

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

COMPANY POLICY

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

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

ANTITRUST AND OTHER APPLICABLE LAWS

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

ENVIRONMENTAL AND SAFETY LAWS

All Company activities are to be conducted in compliance with every applicable federal, state and local environmental and safety law. Failure to comply with any such law or to understand its relevance to Old Dominion Freight Line’s activities could result in civil or criminal litigation against the Company and/or individual employees or directors responsible for the violation.

EQUAL EMPLOYMENT OPPORTUNITY

All decisions related to the terms and conditions of employment of Company applicants or employees must be made without regard to the race, color, national origin, religion, sex, gender identity and/or orientation, age, disability, Vietnam Era and/or veteran status, or any other

characteristic protected by applicable laws with respect to the applicant or Company employee and the job description. Decisions based on race, color, sex, sexual orientation, national origin, age, color, disability, veteran status or religions are prohibited.

SEXUAL AND OTHER HARASSMENT

Company employees are entitled to the right to work in a business atmosphere that promotes equal opportunities and prohibits any form of harassment based upon race, color, national origin, religion, sex, gender identity and/or orientation, age, disability, Vietnam Era and/or veteran status, or any other characteristic protected by applicable laws.

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

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

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

INSIDER TRADING

Company employees and directors are prohibited from disclosing or utilizing nonpublic Company information, which may benefit the Company employee, family members or friends in the purchase of Old Dominion Freight Line securities. Nonpublic information is generally not available to the investing community or information that should not be made public until officially released by executive management through a formal press release. Furthermore, officers, directors and other insiders are prohibited from purchasing or selling company stock during blackout periods. For more information, see the Company's "Policy Statement on the Prevention of Insider Trading."

CONFIDENTIAL INFORMATION

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

CONFLICTS OF INTEREST AND GIFTS

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

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

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

CORRUPTION AND BRIBERY

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

COMPANY ASSETS, TRANSACTIONS AND FINANCIAL REPORTING

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

POLITICAL CONTRIBUTIONS

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

INFORMATION SYSTEMS

Company employees and directors are prohibited from using Old Dominion Freight Line's information systems in a manner that would result in any violations of the preceding code of conduct policies. Other violations, including but not limited to intentionally disrupting operations, accessing unauthorized files, using the system for person gain and the unauthorized copying of proprietary software are also prohibited.

COMMUNICATIONS WITH PRESS, INVESTORS AND MARKET ANALYSTS

If you are contacted and asked to discuss Company business with any members of the press, investors, or market analysts, do not provide any information. Instead, you should politely advise the outside party that you are not authorized to discuss the subject, and refer them to the Company's Senior Vice President – Strategic Development, Senior Vice President – Finance, or

Vice President – Marketing and Communications. Only designated Company spokespersons may provide comments to the media.

REPORTING AND INVESTIGATING VIOLATIONS

If you believe that actions have taken place that violate this Code of Business Conduct, you must bring the matter to the attention of Old Dominion Freight Line. Company employees may report violations and potential violations: (i) to their supervisor; (ii) by calling EthicsPoint toll-free at 800-932-5378 to submit a confidential and anonymous report; or (iii) by using the Company's Open Door Policy. Violations involving executive officers or directors must be reported to the Audit Committee of the board of directors. After receiving a report of an alleged prohibited action, the recipient must promptly take all appropriate actions necessary to investigate. Company employees and directors must cooperate in any internal investigation of misconduct. Old Dominion Freight Line does not tolerate acts of retaliation against any director, executive officer, or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code of Business Conduct.

AMENDMENTS

The Code of Business Conduct is reviewed periodically by the board of directors to determine whether revisions may be required due to changes in the law or regulations, or changes in our business or the business environment. The board of directors must approve any changes to the Code of Business Conduct.

Revised: May 22, 2014