also use third parties to periodically benchmark and assess our cybersecurity and data privacy programs and to assess how any identified vulnerabilities in the industry might impact our Company as well as the sufficiency of our response. The results generated from these activities are reported to management and are used to develop action plans to address any identified opportunities for risk mitigation and overall improvement. The Audit Committee is apprised by management of the results of the third-party analysis, any related action plans and progress against those plans. Management, together with members of our OD Technology Department, brief the Board directly, or through their communications with the Audit Committee, on information security matters on at least a quarterly basis. After gathering and assessing information about our risk exposure, our Audit Committee reports the results of its review to the Board on a regular basis.

Other committees of the Board have risk oversight responsibility as well. The Governance and Nomination Committee is responsible for the oversight of risks associated with succession planning and corporate governance matters, including ESG matters and related shareholder and stakeholder communications, and the Compensation Committee is primarily responsible for the oversight of risks associated with compensation arrangements and human capital considerations, including the attraction and retention of qualified employees and our diversity, equity and inclusion initiatives. The Chairs of both the Governance and Nomination Committee and the Compensation Committee report the results of their meetings and reviews to the Board on a regular basis.

Our Lead Independent Director promotes effective communication and consideration of matters presenting significant risks to us through his role in coordinating with our Executive Chairman and our Chief Executive Officer on meeting agendas, advising committee chairs, chairing meetings of the independent directors, and communicating between the independent directors, our Executive Chairman and our Chief Executive Officer regarding shareholder, stakeholder and other corporate matters.

Environmental, Social and Governance (ESG) Matters

Corporate responsibility is a critical priority for both the Board and our Company. As reflected in our Code of Business Conduct, we are committed to being an ethical and responsible company acting with integrity and respect for our environment, as well as with respect to each other, our customers, vendors, business partners, shareholders, and other stakeholders.

Our Board and our Governance and Nomination Committee regularly review and consider our diversity, equity and inclusion practices generally; environmental and sustainability matters; and corporate citizenship practices. Our Audit Committee also regularly considers the enterprise risks, initiatives and other programs associated with these protocols, and our Compliance Department and the leader of our internal ESG working group periodically reports on our various ongoing ESG initiatives and related matters. Our Compensation Committee's oversight of our human capital management initiatives includes, but is not limited to, periodic review and discussion with management on topics including: (i) talent acquisition, development, assessment and retention of employees; (ii) initiatives with regard to employee diversity, equity and inclusion; (iii) opportunities to further leverage technology in developing workforce analytics; and (iv) our unique OD Family culture and its connection to our overall strategy. On a day-to-day basis, ESG is collaboratively managed by our respective operational departments with oversight by our ESG working group, which interacts regularly with our third-party ESG consultant, as well as our management-level ESG Steering Committee. Members of our ESG Steering Committee report to the Board regarding our ESG progress, and our operational leaders are responsible for measuring and monitoring such progress and for reviewing and applying stakeholder feedback and insights.

Highlights from our ESG strategies, programs and progress are outlined below. For more detail, please refer to our 2020 Environmental, Social, and Governance Report and our 2021 Environmental, Social, and Governance Data Supplement, available at <https://ir.odfl.com/od-esg-reporting>. Our website, our 2020 Environmental, Social, and Governance Report and our 2021 Environmental, Social, and Governance Data Supplement are not incorporated by reference into, and do not form any part of, this proxy statement.

Taking Action for the Environment

We invest in new technologies and processes that drive operational efficiencies. We believe that these operational efficiencies help us create opportunities for emissions reductions on a per mile basis.

As part of our ongoing investment in our fleet and service center network, we purchase new equipment, adopt new technologies, implement efficient process improvements, and make alterations to our facilities and fleet that improve our efficiency and reduce our environmental impact. We strive for continuous improvement through our capital investments and by assessing and managing our energy usage, waste levels, emissions, and carbon footprint.

We received the SmartWay® Excellence Award for the seventh consecutive year in 2021. The award recognizes us as an industry leader in exceptional freight performance, freight efficiency, and contributions to cleaner air throughout supply chains. Approximately 95% of our Scope 1 emissions are related to the use of over-the-road diesel fuel by our tractor fleet. We have invested in and are testing electric equipment, consisting of a switcher, a Class 8 tractor and five forklifts. Although the preliminary testing results of the switcher and Class 8 tractor suggest that further operational and/or pricing improvements are still needed in order to make them more practical and efficient, we are committed to continuing to work with our original equipment manufacturers to drive further opportunities for us to consider in our LTL operations.

On Being Social

People are the most valuable asset of our organization. Being professional, reliable, open, mindful, innovative, serving, ethical and supportive – “P.R.O.M.I.S.E.S.” – are the values and behaviors we aim to demonstrate in honor of one another.

Investing in our OD Family of Employees – We create opportunities to foster safety, excellence, healthy lifestyles, and career advancement for our team. We invest in our people, offering continuous education through OD Truck Driver Training, Supervisor Training, and Management Training programs. Our OD Truck Driver Training program empowers the career advancement of dock workers and other positions by offering hundreds of hours of driver training. Additionally, we offer an industry-competitive benefits package and various wellness programs designed to assist employees with establishing and living a healthy and balanced lifestyle.

Promoting Diversity, Equity and Inclusion – We are committed to recruiting, promoting, and retaining the best talent to support our mission of being the premier solutions provider in the transportation industry. This mission includes a commitment to source, hire, and develop candidates and employees from underrepresented groups and areas. In 2021 and 2022, we partnered with the United Negro College Fund to offer trainee and internship programs, opportunities for professional development, and an introduction to careers in the LTL industry. We also host onsite and virtual job fairs at locations across the country, looking to recruit a diverse workforce from local high schools and colleges.

We are continually looking for ways to attract and further advance diversity, equity, and inclusion in our workplace. We value employee input and conduct Employee Engagement Surveys to learn how we can further improve and support everyone equally. Our efforts have earned us recognition as a great place to work, including being named as one of the 2020, 2021 and 2022 Top Companies for Women to Work for in Transportation and recognized on *Forbes'* annual listing of America's Best Large Employers for 2022.

Focused on Safety and Health

Workplace Injury Prevention Initiatives – Our behavior-based safety program, S.H.I.E.L.D. (Safety / Hazards / Injuries – Employees Leading the Defense), is focused on injury prevention initiatives. Our trained S.H.I.E.L.D. ambassadors, located in more than 100 service centers, are empowered to take prompt corrective action. We employ a team of regional safety managers across the country to help each service center follow proper safety practices. Technological advancements such as newer equipment for measuring cargo loads and improvements in forklifts with backup warning lights have helped enhance our safety programs. Our ASE-trained mechanics service our tractors at least each quarter, reducing the risk of breakdowns or the likelihood of equipment failure.

Driver Safety Training Program – We emphasize our safety culture through ongoing training and support for our OD Family of employees. The OD Truck Driver Training Program provides hundreds of training hours with seasoned drivers who serve as instructors. This training and our dedication to driver health and safety are key to our low driver turnover rate. Additional safety training includes Truckers Against Trafficking, hazardous materials training, and new driver training and evaluation.

Driver Working Conditions and Enhanced Truck Safety Technologies – We invest in technologies that can enhance safety, including lane departure warning and electronic roll stability control systems, collision mitigation technology, including audible driver alerts for drivers for certain speeds/distances, adaptive cruise control and brake assist, and forward-facing cameras. Additional driver safety and assistance support is provided by a country-wide team of approximately 60 safety employees who help service centers with safety practices and regional safety managers to provide driver assistance and support when needed.

Health, Wellness and Benefits – Our OD Family of employees is our greatest asset, and our consistent growth and superior service would not be possible without their hard work, dedication, and commitment. We offer competitive wages and benefits including health, dental and vision insurance, Company-paid life insurance, paid time off, a Company-paid birthday holiday, Company-paid holidays, family medical leave, and a 401(k) retirement plan that includes a Company-guaranteed match and the opportunity for an additional discretionary match based on Company profitability. In addition, we encourage our employees to live a healthy lifestyle and provide several resources through our wellness program to promote healthy exercise and eating habits, as well as various support programs.

Sharing and Supporting Community

We are deeply rooted in the communities we serve, and we are committed to investing resources to improve quality of life. We have expanded our business to new communities, creating quality jobs and contributing to the local tax base.

We are proud to have the opportunity to give back and have raised millions of dollars in donations to non-profit organizations. With an aim to support family, health, education, veterans and military service members, and safety causes, we have partnered on initiatives with the American Red Cross, Salvation Army, United Service Organizations (“USO”), Toys for Tots, and United Way.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has adopted a written policy that requires advance approval of all audit services, audit-related services, tax services and other services performed by our independent registered public accounting firm. The policy provides for pre-approval by the Audit Committee of specifically defined audit and permissible non-audit services. Unless the specific service has been pre-approved with respect to that year, the Audit Committee must approve the permitted service before the independent registered public accounting firm is engaged to perform it. The Audit Committee has delegated to the Chair of the Audit Committee authority to pre-approve permitted services under \$50,000, provided that the Chair reports any decisions to all members of the Audit Committee at the earliest convenience. In the event the Chair is unavailable, the remaining members must unanimously approve any request for permitted services, not to exceed \$50,000, and notify the Chair at the earliest convenience.

Policy for Accounting Complaints

The Audit Committee has established procedures for (i) the receipt, retention and processing of complaints related to accounting, internal accounting controls and auditing matters, and (ii) the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. The Company has contracted with a third party to provide a toll-free telephone number and Internet service that is staffed 24 hours a day, seven days a week. This third party documents the complaint, assigns a reference number to the complaint for tracking purposes and notifies, through email, the Chair of the Audit Committee, our Director - Internal Audit, our Corporate Compliance Manager, and our Manager - Executive Administration that a new complaint is awaiting review. Either the Chair of the Audit Committee or our Director - Internal Audit, using whatever resources are required and working with the Corporate Compliance Manager and Manager - Executive Administration as needed, initiates and/or manages the investigation of the complaint. Corrective action, if deemed necessary, is decided upon by the Chair of the Audit Committee and then implemented as needed. Unless the individual chooses otherwise, the identity of the individual submitting the complaint and the complaint itself remain anonymous throughout this process.

Policy Against Hedging and Pledging of Company Securities

Our insider trading policy prohibits our directors, officers and employees from engaging in short sales of Company securities or purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds), or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of Company securities we have granted to such individuals as part of their compensation, or held, directly or indirectly, by them, regardless of the purpose for any such proposed transaction. Our insider trading policy also prohibits our directors, officers and employees from holding Company securities in a margin account or pledging Company securities as collateral for a loan, regardless of the purpose of any such proposed transaction.

Compensation Committee Interlocks and Insider Participation

The current members of the Compensation Committee are Mr. Suggs (Chair), Mr. Hanley, Ms. Stallings and Mr. Wray. None of the current members of the Compensation Committee has ever served as an officer or employee of our Company or had any relationship during the year ended December 31, 2022 that would be required to be disclosed pursuant to the SEC's Item 404 of Regulation S-K. No interlocking relationships exist between our directors, our executive officers or the Compensation Committee and the board of directors or compensation committee of any other company.

REPORT OF AUDIT COMMITTEE

The Audit Committee oversees our financial reporting, internal controls and audit functions on behalf of the Board and operates under a written charter, which is reviewed on an annual basis and was most recently revised on May 20, 2020. The Audit Committee is comprised solely of independent directors as defined by SEC rules and regulations and Nasdaq listing standards. Three of the four members of the Audit Committee, including the Chair, have been designated as "audit committee financial experts" as that term is defined by SEC rules and regulations. The Chair reports the Audit Committee's actions and deliberations to the Board at quarterly scheduled Board meetings.

During the fiscal year ended December 31, 2022, the Audit Committee fulfilled its duties and responsibilities as outlined in the charter. Among its actions, the Audit Committee:

- reviewed and discussed, with management and our independent registered public accounting firm, EY, as appropriate, our quarterly earnings releases and the quarterly financial statements filed on Forms 10-Q with the SEC;
- reviewed with management, the internal auditor and EY the audit scope and plan for the audit of the fiscal year ended December 31, 2022; and
- met with the internal auditor and EY individually, outside the presence of management, to discuss, among other things, our financial disclosures, accounting policies and principles and internal controls.

In fulfilling its oversight responsibilities, the Audit Committee also reviewed and discussed the audited financial statements in the Annual Report on Form 10-K with management and EY. The Audit Committee also has reviewed and discussed with management and EY management's assessment of the effectiveness of our internal control over financial reporting and EY's evaluation of our internal control over financial reporting.

The Audit Committee has discussed with EY the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") and the SEC. In addition, the Audit Committee has received the written disclosures and the letter from EY required by applicable requirements of the PCAOB regarding EY's communications with the Audit Committee concerning independence, and has discussed with EY that firm's independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2022 for filing with the SEC.

The Audit Committee,

D. Michael Wray, Chair
Sherry A. Aaholm
Bradley R. Gabosch
Patrick D. Hanley

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary of Compensation Program

Company Performance and Business Highlights

The Company produced strong financial results in 2022, driven by the disciplined execution of our long-term strategic plan. Despite a challenging macroeconomic environment that saw unprecedented inflation levels, rising interest rates and continued supply chain disruptions, we remained focused on creating value for our customers by delivering best-in-class service and offering capacity to help keep promises to our customers. The relentless commitment of our OD Family of employees to customer service helped the Company achieve another year of Company record financial performance with revenue of \$6.3 billion, net income of \$1.4 billion and an operating ratio of 70.6%. Compared with 2021, these results reflected improvements of approximately 19.1% for revenue, 33.1% for net income, and 290 basis points for operating ratio.

We believe our industry-leading results reflect a continued focus on the consistent execution of our long-term strategic plan of delivering superior service at a fair price, while also continuing to invest in capacity to achieve our long-term market share goals. The discipline instilled by our executive officers to remain committed to these long-term philosophies across our organization has contributed to compound annualized total shareholder returns, assuming reinvestment of all dividends, of 31.4%, 27.0% and 28.9% over the three-year, five-year and ten-year periods ended December 31, 2022, respectively, significantly outperforming industry peers and the broader market. During 2022, we repurchased \$1.3 billion of common stock and returned \$134.5 million to shareholders through cash dividends. We have increased our per share dividend by an average of 35.3% annually since inception of this program in 2017. We believe these results demonstrate the alignment of our executive compensation program with Company performance and the long-term interests of our shareholders.

Highlights of Recent Compensation Program Changes

In August 2022, we entered into an agreement to terminate our employment agreement with David S. Congdon, our Executive Chairman of the Board. Following termination of the agreement, Mr. Congdon remains an executive officer of the Company and continues to serve as Executive Chairman of the Board. In connection with the termination of the agreement, the Compensation Committee selected Mr. Congdon to participate in the Old Dominion Freight Line, Inc. Change of Control Severance Plan for Key Executives (As Amended and Restated Effective October 31, 2018) (the "Severance Plan"), with a qualifying termination compensation level of two and one-half (2.5) times the sum of his base salary and three-year average bonus amount, subject to the terms and conditions of the Severance Plan.

In October 2022, the Compensation Committee reviewed the compensation of Mr. Congdon, and approved a 50% reduction (from its 2022 level) in his participation factor in the PIP, effective January 1, 2023. This change was a further modification to the previously disclosed multi-year approach of reduced pay levels across all pay components as part of the Company's long-term succession planning. Consistent with that previously disclosed approach, since January 1, 2022, Mr. Congdon no longer receives stock-based compensation grants under the 2016 Plan.

In October 2022, the Compensation Committee also modified the RSA program, effective for the 2023 fiscal year and applicable to the RSA grants to be considered by the Compensation Committee in the first quarter of 2024, as further described below. These modifications were implemented to align with our pay-for-performance philosophy and allow for additional award funding for superior performance results.

These changes were made after discussion with Pearl Meyer and our senior management team, as well as consideration of Pearl Meyer's industry and market analysis, recommendations and findings with respect to our executive compensation program, and consideration of shareholder outreach feedback. We believe these compensation program changes further enhance the pay-for-performance focus of our executive compensation program, and continue to strengthen the alignment of our executive compensation program with the long-term interests of our shareholders.

We seek to pay our executive officers fairly and competitively and to link pay with performance. The main elements of our compensation program are base salary, performance-based cash incentive awards under our PIP, and performance-based stock incentive compensation in the form of RSAs tied to our operating ratio results and PBRs tied to Company profitability that we believe drive focus on operational excellence in support of long-term value creation and continuity for our leadership team.

Compensation Objectives

Our guiding principles in the development of our executive compensation philosophy have been to align executive compensation with both our business objectives and the interests of our shareholders. We have attempted to balance the principal elements of our compensation program (base salary, short-term performance-based incentives and long-term performance-based incentives) to motivate our executives to achieve our short-term financial objectives as well as our long-term objectives of increasing our market share and shareholder value. We believe a significant portion of executive compensation should be based upon performance, and we have designed our elements of compensation accordingly. These guiding compensation principles have continued to effectively motivate our executive management team and have enabled us to deliver superior short- and long-term performance relative to our peers.

Shareholder Outreach, Feedback and Compensation Committee Response

We are committed to ensuring our executive compensation program reinforces key business and strategic objectives and aligns pay with performance and long-term value creation. We believe our executive compensation program has been successful in achieving these objectives by placing a significant emphasis on variable, performance-based incentives and focusing our executive officers and other key employees on continuous operational excellence in support of long-term shareholder value creation. The program's success is evidenced by our strong absolute and relative financial performance and long-term total shareholder returns. Our Board and Compensation Committee value the opinions of our shareholders and, to the extent there is any significant vote against the compensation of our named executive officers as disclosed in the proxy statement, we will carefully consider our shareholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns. At our 2022 Annual Meeting, approximately 95% of the votes cast on the advisory vote to approve the compensation of our named executive officers were in favor of the proposal. We believe this strong support for the executive compensation program from our shareholders was a result of our continued commitment to pay-for-performance, our continued shareholder outreach, and careful consideration of shareholder feedback regarding our executive compensation program.

Continued Pay-for-Performance Alignment

We believe our executive compensation program continues to strike the appropriate balance between driving the Company's short-term goals while also providing a strong emphasis on performance-based equity awards in support of long-term shareholder value creation. In reviewing and designing our executive compensation program, we focused on connecting our compensation objectives to our current business strategy and ensuring our executive officers are compensated based on results that support this strategy. We believe our current executive compensation program establishes the appropriate balance and mix of executive pay between base salaries, short-term incentives, and long-term incentives. We do not believe the elements of our executive compensation program encourage excessive risk-taking, and we regularly review our program with our Compensation Committee and our Board to ensure it is operating in accordance with our objectives.

Our executive compensation program includes a significant portion of performance-based compensation, which we believe has been critical in supporting the long-term growth of our Company and increased shareholder value. The table below provides a summary of the percentage of total direct compensation for our named executive officers in the aggregate that is directly based on our corporate performance:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Non-performance-based Pay			
Base Salary	8%	9%	11%
Performance-based Pay			
Performance-based Cash Incentive	74%	71%	67%
Performance-based Stock Incentive*	<u>18%</u>	<u>20%</u>	<u>22%</u>
Total Direct Compensation	100%	100%	100%

* The performance-based stock incentive component of total direct compensation includes the grant date fair value of RSAs and PBRsUs granted in each year. The PBRsUs granted in 2022 and 2021 were earned at the maximum level, and the PBRsUs granted in 2020 were earned at the target level.

Our executive compensation program continues to tie a significant portion of cash compensation directly to corporate performance primarily through the PIP. As described below, the PIP provides for monthly bonuses of a specified percentage of our monthly pre-tax income to the PIP participants, subject to (i) a minimum profitability threshold requirement and (ii) limits on the total amount that may be paid to an executive officer under the PIP, to the lesser of (a) 10x such executive officer's base salary, and (b) 1.5% of the Company's pre-tax income, as defined in the PIP. We believe the PIP has been instrumental in motivating our named executive officers and other participating officers to consistently achieve and sustain superior profitability in our industry.

We believe long-term incentives are also necessary to align pay with performance, reward loyalty, enhance retention, and create shareholder value. All equity grants issued to named executive officers and other officers in 2022 were made under the 2016 Plan, our primary plan for equity-based incentive compensation. Equity grant levels are tied to performance requirements, with any earned shares subject to continued service vesting provisions to further enhance retention. In addition to RSA grants tied to operating ratio results, each executive officer, including each named executive officer, was also eligible to receive a PBRSU award under the 2016 Plan based on the achievement of forward-looking performance objectives over a one-year performance period that further strengthens the alignment of executive officer compensation with long-term shareholder interests. Other elements of our executive compensation program include employee deferrals of short-term cash compensation into our Nonqualified Deferred Compensation Plan and contributions to our 401(k) retirement plan, which are described in more detail below.

The principal factors in the Compensation Committee's executive compensation decisions for 2022 were (i) our financial performance, (ii) the relationship of executive compensation to the Company's pre-tax income, (iii) the amount of compensation that is performance-based, (iv) the review and analysis conducted by its independent compensation consultant, (v) our strong support received for "say-on-pay" voting results, and (vi) shareholder feedback.

The Company ended 2022 with strong financial results, due in large part to our ability to focus on superior customer service, the quality of our revenue and disciplined cost management. Our success with these ongoing strategies, while also investing \$775.1 million in capital expenditures in 2022 to increase our capacity for future growth, provides us with the financial and operational strength to maximize our opportunities in 2023. Based on our industry-leading profitable financial performance in 2022, which included a 32.6% increase in our pre-tax income, PIP payments increased accordingly, prior to accounting for PIP limits for Mr. Congdon and Mr. Gantt. In addition, we achieved an industry-leading operating ratio of 70.6% in 2022, which was a continued improvement from the Company operating ratio of 73.5% in 2021. As a result, Messrs. Gantt, Satterfield, Freeman and Plemmons earned performance-based RSAs equal to 100% of base salary, the maximum award opportunity. These RSAs were granted in February 2023 and will vest in three equal annual increments beginning on the first anniversary of the grant date. Since the grants were made in February 2023, they will be included in tabular disclosures in our proxy statement for fiscal 2023, based on current SEC reporting requirements. Our financial results included Company records for annual revenue and profitability for a second consecutive year, with our strong pre-tax income growth resulting in the 2022 PBRSU grants being earned at the maximum level by each of Messrs. Gantt, Satterfield, Freeman and Plemmons.

Objectives of Our Executive Compensation Program

Our executive compensation program is designed to achieve the following objectives, consistent with the principles and philosophy outlined above:

- provide meaningful and competitive compensation opportunities with a primary emphasis on variable incentives to encourage superior corporate performance and long-term shareholder value creation;
- motivate and reward our executives to increase short- and long-term Company earnings; and
- promote and foster an environment of cooperation and "OD family spirit."

We also believe it is critical that our executive compensation program is structured to:

- attract talented, knowledgeable and experienced executives, who are critical to our success in the highly competitive transportation industry;
- retain our executives so they can add further value in current and future roles by providing long-term incentives that reward performance, loyalty, retention and growth in shareholder value; and

- provide a reasonable level of compensation protection to our executive officers to offset some of the risks of a change in ownership.

Below we highlight key compensation practices that we have implemented in our executive compensation program to promote the interests of shareholders and ensure responsible compensation and governance practices.

WHAT WE DO

- ✓ Pay-for-performance
- ✓ Limits on maximum incentive payouts
- ✓ Significant portion of compensation for named executive officers is at-risk
- ✓ Annual advisory vote on executive compensation
- ✓ Independent compensation consultant
- ✓ Multi-year vesting periods for equity grants
- ✓ Significant stock ownership guidelines for executives (who are also subject to stock retention requirements) and directors
- ✓ Robust clawback policy
- ✓ Engage in outreach and maintain a dialogue with shareholders relating to the Company's governance and compensation practices

WHAT WE DO NOT DO

- ✗ No hedging or pledging of Company stock
- ✗ No employment agreements for executives
- ✗ No single-trigger cash severance benefits upon a change in control
- ✗ No guaranteed salary increases or bonuses
- ✗ No tax gross-up payments for executives
- ✗ No liberal share recycling under the 2016 Plan
- ✗ No dividends paid on unearned or unvested performance-based restricted stock units

In 2022, we believe the combination of our continued focus on revenue quality and the cost control discipline instilled across our organization by our senior executive management team enabled us to further improve our operating ratio. While the industry generally experienced a reduction in shipment volumes in 2022 due to the continued softness in the domestic economy, customer demand for our superior service remained strong. Our success would not have been possible without our commitment to a long-term strategic plan that is centered on the delivery of superior service at a fair price. We remain focused on this fundamental element of our long-term strategic plan, and we believe the disciplined execution of our plan will continue to support our ability to win market share and increase shareholder value. We continue to evaluate our service offerings and are dedicated to ensuring that our service remains best-in-class, and we were very proud to win the Mastio Quality Award for the thirteenth consecutive year. The Mastio Quality Award recognizes the top national LTL company across various customer service categories, based on Mastio's annual survey conducted with freight customers in numerous industries.

Our commitment to customer service and the consistent execution of our strategic plan by our team, which includes approximately 24,000 employees, has resulted in the long-term consistent improvement in our financial results. As a result of this improvement, we delivered total shareholder returns for the one-, three-, and five-year periods ended December 31, 2022 that significantly outperformed the companies in our peer group, ranking approximately at or above the 75th percentile over each period. The consistent improvement in both short- and long-term shareholder value creation reinforced the determination by our Compensation Committee and Board that our executive compensation program is achieving its desired objectives.

Role of Compensation Committee, Independent Directors and Management

The Compensation Committee is comprised entirely of independent directors, and this committee is charged with recommending to our Board the compensation of our Chief Executive Officer and determining the compensation paid to our other executive officers. Additionally, the Compensation Committee makes recommendations to the Board regarding the adoption of, and changes to, our executive compensation plans.

Mr. Gantt, our President and Chief Executive Officer, has a significant role in the compensation-setting process, including (i) providing recommendations to the Compensation Committee on business performance targets and objectives, and (ii) evaluating individual performance. From time to time, Mr. Gantt and Mr. Congdon, our Executive Chairman, also provide recommendations to the Compensation Committee regarding salary and equity or non-equity based award considerations.

Mr. Congdon and Mr. Gantt do not participate in any Compensation Committee decisions regarding their individual performance, salary level, non-equity incentive plan compensation or other compensation that may be granted to them.

The Compensation Committee has the authority to hire outside advisers, such as compensation consultants, to render guidance and assistance when the Compensation Committee deems it appropriate and advisable. The Compensation Committee, at its discretion, determines both the frequency that outside consultants are engaged and the scope of work these consultants perform. Prior to selecting or receiving advice from a compensation consultant or other adviser, the Compensation Committee assesses the independence of such adviser and thereafter conducts an annual assessment of any potential conflicts of interest raised by the work of such adviser.

Role of Compensation Consultant

Since 2013, the Compensation Committee has periodically engaged Pearl Meyer to assist it with its review and analysis of our executive and non-employee director compensation programs. The Compensation Committee initially selected and has continued to engage Pearl Meyer based primarily on its skill sets, strengths, professionals, industry knowledge and resources.

During the first quarter of 2022, the Compensation Committee engaged Pearl Meyer to conduct a review and analysis of the Company's executive compensation program. Pearl Meyer conducted a market pay review for each executive officer position, business performance analysis, total shareholder return analysis and pay and performance alignment review. In conducting its analysis, Pearl Meyer compared and summarized compensation data from the same fifteen peer group companies used during Pearl Meyer's review of our executive compensation program performed in 2020 and 2021, except that Kansas City Southern was replaced with Canadian Pacific Railway given the combination of those two companies. At the time the study was conducted, the Company was positioned at or above the 75th percentile for profitability, market capitalization and total shareholder returns, and near the 25th percentile for revenue as compared with the industry peer group. In addition, Pearl Meyer collected and summarized pay data from multiple and reputable executive compensation surveys to supplement the peer group data when officer position matches were either unavailable or were limited in number.

2022 Peer Group				
AMERCO	C.H. Robinson Worldwide, Inc.	Canadian Pacific Railway	CSX Corporation	Expeditors International of Washington, Inc.
Hub Group, Inc.	J.B. Hunt Transport Services, Inc.	Knight-Swift Transportation Holdings Inc.	Landstar System, Inc.	Norfolk Southern Corporation
Ryder System, Inc.	Saia, Inc.	Schneider National, Inc.	Werner Enterprises, Inc.	XPO Logistics, Inc.

Following confirmation of the peer group composition by the Compensation Committee, Pearl Meyer conducted a review and analysis of our executive compensation program, which would be considered by the Compensation Committee and the Board when making 2023 compensation decisions. With respect to our executive compensation program, Pearl Meyer was requested to review the competitiveness of the program and analyze recent business results in order to evaluate the strength of the relationship between executive officer pay and overall Company performance. Pearl Meyer's analysis of our executive compensation program: (i) included each of our executive officer positions; (ii) focused on position level pay data (with respect to base salary, short-term incentives, total cash compensation, long-term incentives and total direct compensation (sum of base salary, short-term incentives and long-term incentives)); and (iii) highlighted comparisons to market based on publicly-available proxy statements and further supplemented by published survey data.

Based on its review and analysis, Pearl Meyer determined, among other things, that: (i) our aggregate total direct compensation levels for the executive officer group were above the 75th percentile of the market; (ii) for the most recently completed fiscal year, we continued to outperform the fifteen companies identified above based on a wide range of financial and shareholder metrics (with our average overall performance at the 70th percentile on a one-year basis and at the 78th percentile on a three-year basis); (iii) our executive pay structure provided a much higher variable compensation mix as compared to market; (iv) our base salaries were between the 25th percentile and 50th percentile market values in the aggregate; and (v) our long-term incentive compensation was also between the 25th percentile and 50th percentile market values in the aggregate. Based on these findings, Pearl Meyer determined that our executive compensation program continues to demonstrate strong directional alignment versus industry peers in terms of average overall company performance and named executive officer aggregate total pay ranks. The Compensation Committee considered Pearl Meyer's findings and analysis when it assessed our executive compensation program for 2023 and approved: (i) modest base salary increases for Messrs. Gantt, Satterfield, Freeman and Plemmons; (ii) further modifications to the previously disclosed multi-year approach of reduced pay levels for Mr. Congdon; and (iii) modifications to the RSA program, effective for the 2023 fiscal year and applicable to the RSA grants to be considered by the Compensation Committee in the first quarter of 2024, as discussed below.

Although peer data is utilized in Pearl Meyer's analysis, and the Compensation Committee reviews and considers such data in making compensation decisions, we do not benchmark compensation to any particular peer group percentile for any of our named executive officers. Given our strong financial performance, the majority of total compensation for our named executive officers over the past several years has been delivered through the PIP, which rewards our executives for driving superior financial performance. The Compensation Committee periodically reviews all aspects of our compensation program, including the pay mix for officers, to ensure alignment with desired objectives. After the Compensation Committee reviewed and considered the results of Pearl Meyer's analysis conducted in 2022, our 2022 "say-on-pay" voting results and shareholder outreach feedback, the Compensation Committee approved the modifications to our executive compensation program discussed above.

In connection with its engagement of Pearl Meyer, the Compensation Committee conducted a conflict of interest assessment and determined that Pearl Meyer was independent and that its engagement did not present any conflicts of interest. During fiscal 2022, Pearl Meyer only worked for the Compensation Committee and performed no additional services for the Company or any of the named executive officers. The Compensation Committee pre-approved all work performed by Pearl Meyer.

During fiscal 2022, neither the Compensation Committee nor Company management used the services of any other compensation consultant other than Pearl Meyer.

Elements of Compensation

Set forth below is each of the components of our executive compensation program and the decisions the Compensation Committee made in connection with 2022 and, where appropriate, 2023 compensation.

Annual Base Salary

Base salaries for our executive officer group are designed to reflect job responsibilities and incumbent qualifications and to provide competitive, fixed pay to balance performance-based risks. We have historically increased the base salaries of our named executive officers annually for an inflationary factor and, in some instances, an incremental adjustment attributable to market factors or a change in responsibilities. Base salaries for our named executive officer group are generally intended to approximate 50th percentile market values for similar roles within comparably-sized organizations. The Compensation Committee may also approve additional salary increases for certain officers, including certain named executive officers, when job performance, promotions and increased job responsibilities and/or other factors warrant.

The table below reflects the annual base salaries for our named executive officers that have been approved by the Compensation Committee for 2023, and annual base salaries for 2022 and 2021:

Named Executive Officer	2023 Base Salary ⁽¹⁾ (\$)	2022 Base Salary ⁽¹⁾ (\$)	2021 Base Salary ⁽¹⁾ (\$)
David S. Congdon	488,735	488,735 ⁽²⁾	639,115
Greg C. Gantt	956,800	920,000 ⁽³⁾	774,457
Adam N. Satterfield	531,008	510,585	493,319
Kevin M. Freeman	628,074	603,917	583,495
Gregory B. Plemmons	515,259	495,411	478,687 ⁽⁴⁾

(1)The base salaries reported in this table and corresponding amounts reflected in the Summary Compensation Table may differ due to the timing of effective dates for base salary changes.

(2)Effective January 1, 2022, Mr. Congdon's base salary was reduced by 24% from its 2021 level as part of further modifications to the previously disclosed multi-year approach of reduced pay levels across all pay components as part of the Company's long-term succession planning.

(3)Effective January 1, 2022, Mr. Gantt's base salary was increased to \$920,000 to address market competitiveness.

(4)During the year ended December 31, 2021, Mr. Plemmons' base salary was increased by: (i) the annual salary inflationary adjustment provided to officers generally, as described above, and (ii) an additional 5% to acknowledge his accomplishments and ongoing contributions to the Company.

Non-equity Incentive Plan

The Compensation Committee has determined that a significant portion of compensation provided to our named executive officers should be performance-based. Accordingly, during 2022, our named executive officers participated with certain other employees in our PIP, which is an incentive cash bonus plan designed to incentivize participants to achieve the Company's strategic and financial goals for the fiscal year, using a formulaic calculation. The PIP is administered by the Compensation Committee. Participants were selected by the Compensation Committee, with input by senior management, to receive a monthly cash incentive payment based upon a fixed percentage, or participation factor, of our pre-tax income if our pre-tax income exceeds 2% of revenue for that month. The Compensation Committee approved the participation factors for our named executive officers and other key participants and monitored the compensation derived from the PIP.

The formula applied for each participant in the PIP is shown below:

Monthly Income Before Income Taxes x Participation Factor = Monthly Payout

The PIP has been very effective in focusing our executive officers and other participants on continuous operational excellence and aligning pay with performance. Compensation earned under the PIP is "at risk" and performance-based, and will vary over time based on our profitability. Generally, any decrease in pre-tax income directly – and negatively – impacts the amount of PIP compensation paid to our named executive officers.

For illustration purposes, the following table reflects minimum, threshold and maximum PIP payouts that could be earned by each named executive officer based on his individual PIP participation factor. Pre-tax income must exceed 2% of revenue for the threshold amount to be earned. The threshold amounts below are calculated using a pre-tax income amount of \$125.2 million, which is 2% of our 2022 revenue. We used our 2022 revenue of \$6.3 billion as the base revenue for this illustration, as we have not provided revenue guidance for any future periods.

Named Executive Officer	Pro Forma 2023 PIP Payout		
	Minimum \$	Threshold ⁽¹⁾ \$	Maximum ⁽²⁾ \$
David S. Congdon	—	172,150	4,887,350
Greg C. Gantt	—	751,200	9,568,000
Adam N. Satterfield	—	313,000	5,310,080
Kevin M. Freeman	—	375,600	6,280,740
Gregory B. Plemmons	—	225,360	5,152,590

(1) Illustrative amount determined by multiplying the named executive officer's PIP participation factor by \$125.2 million of pre-tax income.

(2) Awards are limited to 10x the named executive officer's annual base salary.

The following table shows the 2023 and 2022 PIP participation factors as well as the payouts earned by each of our named executive officers for each of 2022 and 2021:

Named Executive Officer	2023 PIP Participation Factor (%)	2022 PIP Participation Factor (%)	2022 PIP Payout (\$)	2021 PIP Payout (\$)
David S. Congdon	0.1375 ⁽¹⁾	0.275 ⁽²⁾	4,887,350	6,391,150
Greg C. Gantt	0.60	0.60	9,200,000	7,744,570
Adam N. Satterfield	0.25	0.25	4,594,271	3,471,056
Kevin M. Freeman	0.30	0.30	5,513,125	4,165,267
Gregory B. Plemmons	0.18	0.18	3,307,875	2,499,160

(1) Effective January 1, 2023, Mr. Congdon's PIP participation factor was decreased from 0.275% to 0.1375% as a further modification to the previously disclosed multi-year approach of reduced pay levels across all pay components as part of the Company's long-term succession planning.

(2) Effective January 1, 2022, Mr. Congdon's PIP participation factor was decreased from 0.51% to 0.275% as a further modification to the previously disclosed multi-year approach of reduced pay levels across all pay components as part of the Company's long-term succession planning.

The cash incentive provided by the PIP is determined on a monthly basis and paid to participants, subject to (i) our pre-tax income exceeding 2% of revenue for that month, and (ii) limits on the total amount that may be paid to an executive officer under the PIP, to the lesser of (a) 10x such executive officer's base salary, and (b) 1.5% of the Company's pre-tax income, as defined in the PIP. Each of these criteria were satisfied for each participant for each month in 2022, and as a result, our named executive officers received cash compensation from the PIP each month based upon their respective participation factor. In keeping with our philosophy of pay-for-performance, PIP payouts to our officers, including our named executive officers, in 2022 were directly aligned with our financial performance. In 2022, our annual pre-tax income increased to approximately \$1.84 billion, representing a 32.6% year-over-year increase as compared to 2021 results. PIP payouts for Mr. Congdon and Mr. Gantt reflect reductions of approximately 3.3% and 16.6%, respectively, due to the PIP limit of 10x each executive's base salary. Compared with 2021, aggregate PIP payouts to our named executive officers increased by 13.3%, well below the 32.6% increase in pre-tax income, impacted by the above-referenced award caps and reduced PIP participation factor for Mr. Congdon in 2022.

The Compensation Committee recognizes that the PIP can produce higher-than-market cash compensation during periods of high profitability, including periods when our period-over-period performance may have declined. However, the PIP can also produce lower-than-market cash compensation during periods of low profitability, including periods when our period-over-period performance has improved and/or outperformed peers.

The Compensation Committee has considered whether our employee compensation policies and practices, including our PIP, create inadvertent incentives for executive management and other participants to make decisions that are reasonably likely to have a material adverse effect on us, and believes they do not. The Compensation Committee believes the overarching characteristic of the PIP is its ability to create a highly motivated and aligned management team that is focused on consistently executing our operating plan, improving our performance, and creating long-term value for our shareholders. The compounded annualized increase in our revenue and pre-tax income over the past ten years was 11.4% and 21.0%, respectively. The compounded annualized total shareholder return, assuming reinvestment of all dividends, over the past three, five and ten years was 31.4%, 27.0% and 28.9%, respectively.

2016 Stock Incentive Plan

Since 2016, the Compensation Committee has annually granted performance-based RSAs for shares of our common stock under the 2016 Plan to our named executive officers, as well as other officers, and service-based RSAs to non-employee members of the Board. Since 2019, the Compensation Committee also has granted PBRsUs to our executive officers, which are settled in shares of our common stock under the 2016 Plan if the requisite prospective performance objective and service requirements are achieved.

The 2016 Plan permits the grant of a broad array of equity award types, including RSAs, PBRsUs and other restricted stock units, stock options and stock appreciation rights. The 2016 Plan authorizes the issuance of up to 3,000,000 shares of our common stock.

Performance-Based Restricted Stock Awards

RSA grants under the 2016 Plan are based on attainment of Company performance objectives, with no awards provided when results fall below a minimum performance threshold. The Compensation Committee generally determines the RSA amounts based on a percentage of annual base salary that is determined by our operating ratio for the previous fiscal year. Operating ratio is a profitability measure used within the transportation industry and is calculated by dividing total operating expenses by revenue. The Compensation Committee may approve an RSA under the 2016 Plan in an amount ranging from 0% up to 100% of an officer's base salary for achieving certain operating ratio levels. No grants are made for an operating ratio greater than 95%. The Compensation Committee believes the underlying performance hurdles are challenging and would generally require us to perform above industry norms to earn grants in the upper half of the award opportunity range.

If the minimum performance threshold is met, any earned awards are provided in the form of RSAs that vest in equal annual installments over a period of three years, subject to continued employment, to further enhance executive retention and incentive. Vesting may also occur on the earliest of: (i) the date of a change in control of our ownership, which includes a "double trigger" and assumes the RSAs are not substituted, assumed, or continued; or (ii) the date the participant's employment is terminated without cause by the Company or by the participant for good reason within six months before or one year after the effective date of the change of control; or (iii) the date the participant's employment is terminated as a result of death or disability.

The RSA awards granted in 2022, 2021 and 2020 were determined by our operating ratio results for the preceding fiscal year. Our operating ratio was 73.5%, 77.4%, and 80.1% for the years 2021, 2020, and 2019, respectively. As a result, the Compensation Committee approved RSAs that were granted under the 2016 Plan equal to 90% of each named executive officer's annual base salary in February 2020 (reported in the Summary Compensation Table as compensation for fiscal year 2020), equal to 100% of each named executive officer's annual base salary in February 2021 (reported as compensation for fiscal year 2021), and equal to 100% of annual base salary for each of Messrs. Gantt, Satterfield, Freeman and Plemmons in February 2022 (reported as compensation for fiscal year 2022). The number of shares awarded for each individual was calculated by dividing the cash value of the award by the 50-day moving average closing price of our common stock for the period ending on the trading day immediately preceding each grant date. The fair value at each grant date is calculated by multiplying the number of shares granted for each individual by the closing price of our common stock on such grant date.

See "Executive Compensation - 2022 Grants of Plan-Based Awards" for more information about the 2022 RSA grants.

Named Executive Officer	Value of Earned Restricted Stock Award (RSA) At Grant (\$)		
	2022	2021	2020
David S. Congdon	N/A	559,420	768,372
Greg C. Gantt	869,988	797,417	768,372
Adam N. Satterfield	482,695	507,826	489,356
Kevin M. Freeman	570,831	600,820	578,843
Gregory B. Plemmons	468,480	469,754	(1)

(1) Mr. Plemmons was not a named executive officer for the year ended December 31, 2020.

The amounts of our fiscal 2023 RSA grants were determined by our 2022 operating ratio of 70.6%, which improved by 290 basis points and once again led the industry. As a result, each of Messrs. Gantt, Satterfield, Freeman, and Plemmons earned RSA grants equal to 100% of base salary, which was consistent with the RSA grant amount earned in the prior year. Since the grants were made in February 2023, they will be included in tabular disclosures in our proxy statement for fiscal 2023, based on current SEC reporting requirements. As previously noted, since January 1, 2022, Mr. Congdon no longer receives stock-based compensation grants.

In October 2022, the Compensation Committee modified the annual RSA program to align with the Company's revised internal operating ratio targets, effective for the 2023 fiscal year and applicable to the RSA grants to be considered by the Compensation Committee in the first quarter of 2024. The revised approach stretches the performance hurdles and broadens performance thresholds to earn RSA grants while increasing the maximum award funding from 100% to 150% of an officer's base salary. In addition, the award funding for RSA grants above certain performance thresholds will be subject to a potential reduction based on year-over-year operating ratio considerations. Consistent with our pay-for-performance philosophy, the modified program allows for additional award funding for superior performance results.

Performance-Based Restricted Stock Units

We believe that grants of PBRsUs under the 2016 Plan are a key long-term incentive component of our executive compensation program and further enhance our pay-for-performance philosophy. PBRsUs are directly linked to the Company's prospective performance, with annual pre-tax income growth as the sole performance metric. We believe growth in pre-tax income is a key contributor to the long-term improvement in the price of our common stock.

The amount of the PBRsUs eligible to be earned may range from 0% to 200% of each officer's base salary for the year in which the grant is made. The earning of the PBRsUs is tied to the achievement of pre-tax income growth performance goals established by the Compensation Committee over a one-year performance period. No awards are earned for below-threshold performance. One-third of any earned PBRsUs are paid out following the end of the performance period, and an additional one-third of the PBRsUs are paid out on each anniversary thereafter, subject to continued employment by the named executive officer for further retention and incentive purposes. Vesting may also occur on the earliest of: (i) the date of a change in control of our ownership, which includes a "double trigger" and assumes the PBRsUs are not substituted, assumed, or continued; or (ii) the date the participant's employment is terminated without cause by the Company or by the participant for good reason within six months before or one year after the effective date of the change of control; or (iii) the date the participant's employment is terminated as a result of death or disability.

Each of Messrs. Gantt, Satterfield, Freeman and Plemmons received a PBRsU grant in February 2022. Named executive officers with the title of Chief Executive Officer, Chief Financial Officer, or Chief Operating Officer received a target PBRsU award of 100% of base salary, and named executive officers with the title of Senior Vice President received a target PBRsU award of 50% of base salary. As such, the target PBRsU award for Messrs. Gantt, Satterfield and Freeman was equal to 100% of each officer's base salary, and the target PBRsU award for Mr. Plemmons was equal to 50% of his base salary. In 2022, our annual pre-tax income growth of 32.6% resulted in each of these officers earning a PBRsU award at the maximum level, which was equivalent to 200% of each officer's target PBRsU award.

The table below sets forth the target PBRSU award for each of Messrs. Gantt, Satterfield, Freeman and Plemmons, expressed as a percentage of the named executive officer's base salary for the 2022 performance period, the target number of PBRsUs, and the actual number of PBRsUs earned in 2022:

Named Executive Officer	Target 2022 PBRSU Awards As Percentage of Base Salary	Target 2022 PBRsUs (#)	2022 PBRsUs Earned (#)
Greg C. Gantt	100%	2,754	5,508
Adam N. Satterfield	100%	1,528	3,056
Kevin M. Freeman	100%	1,807	3,615
Gregory B. Plemmons	50%	741	1,483

In January 2023, the Compensation Committee again selected pre-tax income growth as the performance metric and established year-over-year pre-tax income growth performance goals in connection with the grant of 2023 PBRsUs to our executive officers. The Compensation Committee believes that continuing to tie PBRsUs to pre-tax income growth goals that are aligned with our fiscal 2023 financial plan will appropriately incentivize our executive officers to achieve the Company's strategic and financial goals. The Compensation Committee also determined that the target number of shares of common stock subject to the PBRSU award will be equal to a specified percentage of each named executive officer's 2023 base salary amount. The actual number of PBRsUs earned can range from 0% to 200% of target levels based on Company performance. We have not disclosed the specific goals for pre-tax income for fiscal 2023, as they are highly confidential and not reported publicly. Disclosing the specific goals would provide competitors and third parties with insights into our internal planning processes, which might allow our competitors to predict certain business strategies and cause us competitive harm. The Compensation Committee has set the fiscal 2023 pre-tax income performance target at a level that it believes to be challenging, but attainable. The shares underlying the PBRsUs awarded for fiscal 2023 are eligible to be earned only if we achieve a minimum threshold of growth in pre-tax income for fiscal 2023 as compared to 2022.

The table below sets forth the target PBRSU award for each named executive officer, expressed as a percentage of the named executive's officer's 2023 base salary, consistent with the policy described above, for the 2023 performance period.

Named Executive Officer	Target 2023 PBRSU Award As Percentage of Base Salary
	Salary
Greg C. Gantt	100%
Adam N. Satterfield	100%
Kevin M. Freeman	100%
Gregory B. Plemmons	50%

The Compensation Committee believes that the grant of PBRsUs driven by prospective pre-tax income growth strikes a healthy balance with our RSA program, which is based on the Company's current operating ratio. In conjunction with our RSA program, the Compensation Committee believes PBRsUs complement our pay-for-performance philosophy, which is designed to drive continuous improvement in our operating and financial results that should further enhance long-term shareholder value. Our most recently completed PBRSU performance period illustrates our commitment to pay for performance. In 2022, our annual pre-tax income growth of 32.6% resulted in each named executive officer earning a PBRSU award at the maximum level that was equivalent to 200% of the target number of shares subject to such award. We believe that our long-term equity incentive awards will continue to motivate our executive officers to achieve strong financial success for the Company and provide long-term benefit to our shareholders.

Phantom Stock Plans

Prior to 2016, phantom stock awards were used to reward our named executive officers for creating shareholder value and to provide a long-term retirement incentive for our named executive officers. No phantom stock awards have been granted since the adoption of the 2016 Plan. In December 2019, upon the recommendation of the Compensation Committee, the Board approved the amendment and restatement of the Company's phantom plans to permit stock settlement of outstanding phantom stock awards in shares of our common stock in lieu of cash settlement. The amended and restated Old Dominion Freight Line, Inc. Phantom Stock Plan (the "Amended 2005 Phantom Plan") and the amended and restated Old Dominion Freight Line, Inc. 2012 Phantom Stock Plan (the "Amended 2012 Phantom Plan") and, together

with the Amended 2005 Phantom Plan, the “Amended Phantom Plans”) also provide for waivers of the age 65 or age 55 vesting terms for participants, including each of the Company’s named executive officers, who will settle their outstanding phantom stock awards in shares of our common stock. No other time-based or service-based vesting provisions were modified or accelerated for any participant as a result of the Amended Phantom Plans.

Phantom stock awards were previously granted under the Amended Phantom Plans. Each share of phantom stock awarded to participants under the Amended Phantom Plans represents a contractual right to receive an amount of common stock equal to the fair market value of a share of our common stock on the settlement date, provided that vesting provisions have been satisfied. This component of compensation generally facilitates the retention of key employees, rewards longevity and provides a retirement benefit to our named executive officers that is directly tied to shareholder value. Vesting and settlement provisions for each plan are discussed below.

Our Board approved, and we adopted, the Old Dominion Freight Line, Inc. Phantom Stock Plan (the “2005 Phantom Plan”) in May 2005. The 2005 Phantom Plan expired in May 2012; however, grants under the Amended 2005 Phantom Plan remain outstanding. Awards granted to our named executive officers under the Amended 2005 Phantom Plan, vest upon the earlier to occur of the following, provided the recipient is employed by us on such date: (i) the date of a change of control in our ownership; (ii) the fifth anniversary of the grant date; (iii) the date of the recipient’s death; or (iv) the date of the recipient’s total disability. Vested phantom stock awards are settled upon the earlier of the recipient’s: (i) termination of employment for any reason other than death, total disability, or for cause; (ii) death while employed by us; or (iii) termination of employment as a result of total disability. Subject to restrictions under Section 409A of the Internal Revenue Code of 1986, as amended (the “Code”), settlements are paid in 24 equal monthly installments.

Following expiration of the 2005 Phantom Plan, our Board approved, and we adopted, the Old Dominion Freight Line, Inc. 2012 Phantom Stock Plan (the “2012 Phantom Plan”) in October 2012. Although we now utilize the 2016 Plan to facilitate our long-term incentive program, grants under the Amended 2012 Phantom Plan remain outstanding. Under the Amended 2012 Phantom Plan, a maximum of 1,500,000 shares of phantom stock may be awarded to eligible employees, subject to adjustment to prevent dilution or enlargement caused by changes in our outstanding shares of common stock. Each award granted to our named executive officers vests in 20% increments on the anniversary of the grant date and is fully vested on the fifth anniversary of the grant date provided that the recipient: (i) has been continuously employed by us from the grant date until each respective vesting date; and (ii) has been continuously employed by us for at least 10 years on the respective vesting date. Vesting also occurs on the earliest of: (i) the date of a change in control of our ownership; (ii) the date of the recipient’s death; or (iii) the date of the recipient’s total disability, in each case provided that the recipient has been continuously employed by us from the grant date until the date of the respective event. Vested phantom stock awards are settled upon the earliest of the date of the recipient’s: (i) termination of employment for any reason other than death, total disability or for cause; (ii) death while employed by us; or (iii) termination of employment as a result of total disability. Settlements are generally paid in 24 equal monthly installments of shares of common stock, although recipients may, with respect to each grant, provide for payment in any other manner for up to five years following settlement subject to the limitations set forth in each individual award agreement. Each recipient also has the ability to defer the annual installments payable under an award agreement for a period of five years by filing a written election with the administrator at least one year in advance of the date on which payment of the annual installments would otherwise commence. Any payment may be delayed, if necessary, to comply with Section 409A of the Code.

In connection with the amendment and restatement of the Company’s phantom plans in December 2019, as discussed above, each of the Company’s named executive officers has entered into amended award agreements with respect to outstanding phantom stock awards, whether vested or unvested, to settle such awards in shares of our common stock, as set forth in the table below.

The market value was computed by multiplying the number of phantom shares by the closing share price of \$283.78 at December 30, 2022, the last trading day of our fiscal year, as reported on the Nasdaq Global Select Market.

Named Executive Officer	Outstanding Vested Stock Awards under Amended Phantom Plans, as Amended for Settlement in Common	
	Stock (#)	Market Value at December 30, 2022 (\$)
David S. Congdon	96,074	27,263,880
Greg C. Gantt	61,291	17,393,160
Adam N. Satterfield	11,024	3,128,391
Kevin M. Freeman	37,686	10,694,533
Gregory B. Plemmons	31,252	8,868,693

The outstanding phantom stock awards will be settled in shares of our common stock equal to the number of vested shares of phantom stock on the applicable settlement date. The shares of common stock will generally be distributed in twenty-four substantially equal monthly installments commencing on the first day of the sixth calendar month following such settlement date. All shares of common stock that may be issued to settle phantom stock awards under the Amended Phantom Plans will be issued only under, and will be subject to the terms and conditions of, the 2016 Plan.

We do not provide a supplemental retirement plan for our named executive officers, although we do offer a voluntary, self-funded and unsecured deferred compensation program. See "Nonqualified Deferred Compensation Plan" below.

Stock Ownership Policy

The Compensation Committee and the Board strongly believe that our officers' financial interests should be aligned with the long-term interests of our Company and its shareholders. To further this goal, the Board has adopted a stock ownership and retention policy (the "Stock Ownership Policy") applicable to members of the Board and officers of the Company. Each officer is required to achieve and maintain a level of ownership in our common stock based on a multiple of annual base salary as described below.

Covered Individuals ⁽¹⁾	Base Salary Multiple Threshold
Chief Executive Officer	6.0x (600%) annual base salary
President, Chief Operating Officer and Chief Financial Officer	2.0x (200%) annual base salary
Other Executive Officers	1.5x (150%) annual base salary
All other Officers	1.0x (100%) annual base salary

(1) If a covered individual holds multiple positions, the required stock ownership threshold applicable to such individual is the highest threshold.

For purposes of determining whether an officer has satisfied the Stock Ownership Policy, eligible equity may include: (i) shares owned by the officer; (ii) shares owned jointly with the officer's spouse and/or dependent children; (iii) shares owned by the officer's spouse or dependent children; (iv) shares held by the officer in a 401(k) plan; (v) shares held in individual brokerage accounts or other custodial accounts or in trust for the benefit of the officer or the officer's spouse and/or dependent children; (vi) shares underlying time-based RSAs, restricted stock units, deferred stock units or similar awards (including performance- and time-based restricted stock unit awards if and to the extent earned) (in each case, whether vested or unvested); (vii) shares received upon the exercise of stock options, stock appreciation rights or similar awards; and (viii) shares received from earned performance-based awards such as performance-based restricted stock units, performance shares, performance units or similar awards. Shares of phantom stock awarded under the Amended Phantom Plans and unearned PBRUs are not considered eligible equity for purposes of determining compliance with the Stock Ownership Policy.

Officers may utilize grants under the 2016 Plan, in the manner discussed above, to satisfy the Stock Ownership Policy. Until the applicable thresholds of ownership outlined above are met, an officer is required to retain 50% of the net

shares (those shares of common stock that remain after shares are sold, delivered, or withheld in payment of withholding taxes related to equity awards) resulting from the vesting or earning of all RSAs or PBRsUs granted under the 2016 Plan, and 50% of the net shares resulting from the exercise of any stock options that may be granted under the 2016 Plan.

The Stock Ownership Policy also requires all individuals covered under this policy, including named executive officers, to retain 50% of the net shares resulting from the vesting or earning of all RSAs, restricted stock unit awards, performance awards or similar awards granted on or after June 1, 2018, and 50% of the net shares resulting from the exercise of any stock options, stock appreciation awards or similar awards granted on or after June 1, 2018, for a period of twelve months following the applicable vesting, earning or exercise date. This retention requirement applies even after the applicable thresholds of ownership described above are satisfied.

Clawback Policy

The Compensation Committee and the Board believe it is desirable and in the best interests of the Company and its shareholders to maintain a culture of accountability and discourage conduct detrimental to the Company's growth. To reinforce this objective, the Board has adopted a clawback policy for the recovery of cash and equity incentive compensation from the Company's officers and other employees deemed subject to the policy. The policy provides that a covered individual may be required to forfeit or return to the Company all or a portion of any cash-based incentive compensation and/or equity-based incentive compensation received. Subject to the discretion of the Compensation Committee or the Board, reimbursement may be required (i) if such compensation was received based on quarterly or annual financial statements of the Company that are subsequently restated (other than due to changes in applicable financial reporting standards or under similar circumstances) in a manner that would decrease the amount of the compensation to which the covered individual was otherwise entitled, and (ii) such restatement is the result of, in whole or in part, the misconduct of the covered individual.

On October 26, 2022, the SEC adopted final rules implementing the incentive-based compensation recovery provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). The final rules direct the stock exchanges to establish listing standards requiring listed companies to develop and implement a policy providing for the recovery of erroneously awarded incentive-based compensation received by current or former executive officers and to satisfy related disclosure obligations. We intend to timely amend and restate our clawback policy as appropriate to address the new rules.

401(k) Retirement Plan

Our named executive officers may participate in our 401(k) retirement plan, which includes a matching provision that is based upon the participant's contributions and, at our option, a discretionary contribution that is allocated to all 401(k) participants. Although we consider this match in our evaluation of overall compensation, we believe the maximum employee contribution and matching limits in our plan are, alone, insufficient to enable our named executive officers to save an amount that is adequate for their retirement or to be competitive with similarly-situated executives at other companies in our industry. As a result, we offer certain employees, including our named executive officers, the opportunity to participate in a non-qualified deferred compensation plan.

Nonqualified Deferred Compensation Plan

Because we do not provide a significant retirement plan for our named executive officers, we offer them an alternative vehicle for self-funding their retirement through our 2006 Nonqualified Deferred Compensation Plan. This plan allows eligible participants, including our named executive officers, to defer percentages of both their annual base salary and their monthly non-equity incentive compensation. The retirement benefits for our named executive officers are self-funded and unsecured, and the availability of these retirement benefits will depend on our ability to fund future payments. The Company does not provide any matching contributions or other discretionary contributions to this plan. The plan is described in further detail under the caption "Executive Compensation - 2022 Nonqualified Deferred Compensation" in this proxy statement.

Tax Considerations

For tax years prior to January 1, 2018, Section 162(m) of the Code generally allowed us to deduct certain compensation paid to certain of our named executive officers under the Section 162(m) qualified performance-based compensation exemption. For taxable years beginning on and after January 1, 2018, the qualified performance-based compensation exemption is no longer available, except in limited situations that are eligible for transition relief, and the

group of current and former named executive officers who may be covered by the deduction limit was expanded. Going forward, we will therefore not be eligible to take a full deduction under Section 162(m) for qualified performance-based compensation except in limited grandfathered situations. The Compensation Committee may modify compensation that was initially intended to be exempt from Section 162(m), to the extent permitted by applicable law and the relevant governing documents, as well as its mix of compensation elements if it determines that such modifications are consistent with our business needs. We will continue to structure our executive compensation program to place primary emphasis on performance-based incentives that are intended to align pay with performance in support of long-term shareholder value creation.

Change of Control and Post-Employment Benefit Considerations

The Severance Plan provides for post-employment benefits in the event of a qualifying termination resulting from a change in control to eligible key officers, including all of our named executive officers. We believe the Severance Plan provides a reasonable level of protection to our named executive officers in the event we experience a change of control. The benefits provided by this plan are described in more detail under the caption "Executive Compensation - Old Dominion Freight Line, Inc. Change of Control Severance Plan for Key Executives" in this proxy statement.

Other Benefits and Perquisites

Our named executive officers participate equitably with our employees in various employee benefits, which include medical, dental, vision, and short- and long-term disability. We also provide all full-time employees a predetermined amount of group life insurance, and each named executive officer receives term-life benefits of \$300,000.

In 2022, we once again offered our officers, including our named executive officers, the opportunity to participate, on a voluntary basis, in an executive health program. For participants in this program, we paid the costs for a comprehensive health assessment to address their overall medical needs and assess their health risks. Mr. Satterfield, Mr. Plemmons and Mr. Congdon chose to participate in this program and our cost was \$2,400, \$2,400 and \$3,120, respectively. This cost is included in the "All Other Compensation" column of the Summary Compensation Table under the caption "Executive Compensation - Summary Compensation Table" in this proxy statement. We plan to continue to offer this benefit to our officers, including our named executive officers, on an annual basis.

In 2022, Mr. Congdon, Mr. Gantt, Mr. Freeman and Mr. Plemmons elected to use a Company-provided vehicle, and Mr. Satterfield elected to receive a vehicle allowance provided by the Company. The taxable value of the personal use of these automobiles and applicable vehicle allowances is included in the "All Other Compensation" column of the Summary Compensation Table under the caption "Executive Compensation - Summary Compensation Table" in this proxy statement.

Prior to the sale of our corporate aircraft in June 2022, our named executive officers utilized our corporate aircraft for personal travel from time to time. The incremental cost for the personal use of our corporate aircraft by each named executive officer is included in the "All Other Compensation" column of the Summary Compensation Table under the caption "Executive Compensation - Summary Compensation Table" in this proxy statement. See "Related Person Transactions" for information regarding the sale of our corporate aircraft to Mr. Congdon in June 2022. In connection with and effective upon the closing of the transaction, the Compensation Committee discontinued Mr. Congdon's right to use any Company corporate aircraft for personal use in accordance with the general policy of the Company as adopted from time to time by the Board.

We do not provide any tax gross-up payments on any perquisites or benefits.

Advisory Vote on Executive Compensation

Since our 2011 Annual Meeting, we have conducted an advisory vote on the approval of compensation for our named executive officers each year at our annual meeting of shareholders. While this is a non-binding vote, we believe it is important for our shareholders to have an opportunity to vote on this proposal on an annual basis as a means to express their views regarding our executive compensation philosophy, our compensation policies and programs and our decisions regarding executive compensation, all of which are disclosed in our proxy statement. Our Board and Compensation Committee value the opinions of our shareholders and, to the extent there is any significant vote against the compensation of our named executive officers as disclosed in the proxy statement, we will carefully consider our shareholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address

those concerns. In addition to our annual advisory vote on executive compensation, we are committed to ongoing engagement with our shareholders on executive compensation and corporate governance issues. These engagement efforts take place throughout the year through meetings, telephone calls and correspondence involving our senior management and representatives of our shareholders.

At our 2022 Annual Meeting, approximately 95% of the votes cast on the advisory vote to approve the compensation of our named executive officers were in favor of the proposal. Our Compensation Committee and Board believe this shareholder vote reflects strong support for our executive compensation program and alignment of executive and long-term shareholder interests. In addition, the Compensation Committee believes that our executive compensation program continues to be tailored to our business strategies, is consistent with our pay-for-performance philosophy, reflects competitive pay practices, and appropriately rewards or penalizes our management team based on the level of financial success of our Company each year. Our strong financial performance in 2022 reinforces the view of our Compensation Committee and Board that our executive compensation program is achieving its desired objectives.

The Compensation Committee and the Board will continue to consider shareholders' sentiments regarding our executive compensation program going forward. As part of that commitment, we have determined that our shareholders should vote on a "say-on-pay" proposal each year, consistent with the preference expressed by our shareholders most recently at our 2017 Annual Meeting. Our Board unanimously recommends that you vote "FOR" Proposal 2 at the Annual Meeting. See "Proposal 2 - Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers" in this proxy statement.

In addition, our shareholders once again have the opportunity to express a preference on the frequency of "say-on-pay" votes at the Annual Meeting. Our Board of Directors unanimously recommends that you vote for "1 Year" on Proposal 3 at the Annual Meeting. See "Proposal 3 - Vote, on an Advisory Basis, on the Frequency of Future Advisory Votes on the Compensation of our Named Executive Officers" in this proxy statement.

Conclusions

Our Compensation Committee has considered all of the elements of compensation described above and the objective of each element in determining the total amount of current compensation for our named executive officers. The Compensation Committee also considered whether our compensation policies and practices promote or encourage unnecessary and excessive risks and concluded they do not. Our compensation practices, which provide a balanced mix of short- and long-term incentives and use multiple performance metrics, together with our insider trading policy's prohibitions on hedging and pledging of our securities, our stock ownership and retention requirements and our clawback policy, mitigate excessive risk-taking by our named executive officers. In addition, the Compensation Committee considered shareholder outreach feedback and the review and analysis of our executive compensation program conducted by Pearl Meyer, which helped the Compensation Committee make the aforementioned changes to various components of executive compensation and ultimately reaffirm the Company's overall compensation strategy and approach. The Compensation Committee believes the amount of each element of pay and the total amount of compensation for each named executive officer are reasonable and appropriate in light of the officer's experience and individual performance, our operational and financial performance relative to our own expectations and the industry, and the officer's role in creating shareholder value. The Compensation Committee also believes that the program design continues to appropriately incentivize our executives and further strengthen the alignment of executive compensation with our strategic goals, performance, and long-term shareholder interests.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors has reviewed and discussed the above Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with our management. Based on such review and discussions, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K for the year ended December 31, 2022 through incorporation by reference to this proxy statement.

Except for the Annual Report on Form 10-K described above, this Compensation Committee Report is not incorporated by reference into any of our previous or future filings with the SEC, unless such filing explicitly incorporates this report.

The Compensation Committee,

Leo H. Suggs (Chair)
Patrick D. Hanley
Wendy T. Stallings
D. Michael Wray

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides an overview of compensation earned by our Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated executive officers serving as of December 31, 2022 (collectively, our “named executive officers”). As previously announced, effective July 1, 2023: (i) Mr. Freeman will succeed Mr. Gantt as our President and Chief Executive Officer; and (ii) Mr. Plemmons will succeed Mr. Freeman as our Executive Vice President and Chief Operating Officer.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
David S. Congdon	2022	492,127	—	4,887,350	32,044	129,734	5,541,255
Executive Chairman of the Board	2021	641,284	1,385,540	6,391,150	21,235	148,610	8,587,819
	2020	765,517	1,608,515	5,526,958	31,855	226,322	8,159,167
Greg C. Gantt	2022	917,701	2,578,625	9,200,000	92,964	39,085	12,828,375
President and Chief Executive Officer	2021	774,023	1,975,247	7,744,570	46,780	37,213	10,577,833
	2020	765,517	1,608,515	5,526,958	52,610	34,357	7,987,957
Adam N. Satterfield	2022	510,753	1,430,697	4,594,271	—	44,554	6,580,275
Senior Vice President - Finance, Chief Financial Officer and Assistant Secretary	2021	493,042	1,257,950	3,471,056	—	37,261	5,259,309
	2020	487,624	1,024,485	2,026,551	13	36,476	3,575,149
Kevin M. Freeman	2022	604,024	1,692,240	5,513,125	6,943	32,460	7,848,792
Executive Vice President and Chief Operating Officer	2021	583,168	1,488,187	4,165,267	4,601	25,546	6,266,769
	2020	576,760	1,211,840	2,763,479	6,902	25,651	4,584,632
Gregory B. Plemmons ⁽⁵⁾	2022	495,619	928,521	3,307,875	1,578	33,232	4,766,825
Senior Vice President - Sales	2021	478,432	816,548	2,499,160	1,046	24,665	3,819,851

(1)The amount reflects the grant date fair value of RSAs and PBRsUs granted under the provisions of the 2016 Plan computed in accordance with Financial Accounting Standards Board Accounting Standards Codification 718, *Compensation - Stock Compensation* (“ASC 718”), disregarding the estimate of forfeitures related to applicable performance-based and service-based, as applicable, vesting conditions. The valuation assumptions used are summarized in Note 8 of the Notes to the Financial Statements included in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2022 (the “Form 10-K”). The actual amounts, if any, ultimately realized may differ from the ASC 718 grant date fair value amounts. Our Compensation Committee considers the grant date fair value of a restricted stock grant and the grant date fair value at target of PBRsU grants as part of compensation in the year of grant when evaluating annual compensation for our named executive officers. Assuming achievement of the PBRsUs at the maximum level, the grant date fair value of the PBRsU awards would have been as follows: Mr. Gantt, \$1,708,637; Mr. Satterfield, \$948,002; Mr. Freeman, \$1,121,409; and Mr. Plemmons, \$460,041. Since January 1, 2022, Mr. Congdon no longer receives stock-based compensation grants under the 2016 Plan.

(2)Pursuant to our PIP, we pay monthly cash incentives to our named executive officers based upon our pre-tax income during the fiscal year, subject to certain restrictions. Cash incentives are generally paid in the month following the actual month in which the cash incentive is earned. The table reflects the cash incentives earned for each of the 12 months of the respective year, regardless of when the incentive payment was actually made.

(3)The amounts in this column are treated as “above-market interest” (defined by current SEC rules as the portion exceeding 120% of the applicable federal long-term rate) credited to deferrals under the Company’s Nonqualified Deferred Compensation Plan.

(4)See "All Other Compensation" below for the amounts and descriptions of these components of compensation in 2022.

(5)Mr. Plemmons was not a named executive officer for the year ended December 31, 2020.

All Other Compensation

The allocation of 2022 "All Other Compensation" from the Summary Compensation Table is presented below:

Named Executive Officer	Personal Use of Corporate Aircraft (\$) ⁽¹⁾	Life Insurance Premiums (\$) ⁽²⁾	Executive Health Program (\$) ⁽³⁾	Corporate Automobile Benefits (\$) ⁽⁴⁾	Company Contributions to the 401(k) Plan (\$) ⁽⁵⁾	Vested Restricted Stock Accumulated Dividends (\$) ⁽⁶⁾	Total (\$)
David S. Congdon	75,151	13,176	3,120	8,574	21,381	8,332	129,734
Greg C. Gantt	—	3,810	—	4,933	21,705	8,637	39,085
Adam N. Satterfield	—	450	2,400	14,820	21,383	5,501	44,554
Kevin M. Freeman	—	1,980	—	3,718	20,254	6,508	32,460
Gregory B. Plemmons	—	1,290	2,400	4,192	20,263	5,087	33,232

(1)For the purpose of this table, compensation for the personal use of our corporate aircraft is calculated using incremental variable cost per flight hour. See "Related Person Transactions" for information regarding the sale of our corporate aircraft to Mr. Congdon in June 2022. In connection with and effective upon the closing of the transaction, the Compensation Committee discontinued Mr. Congdon's right to use any Company corporate aircraft for personal use in accordance with the general policy of the Company as adopted from time to time by the Board.

(2)Includes the following: (i) the taxable excess group term-life insurance premiums under our group term-life insurance policy for all full-time employees; and (ii) pro rata reimbursement of certain costs with respect to a \$10,000,000 life insurance policy for Mr. Congdon in accordance with the terms of his employment agreement, which was terminated in August 2022.

(3)The amount reflects our cost to provide our named executive officers with the opportunity to participate, on a voluntary basis, in an executive health program.

(4)For Mr. Congdon, Mr. Gantt, Mr. Freeman and Mr. Plemmons, the amount reflects compensation for the personal use during 2022 of a Company-provided vehicle calculated by allocating the fixed and variable costs of the vehicle over the percentage of personal versus total mileage driven. For Mr. Satterfield, the amount reflects compensation for a vehicle allowance in lieu of a Company-provided vehicle for 2022.

(5)Each of our named executive officers is eligible to participate in our 401(k) retirement plan on the same basis as other employees. Employee contributions are limited to a percentage of their compensation, as defined in the plan. We guaranteed a match of 50% of the first 6% of all employee contributions in 2022. Additional employer contributions may be awarded on a non-discriminatory basis to all participants, and such discretionary employer contributions were awarded in 2022 and are included in the amounts disclosed.

(6)Each participant in the 2016 Plan accumulates dividends for each unvested RSA, payable upon vesting. In 2022, Mr. Congdon vested in 5,419 shares and received a payment for his accumulated dividends of \$8,332; Mr. Gantt vested in 5,800 shares and received a payment for his accumulated dividends of \$8,637; Mr. Satterfield vested in 3,694 shares and received a payment for his accumulated dividends of \$5,501; Mr. Freeman vested in 4,370 shares and received a payment for his accumulated dividends of \$6,508; and Mr. Plemmons vested in 3,416 shares and received a payment for his accumulated dividends of \$5,087. For more details, refer to the "2022 Stock Vested" table below.

2022 Grants of Plan-Based Awards

The following table provides information regarding plan-based awards under our 2016 Plan made to our named executive officers during fiscal year 2022. The actual amounts, if any, ultimately realized may differ from the amounts set forth in the "Grant Date Fair Value of Stock and Option Awards" column. Our 2016 Plan is discussed in more detail under the caption "Compensation Discussion and Analysis - Elements of Compensation - 2016 Stock Incentive Plan" in this proxy statement.

Named Executive Officer	Award Type (1)	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards \$(2)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (\$)	Maximum (\$)		
David S. Congdon	—	—	—	—	—	—	—	—	—	—
Greg C. Gantt	RSA	2/9/2022	—	—	—	—	—	—	2,754	869,988
Adam N. Satterfield	PBSU	2/9/2022	—	—	—	1,377	2,754	5,508	—	1,708,637
Kevin M. Freeman	RSA	2/9/2022	—	—	—	—	—	—	1,528	482,695
Gregory B. Plemmons	PBSU	2/9/2022	—	—	—	764	1,528	3,056	—	948,002
	RSA	2/9/2022	—	—	—	—	—	—	1,807	570,831
	PBSU	2/9/2022	—	—	—	903	1,807	3,615	—	1,121,409
	RSA	2/9/2022	—	—	—	—	—	—	1,483	468,480
	PBSU	2/9/2022	—	—	—	370	741	1,483	—	460,041

(1)For each of Mr. Gantt, Mr. Satterfield and Mr. Freeman, the 2022 earned RSA and target PBSU grants reflect awards equal to 100% of his base salary on the grant date divided by the average closing price of our common stock for the 50-day period beginning November 29, 2021 and ending February 8, 2022 (the "50-day moving average"). For Mr. Plemmons, the 2022 earned RSA and target PBSU grants reflect awards equal to 100% and 50%, respectively, of his base salary on the grant date divided by the average closing price of our common stock for the 50-day moving average. Since January 1, 2022, Mr. Congdon no longer receives stock-based compensation grants under the 2016 Plan. PBSUs are earned, if at all, at the end of a one-year performance period based on the achievement of pre-tax income performance targets established by the Compensation Committee. One-third of any earned PBSUs vest following conclusion of the performance period (to the extent any of the performance targets are achieved) and an additional one-third of the PBSUs vest on each anniversary thereafter, subject to continued employment. Payouts of PBSUs could range from 0% up to a maximum of 200% of the target award. For 2022, the Compensation Committee determined that the Company achieved a level of pre-tax income growth relative to the target that provided for the earning of the 2022 PBSUs equaling 200% of the target award. Our Compensation Committee considers the value of the RSA grant and the target value of the PBSU grant as part of the compensation in the year of grant when evaluating compensation to our named executive officers.

(2)These amounts represent the aggregate grant date fair value computed in accordance with ASC 718. The valuation assumptions used are summarized in Note 8 of the Notes to the Financial Statements included in Part II, Item 8 of our Form 10-K. These amounts do not reflect compensation actually received by the named executive officer, and the actual amount of the stock award ultimately realized upon vesting may differ from the aggregate grant date fair value.

Outstanding Equity Awards at 2022 Fiscal Year-End

The following table reflects awards under our equity-based award incentive plans to our named executive officers that had not vested as of December 31, 2022:

Named Executive Officer	Grant Date	Stock Awards	
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽³⁾
David S. Congdon	2/11/2021 ⁽¹⁾	1,792	508,534
	2/11/2021 ⁽²⁾	3,585	1,017,351
	2/13/2020 ⁽¹⁾	1,723	488,953
Greg C. Gantt	2/13/2020 ⁽²⁾	1,915	543,439
	2/9/2022 ⁽¹⁾	2,754	781,530
	2/9/2022 ⁽²⁾	5,508	1,563,060
	2/11/2021 ⁽¹⁾	2,555	725,058
	2/11/2021 ⁽²⁾	5,111	1,450,400
	2/13/2020 ⁽¹⁾	1,723	488,953
Adam N. Satterfield	2/13/2020 ⁽²⁾	1,915	543,439
	2/9/2022 ⁽¹⁾	1,528	433,616
	2/9/2022 ⁽²⁾	3,056	867,232
	2/11/2021 ⁽¹⁾	1,627	461,710
	2/11/2021 ⁽²⁾	3,255	923,704
	2/13/2020 ⁽¹⁾	1,097	311,307
Kevin M. Freeman	2/13/2020 ⁽²⁾	1,220	346,212
	2/9/2022 ⁽¹⁾	1,807	512,790
	2/9/2022 ⁽²⁾	3,615	1,025,865
	2/11/2021 ⁽¹⁾	1,925	546,277
	2/11/2021 ⁽²⁾	3,851	1,092,837
	2/13/2020 ⁽¹⁾	1,298	368,346
Gregory B. Plemmons	2/13/2020 ⁽²⁾	1,443	409,495
	2/9/2022 ⁽¹⁾	1,483	420,846
	2/9/2022 ⁽²⁾	1,483	420,846
	2/11/2021 ⁽¹⁾	1,505	427,089
	2/11/2021 ⁽²⁾	1,505	427,089
	2/13/2020 ⁽¹⁾	1,015	288,037
	2/13/2020 ⁽²⁾	564	160,052

(1)These unvested RSAs under the 2016 Plan are scheduled to vest in accordance with the vesting provisions described in this proxy statement under "Compensation Discussion and Analysis - Elements of Compensation - 2016 Stock Incentive Plan".

(2)These unvested PBRsUs under the 2016 Plan are scheduled to vest in accordance with the vesting provisions described in this proxy statement under "Compensation Discussion and Analysis - Elements of Compensation - 2016 Stock Incentive Plan". For each of 2022 and 2021, the Compensation Committee determined that the Company achieved a level of pre-tax income growth relative to the target that provided for the earning of the 2022 PBRsUs and 2021 PBRsUs, respectively, equal to 200% of the target award. For 2020, the Compensation Committee determined that the Company achieved a level of pre-tax income growth relative to the target that provided for the earning of the 2020 PBRsUs equaling 100% of the target award. One-third of each of the earned 2022, 2021 and 2020 PBRsUs vested following the conclusion of the performance period and an additional one-third of each of the 2022, 2021 and 2020 PBRsUs are scheduled to vest on each of the second and third anniversaries of the grant date, subject to continued employment on each applicable vesting date.

(3)The market value of RSAs and PBRsUs that have not vested as of December 31, 2022 for each named executive officer is determined by multiplying the number of shares or units set forth above by the closing share price of \$283.78 at December 30, 2022, the last day of trading as reported on the Nasdaq Global Select Market.

2022 Stock Vested

The following table reflects stock awards to our executive officers that vested during 2022 under the 2016 Plan.

Named Executive Officer	Award Type	Stock Awards	
		Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
David S. Congdon	Performance-Based Restricted Stock Unit	3,707	1,095,975
	Restricted Stock	5,419	1,597,369
Greg C. Gantt	Performance-Based Restricted Stock Unit	4,470	1,321,556
	Restricted Stock	5,800	1,710,012
Adam N. Satterfield	Performance-Based Restricted Stock Unit	2,847	841,716
	Restricted Stock	3,694	1,089,100
Kevin M. Freeman	Performance-Based Restricted Stock Unit	3,367	995,454
	Restricted Stock	4,370	1,288,405
Gregory B. Plemmons	Performance-Based Restricted Stock Unit	1,316	389,075
	Restricted Stock	3,416	1,007,139

(1)The value realized upon vesting of PBRsUs and RSAs was computed by multiplying the number of shares vested on the settlement dates of February 11 and February 14, 2022, by the closing share price of \$295.65 and \$293.95, respectively, as reported on the Nasdaq Global Select Market.

2022 Nonqualified Deferred Compensation

The following table provides information regarding our named executive officers' contributions and earnings in our deferred compensation plans in 2022:

Named Executive Officer	Executive Contributions in Last FY (\$) ⁽¹⁾	Registrant Contributions in Last FY (\$)	Aggregate Earnings (Losses) in Last FY (\$) ⁽²⁾	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
David S. Congdon	—	—	(2,322,974)	—	11,672,591
Greg C. Gantt	1,867,832	—	334,642	—	8,538,352
Adam N. Satterfield	—	—	—	—	—
Kevin M. Freeman	—	—	24,714	—	567,771
Gregory B. Plemmons	—	—	(296,177)	—	1,146,540

(1)Contributions represent deferrals of certain amounts of salary and cash incentives awarded pursuant to our PIP, which are included in the "Salary" and "Non-Equity Incentive Plan Compensation" columns of the Summary Compensation Table.

(2)Aggregate earnings (losses) represent the return on the investment options selected by each named executive officer in 2022 in our deferred compensation plans. Earnings are not guaranteed rates of return and reflect actual market fluctuations of the funds in which they are deemed to be invested. These earnings are calculated in the same manner and at the same rate as earnings on externally managed funds or are based upon other market-determined rates. A portion of the earnings reflected in this column are reported in the Summary Compensation Table and are treated as "above-market interest," as that term is defined by current SEC rules and as described in footnote 3 to such table.

Effective January 1, 2006, we adopted the 2006 Nonqualified Deferred Compensation Plan of Old Dominion Freight Line, Inc. (the "Nonqualified Deferred Compensation Plan") to permit certain of our management employees, including each of the named executive officers, to defer receipt of current compensation. This plan was amended and restated effective January 1, 2009, and further amended effective January 1, 2010, November 10, 2011, January 29, 2015 and July 20, 2022. The Nonqualified Deferred Compensation Plan is an unfunded plan maintained primarily for the purpose of providing retirement benefits for eligible employees. Participating employees may elect to reduce their (i) regular base salary by a whole number percentage from one to fifty percent, and/or (ii) non-equity incentive compensation by a whole number percentage from one to seventy-five percent. The deferred amount is credited to the deferred compensation account we maintain for each participant. While not funded, each participant is allowed to select one or more investment options. Deferral amounts, along with gains and losses on investment options in which participants are deemed invested, are posted to the deferred compensation account of each participant. The total deferrals, plus the cumulative gains and losses on the investment options, are eligible for distribution from our general corporate funds. Distributions are subject to elections made by the participants, which generally require a five-year waiting period for active employees; however, distributions can begin immediately in the event of retirement, disability, death or other termination of service. Distributions also may be made upon the occurrence of certain other events, such as an unforeseeable emergency, or delayed under certain circumstances, such as when a distribution might violate the terms of a Company borrowing agreement. Payments are made from the Nonqualified Deferred Compensation Plan in a lump sum or in annual installments over a certain term, as elected by the participant. The plan also allows us, in our sole discretion and without any participant discretion or election, to make a mandatory lump-sum payment in settlement of a participant's entire accrued benefit.

Prior to the adoption of the Nonqualified Deferred Compensation Plan, we offered a similar plan allowing participating employees to defer receipt of regular base salary and/or cash incentive compensation. The deferral of wages earned subsequent to December 31, 2004 is no longer permitted under this plan, as required by Section 409A of the Code.

Potential Payments Upon Termination or Change of Control

Potential payments and benefits upon termination without cause, which includes resignation, retirement, death and total disability, or change of control, are provided to our named executive officers pursuant to (i) the Severance Plan, (ii) our Amended Phantom Plans, and (iii) our 2016 Plan. All payments and benefits are forfeited if termination of the named executive officer resulted (i) for cause, (ii) from failure to comply with the non-competition and non-solicitation provisions of the respective plan, or (iii) from termination by the executive for a reason not constituting "good reason." A "change of control" does not constitute "good reason," but a fundamental disagreement with the Board following a change of control does constitute "good reason." The Severance Plan is discussed in further detail under "Old Dominion Freight Line, Inc. Change of Control Severance Plan for Key Executives" below.

The Severance Plan provides that upon the termination of employment of one of our named executive officers as a result of a compensation continuance termination event (termination of the officer's employment by the Company for any reason other than for cause (as defined in the Severance Plan), death or total disability, or by the officer for good reason (as defined in the Severance Plan)) occurring within 36 months following a change of control (as defined in the Severance Plan), the officer will be entitled to receive certain benefits, including a monthly severance benefit equal to the officer's monthly termination cash compensation during the 12-calendar month period following the termination date. The Severance Plan is further described in the "Old Dominion Freight Line, Inc. Change of Control Severance Plan for Key Executives" section below.

Our named executive officers, or their beneficiaries, would also receive payments due to them at retirement, death or disability pursuant to our 401(k) retirement plan, our Amended Phantom Plans, our 2016 Plan and our deferred compensation plans. The vested amounts due to each named executive officer under our 2016 Plan and under our deferred compensation plans are provided under the captions "Executive Compensation - 2022 Stock Vested" and "Executive Compensation - 2022 Nonqualified Deferred Compensation" in this proxy statement.

Below is a table showing the amount of post-employment compensation and benefits that would be provided to each named executive officer due to a termination of employment or a change in control of the Company, assuming that the triggering event occurred on December 31, 2022. The amounts in the table below do not include payments for compensation and benefits earned prior to the triggering event, and no excise tax gross-ups are provided.

Named Executive Officer	Termination of Service		Change in Control ⁽²⁾	
	With Cause (\$)	Without Cause (\$) ⁽¹⁾	Without Termination of Service (\$)	With Termination of Service (\$)
David S. Congdon	—	2,558,277	2,558,277	17,805,336 ⁽³⁾
Greg C. Gantt	—	5,552,440	5,552,440	30,814,977 ⁽⁴⁾
Adam N. Satterfield	—	3,343,781	3,343,781	13,050,815 ⁽⁵⁾
Kevin M. Freeman	—	3,955,610	3,955,610	18,240,241 ⁽⁶⁾
Gregory B. Plemmons	—	2,143,959	2,143,959	11,126,414 ⁽⁷⁾

(1) Pursuant to our 2016 Plan, previously unvested RSAs would be accelerated and vest upon termination of service without cause in the case of death or total disability for each of our named executive officers (calculated using the number of unvested shares and awards multiplied by the closing share price of our common stock of \$283.78 at December 30, 2022, the last day of trading as reported on the Nasdaq Global Select Market). In addition, upon termination of service without cause in the case of death or total disability for each of our named executive officers, previously unvested PBRsUs would be accelerated and vest to the extent earned after completion of the performance period.

(2) A change in control, without termination of service for the named executive officers, provides for the accelerated vesting of unvested RSAs and PBRsUs pursuant to our 2016 Plan only in the event such awards are not assumed or substituted by the surviving company. The amounts in the "Without Termination of Service" and the "With Termination of Service" columns are calculated using the number of each named executive officer's unvested shares or units multiplied by the closing share price of our common stock of \$283.78 at December 30, 2022, the last day of trading as reported on the Nasdaq Global Select Market. The amounts in the "With Termination of Service" column reflect acceleration of previously unvested awards of restricted stock and PBRsUs under the 2016 Plan for each named executive officer in the event of a change of control if (i) such awards are not assumed or substituted by the surviving company, or (ii) his employment is terminated by the Company not for cause or by him for good reason within specified time periods (even if such awards are assumed or substituted by the surviving company).

(3) Mr. Congdon, upon a change in control with termination of service, would receive payments and benefits provided for under the provisions of the Severance Plan of \$15,226,386 and welfare benefits of \$20,673. Pursuant to our 2016 Plan, his previously unvested RSAs would be accelerated and vest and he would receive payments of \$997,487. Pursuant to our 2016 Plan, his previously unvested PBRsUs would also be accelerated and vest and he would receive payments of \$1,560,790. The amounts are calculated using the number of unvested shares or units multiplied by the closing share price of our common stock of \$283.78 at December 30, 2022, the last day of trading as reported on the Nasdaq Global Select Market.

(4) Mr. Gantt, upon a change in control with termination of service, would receive payments and benefits provided for under the provisions of the Severance Plan of \$25,231,527 and welfare benefits of \$31,010. Pursuant to our 2016 Plan, his previously unvested RSAs would be accelerated and vest and he would receive payments of \$1,995,541. Pursuant to our 2016 Plan, his previously unvested PBRsUs would also be accelerated and vest and he would receive payments of \$3,556,899. The amounts are calculated using the number of unvested shares or units multiplied by the closing share price of our common stock of \$283.78 at December 30, 2022, the last day of trading as reported on the Nasdaq Global Select Market.

(5) Mr. Satterfield, upon a change in control with termination of service, would receive payments and benefits provided for under the provisions of the Severance Plan of \$9,686,361 and welfare benefits of \$20,673. Pursuant to our 2016 Plan, his previously unvested RSAs would be accelerated and vest and he would receive payments of \$1,206,633. Pursuant to our 2016 Plan, his previously unvested PBRsUs would also be accelerated and vest and he would receive payments of \$2,137,148. The amounts are calculated using the number of unvested shares or units multiplied by the closing share price of our common stock of \$283.78 at December 30, 2022, the last day of trading as reported on the Nasdaq Global Select Market.

(6)Mr. Freeman, upon a change in control with termination of service, would receive payments and benefits provided for under the provisions of the Severance Plan of \$14,253,621 and welfare benefits of \$31,010. Pursuant to our 2016 Plan, his previously unvested RSAs would be accelerated and vest and he would receive payments of \$1,427,413. Pursuant to our 2016 Plan, his previously unvested PBRsUs would also be accelerated and vest and he would receive payments of \$2,528,197. The amounts are calculated using the number of unvested shares or units multiplied by the closing share price of our common stock of \$283.78 at December 30, 2022, the last day of trading as reported on the Nasdaq Global Select Market.

(7)Mr. Plemmons, upon a change in control with termination of service, would receive payments and benefits provided for under the provisions of the Severance Plan of \$8,951,445 and welfare benefits of \$31,010. Pursuant to our 2016 Plan, his previously unvested RSAs would be accelerated and vest and he would receive payments of \$1,135,972. Pursuant to our 2016 Plan, his previously unvested PBRsUs would also be accelerated and vest and he would receive payments of \$1,007,987. The amounts are calculated using the number of unvested shares or units multiplied by the closing share price of our common stock of \$283.78 at December 30, 2022, the last day of trading as reported on the Nasdaq Global Select Market.

Old Dominion Freight Line, Inc. Change of Control Severance Plan for Key Executives

On October 31, 2018, the Board, upon the recommendation of the Compensation Committee, approved the Severance Plan. The Severance Plan is an amendment and restatement of the Change of Control Severance Plan originally adopted effective May 16, 2005 and previously amended and restated effective January 1, 2009 (the "Prior Plan"). Each named executive officer is a participant in the Severance Plan.

Under the Severance Plan, in the event an officer's employment is terminated as a result of a compensation continuance termination event (termination of the officer's employment by the Company for any reason other than for cause (as defined in the Severance Plan), death or total disability, or by the officer for good reason (as defined in the Severance Plan)) occurring within 36 months following a change of control (as defined in the Severance Plan), the officer will be entitled to receive the following benefits: (i) base salary through the last day of the month in which the termination date occurs; (ii) a cash payment in lieu of any accrued but unused vacation through the termination date; (iii) any unreimbursed business expenses incurred through the termination date; (iv) any earned but unpaid cash incentive bonus amounts; (v) any payments and benefits to which the officer is entitled pursuant to the terms of any employee benefit or compensation plan or program in which the officer participates or participated; (vi) a monthly severance benefit equal to the officer's monthly termination cash compensation during the 12-calendar month period following the termination date; and (vii) continued participation in the Company welfare benefit plans until the earlier of the officer's death or the last day of the 24-calendar month period following the termination date. The monthly termination compensation is an amount equal to: two and one-half (2.5) times the sum of the officer's base salary and bonus amount for officers with the title of Senior Vice President or higher (excluding the Chief Executive Officer), and three (3) times the sum of the officer's base salary and bonus amount for the Chief Executive Officer, in each case divided by twelve (12). Base salary and bonus amount generally means the sum of: (i) the officer's base salary on an annualized basis, plus (ii) a 3-year lookback average of the cash bonuses earned by the officer. Any eligible officer who was a participant in the Prior Plan on October 30, 2018 and was eligible based on years of service under the terms of the Prior Plan for 36 months of severance shall be entitled to the greater of the termination compensation benefits under the Severance Plan or the terms of the Prior Plan. As a result, based on their prior service to the Company, each of Mr. Gantt, Mr. Freeman, and Mr. Plemmons qualify for 36 months of severance. In no event, however, shall the termination compensation for any officer exceed an aggregate amount equal to three (3) times the sum of an officer's base salary and bonus amount.

All payments of benefits to an officer under the Severance Plan are subject to the officer's compliance with certain confidentiality, non-compete, non-solicit, and non-disparagement provisions during and following the termination of employment with the Company. The officer's rights, if any, with respect to any phantom stock awards, RSAs, PBRsUs, restricted stock units and/or other equity awards granted to such officer under any Company equity-based incentive plans shall be as determined under the applicable incentive plan and award agreement(s). All payments and benefits made to an officer under the Severance Plan will be subject to any recoupment, "claw back" or similar policy or arrangement adopted by the Board, and any similar provisions under applicable law.

CEO Pay Ratio

In August 2015, pursuant to the Dodd-Frank Act, the SEC adopted a rule requiring disclosure of the ratio of the median employee's annual total compensation to the annual total compensation of the Chief Executive Officer ("CEO").

During the fiscal year ended December 31, 2022, our CEO was Greg C. Gantt. The pay ratio included below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K:

Median Employee annual total compensation	\$	78,091
CEO annual total compensation	\$	12,828,375
Ratio of CEO to Median Employee annual total compensation		164:1

There has been no change to our employee population or our compensation arrangements in 2022 that we reasonably believe would significantly affect our pay ratio disclosure. As a result, we have used the same median employee, initially identified in 2020, in our pay ratio calculation for 2022. The median employee's annual total compensation was calculated in accordance with the requirements of the Summary Compensation Table and includes: salary, bonus, and 401(k) employer matching contribution. SEC rules for identifying the median employee and calculating the pay ratio allow companies to use various methodologies and assumptions. As a result, our reported pay ratio may not be comparable to other companies' pay ratios.

Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Act, and Item 402(v) of Regulation S-K, we are providing the following information about the relationship between executive compensation actually paid and certain financial performance measures of the Company. You should refer to "Compensation Discussion and Analysis" for a complete description of how executive compensation relates to Company performance and how the Compensation Committee makes its decisions.

Value of Initial Fixed \$100
Investment Based On:

Year	Summary Compensation Table Total for PEO (\$) ⁽¹⁾	Compensation Actually Paid to PEO (\$) ⁽²⁾	Average Summary Compensation Table Total for Non-PEO Named Executive Officers (\$) ⁽³⁾	Average Compensation Actually Paid to Non-PEO Named Executive Officers (\$) ⁽⁴⁾	Total Shareholder Return (\$) ⁽⁵⁾	Peer Group Total Shareholder Return (\$) ⁽⁶⁾	Net Income (in thousands) (\$)	Pre-Tax Income (in thousands) (\$) ⁽⁷⁾
2022	12,828,375	10,494,358	6,184,287	4,864,545	227	128	1,377,159	1,841,349
2021	10,577,833	16,385,495	5,983,437	9,749,517	285	155	1,034,375	1,388,423
2020	7,987,957	9,878,641	5,260,421	6,660,167	155	131	672,682	901,364

(1)The dollar amounts reported in this column are the amounts of total compensation reported for Mr. Gantt (our Chief Executive Officer) for each corresponding year in the "Total" column of the Summary Compensation Table. Refer to "Executive Compensation – Summary Compensation Table."

(2)The dollar amounts reported in this column represent the amount of "compensation actually paid" to Mr. Gantt, as computed in accordance with Item 402(v). The dollar amounts do not reflect the actual amount of compensation earned by or paid to Mr. Gantt during the applicable year. In accordance with the requirements of Item 402(v), the following adjustments were made to Mr. Gantt's total compensation for each year to determine the compensation actually paid:

Year	Reported Summary Compensation Table Total for PEO (\$)	Reported Value of Equity Awards (\$) ^(a)	Equity Award Adjustments (\$) ^(b)	Compensation Actually Paid to PEO (\$)
2022	12,828,375	(2,578,625)	244,608	10,494,358
2021	10,577,833	(1,975,247)	7,782,909	16,385,495
2020	7,987,957	(1,608,515)	3,499,199	9,878,641

(a) The grant date fair value of equity awards represents the total of the amounts reported in the “Stock Awards” column in the Summary Compensation Table for the applicable year.

(b) The equity award adjustments for each applicable year include the addition (or subtraction, as applicable) of the following: (i) the year-end fair value of any equity awards granted in the applicable year that are outstanding and unvested as of the end of the year; (ii) the amount of change as of the end of the applicable year (from the end of the prior fiscal year) in fair value of any awards granted in prior years that are outstanding and unvested as of the end of the applicable year; (iii) for awards that are granted and vest in the same applicable year, the fair value as of the vesting date; (iv) for awards granted in prior years that vest in the applicable year, the amount equal to the change as of the vesting date (from the end of the prior fiscal year) in fair value; (v) for awards granted in prior years that are determined to fail to meet the applicable vesting conditions during the applicable year, a deduction for the amount equal to the fair value at the end of the prior fiscal year; and (vi) the dollar value of any dividends or other earnings paid on stock awards in the applicable year prior to the vesting date that are not otherwise reflected in the fair value of such award or included in any other component of total compensation for the applicable year (any such dividends are accrued but not paid unless and until the applicable award (or portion thereof) vests). The valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of grant. The amounts deducted or added in calculating the equity award adjustments are as follows:

Year	Year End Fair Value of Equity Awards (\$)	Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards (\$)	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year (\$)	Year over Year Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Year (\$)	Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year (\$)	Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation (\$)	Total Equity Award Adjustments (\$)
2022	2,344,590	(1,459,624)	—	(648,995)	—	8,637	244,608
2021	4,121,370	3,520,877	—	134,605	—	6,057	7,782,909
2020	2,129,804	1,234,369	—	130,549	—	4,476	3,499,199

(3) The dollar amounts reported in this column represent the average of the amounts reported for the Company’s named executive officers as a group (excluding Mr. Gantt) in the “Total” column of the Summary Compensation Table in each applicable year. The names of each of the named executive officers (excluding Mr. Gantt) included for purposes of calculating the average amounts in each applicable year are as follows: (i) for 2022 and 2021, Mr. David S. Congdon and Messrs. Satterfield, Freeman and Plemmons; (ii) for 2020, Mr. Earl E. Congdon, Mr. David S. Congdon and Messrs. Satterfield and Freeman.

(4) The dollar amounts reported in this column represent the average amount of “compensation actually paid” to the named executive officers as a group (excluding Mr. Gantt), as computed in accordance with Item 402(v). The dollar amounts do not reflect the actual average amount of compensation earned by or paid to the named executive officers as a group (excluding Mr. Gantt) during the applicable year. In accordance with the requirements of Item 402(v), the following adjustments were made to average total compensation for the named executive officers as a group (excluding Mr. Gantt) for each year to determine the compensation actually paid, using the same methodology described in footnote 2 above:

Year	Average Reported Summary Compensation Table Total for Non-PEO NEOs (\$)	Average Reported Value of Equity Awards (\$)	Average Equity Award Adjustments (\$) ^(a)	Average Compensation Actually Paid to Non-PEO NEOs (\$)
2022	6,184,287	(1,012,865)	(306,877)	4,864,545
2021	5,983,437	(1,237,056)	5,003,136	9,749,517
2020	5,260,421	(1,181,548)	2,581,294	6,660,167

(a)The amounts deducted or added in calculating the total average equity award adjustments are as follows:

Year	Average Year End Fair Value of Equity Awards (\$)	Year over Year Average Change in Fair Value of Outstanding and Unvested Equity Awards (\$)	Average Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year (\$)	Year over Year Average Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Year (\$)	Average Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year (\$)	Average Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation (\$)	Total Average Equity Award Adjustments (\$)
2022	920,299	(788,746)	—	(444,787)	—	6,357	(306,877)
2021	2,559,819	2,344,205	—	94,849	—	4,264	5,003,136
2020	1,564,465	913,007	—	100,333	—	3,490	2,581,294

(5)Cumulative TSR is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period.

(6)Represents the weighted peer group TSR, weighted according to the respective companies' stock market capitalization at the beginning of each period for which a return is indicated. The peer group used for this purpose was the Dow Jones Transportation Average for 2022 and 2021, and the Nasdaq Industrial Transportation Index for 2020. Beginning in 2021, the Dow Jones Transportation Average was selected as a peer group as we believe the companies included in the Dow Jones Transportation Average are better aligned with our business.

(7)The Company has determined that Pre-Tax Income is the financial performance measure that, in the Company's assessment, represents the most important performance measure (that is not otherwise required to be disclosed in the table) used by the Company to link compensation actually paid to the Company's named executive officers, for the most recently completed fiscal year, to Company performance.

Financial Performance Measures

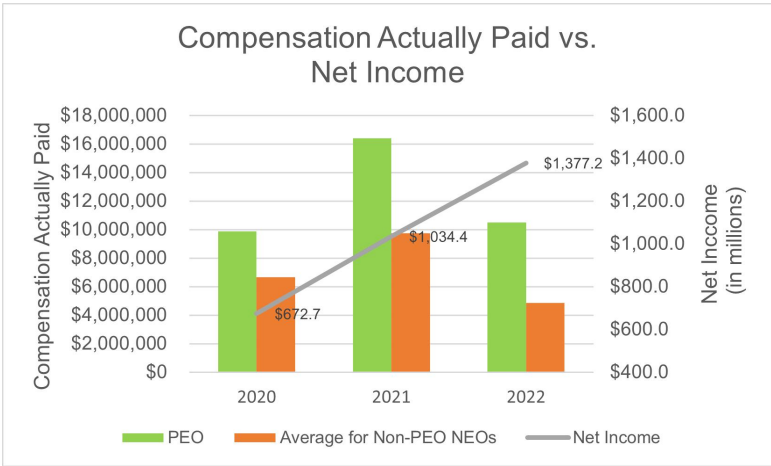
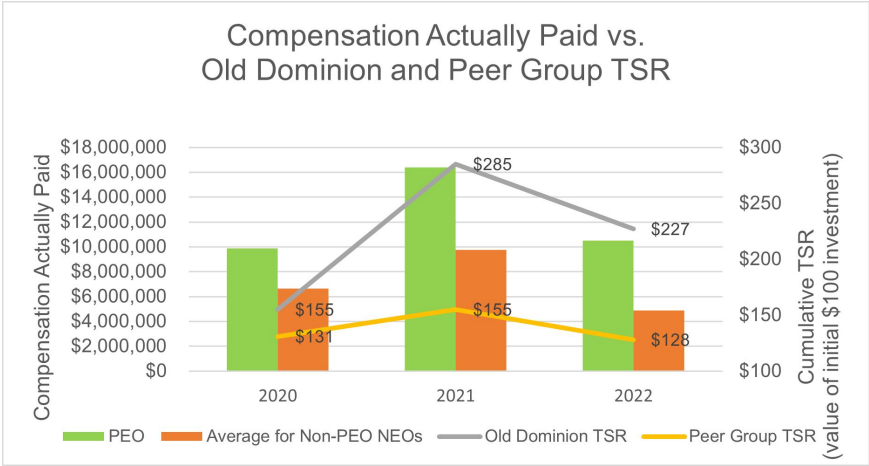
As described in greater detail in "Compensation Discussion and Analysis," our executive compensation program reflects a pay-for-performance philosophy. The metrics that the Company uses for both our long-term and short-term incentive awards are selected based on an objective of incentivizing our named executive officers to increase the value of our enterprise for our shareholders. The most important financial performance measures used by the Company to link executive compensation actually paid to the Company's named executive officers, for the most recently completed fiscal year, to the Company's performance are as follows:

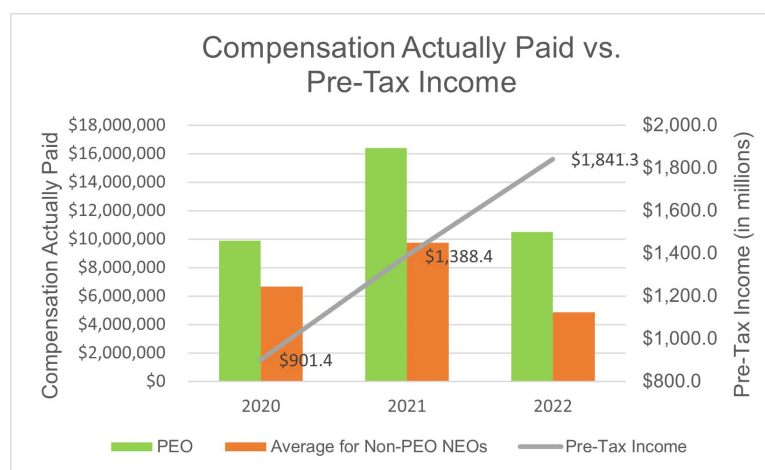
Most Important Financial Performance Measures

Pre-Tax Income
Annual Pre-Tax Income Growth
Operating Ratio

Analysis of the Information Presented in the Pay versus Performance Table

As described in more detail in the section “Compensation Discussion and Analysis,” the Company’s executive compensation program reflects a pay-for-performance philosophy. While the Company utilizes several performance measures to align executive compensation with Company performance, all of those Company measures are not presented in the Pay versus Performance table. Moreover, as part of its executive compensation program, the Company seeks to incentivize long-term performance, and therefore does not specifically align the Company’s performance measures with compensation that is actually paid (as computed in accordance with Item 402(v)) for a particular year. In accordance with Item 402(v), the Company is providing the following graphs to show the relationships between information presented in the Pay versus Performance table.





DIRECTOR COMPENSATION

2022 Compensation of Directors

The following table reflects compensation earned for services performed in 2022 by members of our Board who were not named executive officers:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾	All Other Compensation (\$) ⁽²⁾	Total (\$)
Sherry A. Aaholm	90,000	129,113	491	219,604
John R. Congdon, Jr.	90,000	129,113	491	219,604
Bradley R. Gabosch	90,000	129,113	2,891	222,004
Patrick D. Hanley	90,000	129,113	4,391	223,504
John D. Kasarda	103,958	129,113	491	233,562
Wendy T. Stallings	90,000	129,113	2,762	221,875
Thomas A. Stith, III	90,000	129,113	491	219,604
Leo H. Suggs	132,917	129,113	491	262,521
D. Michael Wray ⁽³⁾	115,000	129,113	1,991	246,104

(1) Each non-employee director was awarded an RSA of 546 shares on May 18, 2022, with the number of shares determined by dividing the target value of \$157,000 by the 50-day average closing price of our common stock (\$287.31) beginning March 8, 2022 and ending May 17, 2022. The grant date fair value of these awards, computed in accordance with ASC 718, was determined by multiplying the 546 shares of restricted stock underlying each RSA by the closing price of our common stock of \$236.47 on the grant date of May 18, 2022, as reported on the Nasdaq Global Select Market. The value of each RSA assumes that all shares will vest in accordance with the requirements of the 2016 Plan described in "Components of Compensation" below. As of December 31, 2022, the RSA of 546 shares granted to each non-employee director on May 18, 2022 represented the only unvested shares for each non-employee director.

(2) The amount in the table reflects: (i) our contribution to a qualifying charitable organization, recognized as a tax-exempt organization under Section 501(c)(3) of the Code, made on behalf of the non-employee director (\$1,500 for each of Mr. Hanley and Mr. Wray); (ii) our cost to provide our non-employee directors with the opportunity to participate, on a voluntary basis, in an executive health program (\$2,400 for each of Mr. Gabosch and Mr. Hanley and \$2,271 for Ms. Stallings); and (iii) \$491 of accumulated dividends on each non-employee director's restricted stock award that was granted in 2021 and vested in 2022. See the "Components of Compensation" section below for more information on vesting terms of the restricted stock granted to non-employee directors.

(3)Mr. Wray is retiring at the end of his current term and is not standing for re-election at the Annual Meeting.

Components of Compensation

The non-employee director compensation structure applicable for 2022 is provided below:

Director Role	Annual Cash Retainer Amount (\$)	Annual Restricted Stock Grant Amount (\$)
Member (all non-employee directors)	90,000	157,000
Audit Committee Chair ⁽¹⁾	25,000	—
Compensation Committee Chair ⁽¹⁾	20,000	—
Governance and Nomination Committee Chair ⁽¹⁾	15,000	—
Lead Independent Director ⁽¹⁾	25,000	—

(1)Each non-employee Chair of a Board Committee and the Lead Independent Director receives an annual cash retainer for service as Chair of a Committee and/or as Lead Independent Director, which is in addition to the non-employee director cash retainer of \$90,000.

The annual cash retainers, for both the Board and its Committees, are paid ratably at the end of each fiscal quarter. Directors receive reimbursement of certain business and travel expenses incurred in their capacities as directors, including participation in director education programs. Otherwise, there is no additional compensation provided for attendance at any meetings. As employees in 2022, Mr. Congdon and Mr. Gantt received no cash retainer or RSAs for Board service.

Non-employee members of the Board are eligible to receive grants under the 2016 Plan. RSAs granted to non-employee directors under the 2016 Plan generally vest upon the earlier to occur of the following, provided the participant is still serving as a director: (i) the one-year anniversary of the grant date; (ii) the date of a change of control in our ownership; (iii) death; or (iv) total disability. Awards that are not vested upon termination of service as a director are forfeited. Each director is also subject to our Stock Ownership Policy and, effective as of the 2022 Annual Meeting, is required to achieve and maintain a stock ownership threshold equal to five times the annual Board cash retainer. The descriptions of eligible equity and treatment of grants under the 2016 Plan described above for officers also apply to directors. See “Compensation Discussion and Analysis - Stock Ownership Policy.”

The Compensation Committee, in conjunction with Pearl Meyer, its independent compensation consultant, periodically reviews and approves the compensation of the non-employee directors and reviews any changes with the Board. The table above reflects the changes ratified by the Board, upon the recommendation of Pearl Meyer and approval by the Compensation Committee in 2021.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information as of December 31, 2022 relating to our only equity compensation plan, the 2016 Plan. Under the 2016 Plan, grants of stock options, restricted stock and other rights to acquire shares of our common stock may be made from time to time. In addition, outstanding phantom stock awards under our Amended Phantom Plans may be settled in shares of our common stock from time to time under the 2016 Plan.

Plan Category	Number of Securities To Be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by shareholders	667,053 ⁽¹⁾	—	1,810,780 ⁽²⁾
Equity compensation plans not approved by shareholders	—	—	—
Total	667,053 ⁽¹⁾	—	1,810,780 ⁽²⁾

(1)Includes 44,170 shares that may be issued pursuant to outstanding PBRsUs, if certain performance-based and service-based conditions are met, assuming the maximum level of performance is achieved; 10,362 shares that may be issued pursuant to outstanding PBRsUs, if certain service-based vesting conditions are met at the target level of performance; and 612,521 shares that may be issued pursuant to outstanding vested and unvested, unsettled phantom stock awards following termination of employment. PBRsUs do not have an exercise price because their value is dependent upon the achievement of the specified performance criteria and may be settled for shares of common stock on a one-for-one basis. Phantom stock awards that will be settled in shares of common stock are distributed to participants in accordance with their terms.

(2)The total shares available for future issuance in column (c) may be the subject of awards other than options, warrants or rights granted under the 2016 Plan. As of December 31, 2022, only grants of RSAs and PBRsUs have been awarded under the 2016 Plan.

RELATED PERSON TRANSACTIONS

Executive Officer and Director Family Relationships and Transactions

David S. Congdon, Executive Chairman of the Board, is the cousin of John R. Congdon, Jr., a non-employee director. At March 9, 2023, the affiliate members of the Congdon family, in the aggregate, beneficially owned approximately 18% of our outstanding common stock.

Earl E. Congdon, Chairman Emeritus and Senior Advisor to the Company, is the father of David S. Congdon and the uncle of John R. Congdon, Jr. For the year ended December 31, 2022, we paid Mr. Earl Congdon a base salary of \$207,981 and cash bonuses of \$2,160,000, as well as other benefits totaling \$157,742. The Compensation Committee annually reviews and approves, and the Board ratifies, the compensation of Mr. Earl Congdon. Effective January 1, 2023, the Compensation Committee approved, and the Board ratified, the following changes to the compensation of Mr. Earl Congdon: (i) his base salary was reduced to \$100,000; and (ii) he no longer participates in the PIP.

In June 2022, the Company sold its corporate aircraft to Mr. David S. Congdon for a purchase price of \$7,000,000. This transaction was reviewed and approved by the Audit Committee in accordance with the Related Person Transactions Policy described below. In connection with and effective upon the closing of the transaction, the Compensation Committee discontinued Mr. Congdon's right to use any Company corporate aircraft for personal use in accordance with the general policy of the Company as adopted from time to time by the Board.

Other Family Relationships

For the year ended December 31, 2022, we paid Christopher M. Harrell, Director – Maintenance Administration & Fuel, a base salary and bonus of \$585,237 as well as other benefits totaling \$24,492. Mr. Harrell, who is the son-in-law of David S. Congdon, may receive compensation and other benefits for services to us in amounts similar to those received during 2022 for continued service in his role during 2023.

Audit Committee Approval and Related Person Transactions Policy

Each of the foregoing transactions or series of transactions was reviewed and approved by the Audit Committee, with the exception of the compensation arrangement for Mr. Earl Congdon, which was reviewed and approved by the Compensation Committee and ratified by the Board consistent with our Related Person Transactions Policy. In considering whether to approve such transactions, the Audit Committee determined that they were fair to us and that the terms and conditions of the transactions were substantially the same as, or more favorable to us than, transactions that would be available from unaffiliated parties. Any extensions, modifications or renewals of the foregoing transactions, or any new transactions that involve us and a related party, must be approved by the Audit Committee and must be on terms no less favorable to us than the terms that could be obtained in a similar transaction with an unaffiliated party in accordance with our written Related Person Transactions Policy.

Our Related Person Transactions Policy governs the procedures for review and consideration of all related person transactions in which we are a participant to help ensure that any such transactions are identified and given appropriate consideration. Generally, any financial transaction, arrangement or relationship in an amount exceeding \$120,000 in which we are or would be a participant, and in which any related person, as defined by Item 404 of Regulation S-K under the Exchange Act, has or would have a direct or indirect material interest, is prohibited unless: (i)

approved or ratified by the Audit Committee (or, as applicable, approved by the Compensation Committee and ratified by the Board) in accordance with the policy; (ii) approved by the Chair of the Audit Committee and ratified by the Audit Committee in accordance with the policy; or (iii) the transaction is of the type of pre-approved transactions listed in the policy. It is our policy to enter into or ratify such transactions only when the Board, acting through the Audit Committee, determines that the transaction is in, or is not inconsistent with, the best interests of the Company and our shareholders.

In conducting its review of any proposed related person transaction, the Audit Committee will consider all of the relevant facts and circumstances available to the Audit Committee, including, but not limited to: (i) whether the transaction was entered into in the ordinary course of business of the Company; (ii) the purpose of, and potential benefits to the Company of, the transaction; (iii) the approximate dollar value of the amount involved in the transaction, particularly as it relates to the related person; (iv) the related person's interest in the transaction; (v) the approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss; (vi) the impact on a director's independence in the event the related person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or officer; (vii) the availability of other sources for comparable products or services; (viii) the terms available to unrelated third parties or to employees generally in an arms-length negotiation; (ix) required public disclosure, if any; and (x) any other information regarding the transaction or the related person that would be material to investors in light of the circumstances of the particular transaction. No member of the Audit Committee will participate in any review, consideration, approval or ratification of any related person transaction with respect to which such member or any of his or her immediate family members is the related person.

In accordance with the Related Person Transactions Policy, the Audit Committee will also perform an annual review of previously approved or ratified related person transactions that remain ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from the Company of more than \$120,000, when aggregated with all other amounts received or paid. Based on all relevant facts and circumstances, the Audit Committee will determine if it is in our best interest to continue, modify or terminate any ongoing transaction, arrangement or relationship. Except as discussed above, since the beginning of our last fiscal year, no financial transactions, arrangements or relationships, or any series of them, were disclosed or proposed through our process for review, approval or ratification (as summarized above) with related persons in which the Company was or is to be a participant, the amount involved exceeded \$120,000, and any related person had or will have a direct or indirect material interest.

PROPOSAL 2 - APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

As required by Section 14A of the Exchange Act, we are providing our shareholders with the opportunity to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC (a "say-on-pay" vote). Taking into consideration the most recent voting results from our 2017 Annual Meeting concerning the frequency of the shareholder advisory vote to approve the compensation of our named executive officers, we determined that we will continue to hold an annual advisory vote to approve the compensation of our named executive officers until the Annual Meeting. Our shareholders once again have the opportunity to vote on the frequency of say-on-pay under "Proposal 3 - Vote, on an Advisory Basis, on the Frequency of Future Advisory Votes on the Compensation of our Named Executive Officers" below.

The relentless commitment of our OD Family of employees to customer service helped the Company achieve another year of Company record financial performance with revenue of \$6.3 billion, net income of \$1.4 billion and an operating ratio of 70.6%. Compared with 2021, these results reflected improvements of approximately 19.1% for revenue, 33.1% for net income, and 290 basis points for operating ratio. We believe our solid financial performance was attributable to the execution of our strategic plan, which included key decisions made by our named executive officers. We also believe our compensation program has been effective in focusing our executives on continuous operational excellence, long-term value creation, and in aligning executive pay with performance. Evidence of our performance includes a compounded annualized total shareholder return, assuming reinvestment of all dividends, of 31.4%, 27.0% and 28.9% for the three-year, five-year and ten-year periods ended December 31, 2022, respectively.

Highlights of our executive compensation program include the following:

- Pay-for-Performance

- Our PIP is designed to tie a significant portion of current cash compensation directly to corporate performance. PIP payouts are directly tied to changes in our profitability, ensuring that our

executive compensation is aligned with our financial performance. Just as our PIP can produce higher-than-market cash compensation during periods of high profitability, including periods when our period-over-period performance may have declined, it can produce lower-than-market cash compensation during periods of low profitability, including periods when our period-over-period performance has improved and/or outperformed peers.

- Focus on Long-Term Success

- The 2016 Plan serves as our primary equity incentive plan. It is important that our officers have financial interests that are aligned with the long-term interests of the Company and our shareholders. All equity grants to executive officers are performance-based. The long-term equity component of our executive compensation program includes grants of RSAs and PBRsUs under the 2016 Plan to each of our named executive officers.

- Alignment with Shareholder Interests

- Our compensation policies are designed to attract, motivate and retain key executives who are critical to our success.

- The PIP links a significant portion of executive compensation directly to our profitability. The PIP provides that in no event shall PIP payments exceed the lesser of 10x an executive officer's base salary or 1.5% of the Company's income before tax and the effects, if any, of a change in accounting principle, extraordinary items or discontinued operations.

- The RSAs currently link a portion of executive compensation directly to Company performance and the creation of long-term shareholder value. The PBRsUs are based on a forward-looking performance goal over a one-year performance period tied to Company profitability. The RSAs and PBRsUs also have multi-year continued service vesting requirements to enhance retention, further strengthening the alignment of executive compensation with shareholder interests.

- Severance and change in control agreements do not include gross-ups for excise taxes.

- Our securities trading policy prohibits hedging or pledging of our securities by directors, officers and employees. The policy also prohibits directors, officers and employees from holding our securities in margin accounts or pledging our securities for a loan.

- Our Stock Ownership Policy subjects our directors, executive officers and other officers to minimum stock ownership and equity retention requirements.

- Our Clawback Policy supports a culture of accountability and discourages conduct detrimental to our growth and financial performance by allowing the Company to recover cash and equity incentive compensation from our officers and certain other employees under specified circumstances.

We urge our shareholders to read the "Compensation Discussion and Analysis" section of this proxy statement for a more thorough discussion of our compensation philosophy, which is designed to align our key executives' compensation with both our business objectives and the interests of our shareholders. We also recommend that our shareholders review the application of our compensation philosophy and the elements of compensation provided to each named executive officer as reflected in the discussion and tables included under the caption "Executive Compensation" in this proxy statement.

For the reasons stated above, the Board recommends that our shareholders vote "for" the following advisory resolution at our Annual Meeting:

"RESOLVED, that the compensation paid to Old Dominion's named executive officers, as disclosed in the proxy statement for our 2023 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and related narrative discussion, is hereby APPROVED."

To be approved, the number of votes cast “for” this advisory resolution must exceed the votes cast “against” this advisory resolution. Because this proposal is advisory, the results of the vote on this proposal will not be binding on our Board, Compensation Committee or our management. To the extent there is any significant vote against the compensation of our named executive officers as disclosed in this proxy statement, however, the Compensation Committee will evaluate whether any actions are necessary in the future to address those concerns.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR”
APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE
OFFICERS.**

**PROPOSAL 3 – VOTE, ON AN ADVISORY BASIS, ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED
EXECUTIVE OFFICERS**

As required by Section 14A of the Exchange Act, we are once again providing our shareholders with the opportunity to vote, on a non-binding, advisory basis, on whether the advisory vote on the compensation of our named executive officers should be held every one year, two years or three years. At our 2017 annual meeting, a majority of our shareholders voted for an annual advisory vote, and we have conducted annual advisory votes at every subsequent annual meeting.

Our Board of Directors is mindful that changes to our compensation philosophy should withstand thoughtful and thorough evaluation and that certain components of executive compensation are long-term in nature and require an evaluation period greater than one year. However, our Board and Compensation Committee consider direct, frequent and timely input from our shareholders on matters of executive compensation to be an important factor in evaluating our compensation philosophy. The Board has determined that an annual advisory vote on executive compensation will permit our shareholders to continue to provide direct input on our compensation philosophy, policies and practices as disclosed in our proxy statement each year, which is consistent with our efforts to engage in an ongoing dialogue with our shareholders on executive compensation and corporate governance matters. After the Annual Meeting, shareholders will next have the opportunity to vote, on a non-binding, advisory basis, on the frequency of the say-on-pay vote no later than our 2029 Annual Meeting.

Under Virginia law, other than with respect to the election of directors, action on a matter is approved, assuming a quorum exists, if the votes cast favoring the matter exceed the votes cast opposing the matter, unless our Articles of Incorporation or Virginia law require a greater number of affirmative votes. However, because of the nature of this proposal, the frequency receiving the greatest number of votes cast will be considered the frequency recommended by our shareholders. Because this proposal is advisory, the results of the vote on this proposal will not be binding on our Board, Compensation Committee or our management. The Board values our shareholders’ opinions, however, and the Board will consider the outcome of the vote when determining the frequency of future advisory votes on the compensation of our named executive officers.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR “1 YEAR” AS
THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED
EXECUTIVE OFFICERS.**

PROPOSAL 4 – RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Ernst & Young LLP (as defined above, “EY”) to serve as our independent registered public accounting firm for the year ending December 31, 2023. Although ratification is not required by our bylaws or otherwise, the Board is submitting the appointment of EY to the shareholders for ratification as a matter of good corporate governance. In the event the shareholders fail to ratify the appointment of EY, the Audit Committee will consider whether to appoint another independent registered public accounting firm for the year ending December 31, 2023. Representatives of EY are expected to be present at the Annual Meeting and will have an opportunity to respond to appropriate questions and to make a statement if they so desire.

To be approved, the number of votes cast “for” this proposal must exceed the votes cast “against” this proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP
AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2023.**

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND SERVICES

EY charged the following fees for services relating to fiscal years 2022 and 2021:

Category of Service	Fiscal Year 2022 (\$)	Fiscal Year 2021 (\$)
Audit Fees	869,866	867,231
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total	869,866	867,231

Audit Fees. This category includes the aggregate fees billed for professional services rendered by EY for the audits of our financial statements for fiscal years 2022 and 2021, including fees associated with the reviews of our quarterly reports on Form 10-Q, and for services that are normally provided by the independent registered public accounting firm in connection with regulatory filings or engagements for the relevant fiscal years. Audit fees also include the aggregate fees billed for professional services rendered for the audit of our internal control over financial reporting.

Audit-Related Fees. This category includes the aggregate fees billed in each of the last two fiscal years for assurance and related services by EY that are reasonably related to the performance of the audits or reviews of the financial statements and which are not reported above under "Audit Fees."

Tax Fees. This category includes the aggregate fees billed in each of the last two fiscal years for professional services rendered by EY for tax compliance, tax planning and tax advice. Tax compliance includes the preparation of state and federal income tax returns. Tax planning and tax advice includes assistance with various tax accounting methods, analysis of various state filing positions and assistance in obtaining state and federal tax credits.

All Other Fees. This category includes the aggregate fees billed in each of the last two fiscal years for products and services provided by EY that are not reported above under "Audit Fees," "Audit-Related Fees" or "Tax Fees."

Our engagement of EY to provide these services described above was approved by the Audit Committee in accordance with our written pre-approval policy. This policy is described under "Corporate Governance - Audit Committee Pre-Approval Policies and Procedures" above.

ANNUAL REPORT ON FORM 10-K

Shareholders may obtain a copy of our Annual Report on Form 10-K as filed with the SEC for the year ended December 31, 2022, without charge, from our website, or by writing to Adam N. Satterfield, Senior Vice President - Finance, Chief Financial Officer and Assistant Secretary, Old Dominion Freight Line, Inc., 500 Old Dominion Way, Thomasville, North Carolina 27360. Exhibits are not included, but copies of those exhibits may be obtained upon payment of copying charges.

IMPORTANT NOTICE REGARDING DELIVERY OF SHAREHOLDER DOCUMENTS

Some banks, brokers or other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement or Annual Report to Shareholders may have been sent to multiple shareholders in the same household. We will promptly deliver a separate copy of either document to any shareholder upon request submitted in writing to the following address: Old Dominion Freight Line, Inc., 500 Old Dominion Way, Thomasville, North Carolina 27360, Attention: Adam N. Satterfield, Senior Vice President - Finance, Chief Financial Officer and Assistant Secretary or by contacting us at (336) 889-5000. Any shareholder who wants to receive separate copies of the Annual Report to Shareholders and proxy statement in the future, or who is currently receiving multiple copies and would like to receive only one copy for his or her household, should contact his or her bank, broker or other nominee record holder, or contact us at the above address or telephone number.

You may also elect to receive or access our proxy statement, Annual Report to Shareholders and/or other shareholder communications electronically via email or the Internet by contacting Broadridge if you are a registered shareholder, or by contacting your bank, broker or other nominee record holder if you are a beneficial owner. If you vote

your proxy using the Internet, you may also indicate at that time that you agree to receive or access proxy materials electronically in future years. Receiving this information electronically is faster than regular mail. In addition, electronic delivery benefits the environment by consuming fewer natural resources and creating less paper waste. Electronic delivery of proxy materials and other shareholder communications is efficient and convenient, and you may revoke your consent to electronic delivery at any time.

DEADLINES FOR SHAREHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

Any shareholder desiring to present a proposal for inclusion in the proxy statement to be acted upon at our 2024 Annual Meeting in accordance with Exchange Act Rule 14a-8 must ensure that the proposal is received by us at our principal executive offices no later than December 19, 2023.

In addition to any other applicable requirements, for business to be properly brought before the 2024 Annual Meeting by a shareholder, even if the proposal or proposed director candidate is not to be included in our proxy statement, our bylaws provide that the shareholder must give timely advance notice of such business in writing to our Secretary. Such notice must be given, either by personal delivery or by certified mail addressed to our Secretary, at our principal office and received at least 120 days and not more than 150 days prior to the first anniversary of the date that we mailed our proxy materials for the Annual Meeting. As a result, such proposals, including director nominations submitted pursuant to these provisions of our bylaws, including pursuant to Rule 14a-19 and the proxy access provisions of our bylaws, must be received no earlier than the close of business on November 19, 2023 and no later than the close of business on December 19, 2023.

As to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made, the notice must contain, among other information: (i) the name and address, as they appear on our stock transfer books, of such shareholder proposing such business; (ii) the name and address of such beneficial owner, if any; (iii) a representation that the shareholder is a shareholder of record and intends to appear in person or by proxy at such meeting to bring the business specified in the notice before the meeting; (iv) the class and number of shares of our stock beneficially owned, directly or indirectly, by the shareholder and by such beneficial owner, if any; (v) a description of any agreement that has been entered into by or on behalf of the shareholder or any of its affiliates or associates, the intent of which is to mitigate loss, manage risks or benefit from changes in the share price of our stock, or to increase or decrease the voting power of the shareholder or any of its affiliates or associates with respect to shares of our stock; and (vi) a representation as to whether or not the shareholder or beneficial owner, if any, or any of their respective affiliates, associates or others acting in concert therewith intend to solicit proxies in support of director nominees other than the Company's nominees in accordance with Rule 14a-19 under the Exchange Act. Article 3, Section 6 of our bylaws sets forth additional procedural and substantive requirements for shareholders desiring to nominate directors for election in accordance with Rule 14a-19.

As to each item of business, the notice must contain: (i) a brief description of the business to be brought before the meeting, including the complete text of any resolutions to be presented at the 2024 Annual Meeting and the reasons therefor; (ii) a description of all agreements, arrangements and understandings between the shareholder or beneficial owner, if any, and any other person(s) (including their names) in connection with the proposal of such business by the shareholder; (iii) any other information relating to the shareholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement; and (iv) any material interest of the shareholder or beneficial owner, if any, in such business. In addition, any notice of a proposed director candidate, including pursuant to the proxy access provisions of our bylaws, must also comply with our bylaws, including the criteria set forth under the caption "Corporate Governance – Director Nominations" in this proxy statement. If written notice is not timely or properly given, we may exclude the proposal or proposed director candidate from consideration at the meeting.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "RHP", is centered within a light gray rectangular box.

Ross H. Parr
*Senior Vice President - Legal Affairs,
General Counsel and Secretary*

Thomasville, North Carolina
April 17, 2023



HELPING THE WORLD
KEEP PROMISES.®

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on May 17, 2023:
The Notice of Annual Meeting of Shareholders, Proxy Statement, Form of Proxy and 2022 Annual Report to Shareholders are available on our corporate website at <https://ir.odfl.com/annual-shareholder-meeting-information>.

D97427-P86735

OLD DOMINION FREIGHT LINE, INC.
Annual Meeting of Shareholders on May 17, 2023, 10:00 A.M. EDT
This proxy is solicited on behalf of the Board of Directors
and will be voted as properly specified by the shareholder.

The undersigned shareholder(s) of Old Dominion Freight Line, Inc. designates David S. Congdon, Greg C. Gantt and Ross H. Parr, and any of them, with full power to act alone, agents and proxies to vote the shares of the undersigned at the Annual Meeting of Shareholders, Wednesday, May 17, 2023 at 10:00 a.m. Eastern Daylight Time, and at any adjournment thereof, as designated on the reverse side.

The shares represented by this proxy will be voted in accordance with the instructions of the undersigned shareholder(s) when instructions are given in accordance with the procedures described herein and the accompanying proxy statement. This proxy, if properly executed and returned, will be voted "for" the election of all of the director nominees identified in proposal 1, "for" each of proposals 2 and 4, and for "1 Year" on proposal 3, if no instruction to the contrary is indicated. If any other business is properly presented at the meeting, this proxy will be voted in accordance with the best judgment of the agents and proxies named above. Attendance of the undersigned at the meeting or at any adjournment thereof will not be deemed to revoke this proxy unless the undersigned revokes this proxy by properly voting at the annual meeting or otherwise properly completing and delivering a later-dated proxy.

Continued and to be signed on reverse side

OLD DOMINION FREIGHT LINE, INC.
ATTN: ADAM M. SATTERFIELD,
SENIOR VICE PRESIDENT-FINANCE,
CHIEF FINANCIAL OFFICER
500 OLD DOMINION WAY
THOMASVILLE, NC 27360



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Daylight Time on May 16, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Daylight Time on May 16, 2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

097426-P86735

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

OLD DOMINION FREIGHT LINE, INC.

The Board of Directors recommends that you vote FOR ALL on the following proposal:

1. Election of eleven directors named below to the Company's Board of Directors for one-year terms and until their respective successors have been elected and qualified, as set forth in the accompanying proxy statement.

Nominees:

01) Sherry A. Aaholm	07) Patrick D. Hanley
02) David S. Congdon	08) John D. Kasarda
03) John R. Congdon, Jr.	09) Wendy T. Stallings
04) Andrew S. Davis	10) Thomas A. Stith, III
05) Bradley R. Gabosch	11) Leo H. Suggs
06) Greg C. Gantt	

The Board of Directors recommends that you vote FOR the following proposal:

2. Approval, on an advisory basis, of the compensation of the Company's named executive officers.

The Board of Directors recommends that you vote for 1 Year on the following proposal:

3. Vote, on an advisory basis, on the frequency of future advisory votes on the compensation of the Company's named executive officers.

The Board of Directors recommends that you vote FOR the following proposal:

4. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

For All	Withhold All	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

IF NO SPECIFICATION IS MADE WITH RESPECT TO A MATTER WHERE A BALLOT IS PROVIDED, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS.

These shares should be represented at the meeting either in person or by your properly completed proxy. The meeting will be held Wednesday, May 17, 2023, at 10:00 a.m. Eastern Daylight Time, at the principal executive offices of Old Dominion Freight Line, Inc., 500 Old Dominion Way, Thomasville, North Carolina 27360.

PLEASE SIGN AND SEND IN YOUR PROXY

THE UNDERSIGNED HEREBY RATIFIES AND CONFIRMS ALL THAT SAID AGENTS, OR ANY OF THEM OR THEIR SUBSTITUTES, MAY LAWFULLY DO OR CAUSE TO BE DONE BY VIRTUE HEREOF, AND ACKNOWLEDGES RECEIPT OF THE NOTICE OF THE ANNUAL MEETING, THE ACCOMPANYING PROXY STATEMENT AND THE ANNUAL REPORT TO SHAREHOLDERS FOR THE YEAR ENDED DECEMBER 31, 2022.

