

OLD DOMINION FREIGHT LINE, INC.

CORPORATE GOVERNANCE GUIDELINES

PURPOSE

The Board of Directors of Old Dominion Freight Line, Inc. (the “Company”) has adopted the following guidelines to help the Board of Directors provide effective governance of the Company’s business affairs and represent the ongoing interests of the Company and its shareholders by effectively monitoring the performance of management and providing advisory assistance as needed. These guidelines provide the Board of Directors with direction in selecting its directors, conducting meetings and carrying out its responsibilities in order to fulfill its fiduciary responsibilities to the Company and the Company’s shareholders.

BOARD MEMBERSHIP

- A. The Governance and Nomination Committee considers potential director nominees submitted by directors, as well as self-nominations by directors, and, from time to time, it may consider candidates submitted by a third-party search firm hired for the purpose of identifying director candidates. The Governance and Nomination Committee will also consider qualified director nominees recommended by shareholders when such recommendations are submitted in a timely manner and otherwise in accordance with the Company’s bylaws and these Guidelines. Shareholders may submit in writing the names and qualifications of potential director nominees to the Secretary of the Company (500 Old Dominion Way, Thomasville, North Carolina 27360) for delivery to the Chairman of the Governance and Nomination Committee for consideration. When submitting a nomination to the Governance and Nomination Committee for consideration, a shareholder must at a minimum provide the following information with respect to each director nominee:
1. Full name, age, business address and, if known, residence address;
 2. Principal occupation or employment;
 3. Class and number of shares of stock of the Company which are beneficially owned;
 4. All information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (including such person’s written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and
 5. A description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past

OLD DOMINION FREIGHT LINE, INC.

CORPORATE GOVERNANCE GUIDELINES

three years, and any other material relationships, between or among such shareholder and its respective affiliates and associates, or others acting in concert therewith, on the one hand, and the nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination, or any affiliate or associate thereof or person acting in concert therewith, were the “registrant” for purposes of such rule and the nominee were a director or executive officer of such registrant.

In addition, if the Governance and Nomination Committee receives a director nomination from a shareholder or group of shareholders who have beneficially owned, individually or in the aggregate, more than 5% of the Company’s outstanding common stock for at least one year prior to the date of nomination, the Company will identify the nominee and the shareholder(s) recommending such nominee and will disclose in the Company’s proxy statement whether the Governance and Nomination Committee chose to nominate such candidate, as well as certain other information required by Securities and Exchange Commission rules and regulations.

- B. Nominees for directors shall be evaluated and recommended based on the following values:
 - 1. Personal and professional ethics, integrity and values;
 - 2. Avoidance of conflicts of interest or other activities that could negatively affect a director’s independence and objectivity;
 - 3. Education and business experience that help provide specific or overall added value to the Board of Directors;
 - 4. Willingness to devote the time required to fulfill the duties of a director and to develop additional insight into the Company’s operations; and
 - 5. Willingness to represent the best interests of the Company and its shareholders and be objective in evaluating management’s effectiveness.
- C. The Company has not set any retirement age limitations for its directors in order to allow directors, who provide value to the Company, to continue to serve the Company.
- D. The Company has not set any consecutive term limitations for its directors in order to allow directors to continue to gain additional insight into the Company’s operations and therefore provide more value to the Company.
- E. The Company’s chief executive officer shall extend formal invitations to nominees that have been approved by the Board of Directors.

OLD DOMINION FREIGHT LINE, INC. CORPORATE GOVERNANCE GUIDELINES

- F. Nominees shall be elected to the Board of Directors annually by the shareholders.
- G. The Board of Directors shall be comprised of a majority of independent directors as required by NASDAQ listing standards.
- H. Directors shall be expected to abide by the Company's Code of Business Conduct.
- I. Changes to a director's primary employment or other activities, creating or giving the appearance of a conflict of interest with exercising his or her duties, shall be reported to the Board of Directors for appropriate review and possible corrective action. Any employment by other organizations must comply with the conflict of interest provisions of the Company's Code of Business Conduct.
- J. Independent director's compensation shall be limited to directors' fees only. The Company and the Board of Directors seeks to attract exceptional talent to the Board of Directors and, as such, believes that directors should receive appropriate and competitive compensation for service on the Board of Directors and its committees. The Board of Directors believes that it is appropriate for the Chairman of the Board and the chairmen and members of the committees to receive compensation in addition to an annual retainer for service in those positions.
- K. A director who also serves the Company as an employee shall not be paid director's fees.
- L. Directors are expected to advise the Chairman of the Board of Directors and the Chairman of the Governance and Nomination Committee prior to accepting an invitation to serve on another public company board. Any such service must comply with the conflict of interest provisions of the Company's Code of Business Conduct.
- M. The Board of Directors shall establish an Audit Committee, Governance and Nomination Committee, Compensation Committee and Executive Committee, with only independent directors serving on all but the Executive Committee.
- N. The independent directors may select from among themselves a Lead Independent Director to preside at meetings of the independent directors; to coordinate with the Company's Executive Chairman and Chief Executive Officer on Board meeting agendas, schedules and materials; and to otherwise act as a liaison between the independent directors and the Company's Executive Chairman and Chief Executive Officer.

MEETINGS

- A. The Board of Directors shall meet as often as deemed necessary to fulfill its fiduciary duties, but at a minimum shall hold at least four meetings each year.

OLD DOMINION FREIGHT LINE, INC. CORPORATE GOVERNANCE GUIDELINES

- B. A majority of the members of the Board of Directors shall constitute a quorum.
- C. Directors are expected to attend all meetings of the Board of Directors, including any meetings of a committee of which they are members. Directors are also expected to attend each annual meeting of shareholders.
- D. The Chairman of the Board of Directors, in consultation with the Company's chief executive officer, shall establish meeting dates and agendas for the Board of Directors, with any director being able to request that an item be added to the agenda.
- E. Information related to the agenda for each meeting shall be distributed to the directors prior to meetings to allow directors to prepare for the meetings.
- F. The Board of Directors shall have the authority to request management or outside consultants to attend meetings or perform work related to its agenda.
- G. Minutes shall be maintained for all Board of Director and committee meetings.
- H. Independent directors shall meet at least twice each fiscal year in executive session without the presence of directors who are employees of the Company or otherwise not deemed to be independent in accordance with NASDAQ listing standards.

DIRECTOR RESPONSIBILITIES

- A. The Board of Directors, through direct involvement or by assigning tasks to one or more of its committees, shall monitor and oversee the Company's accounting, finance, risk management and management practices to help ensure the Company's and shareholders' best interests are met.
- B. The Board of Directors shall periodically review and evaluate management's short-term and long-term strategic and operational plans to help ensure the Company's continued success.
- C. The Board of Directors shall plan for succession to the position of chief executive officer and certain other senior management positions as deemed appropriate for the Company. The chief executive officer should make available upon request his or her recommendations and evaluations of potential successors, as well as a review of any development plans recommended for such individuals. The Board shall identify, and periodically review and assess, the qualities and characteristics necessary for an effective chief executive officer.
- D. Directors are expected to become and remain informed about the Company and its business, including the Company's principal operational and financial objectives, strategies, plans and results and the material risks and uncertainties that affect the

OLD DOMINION FREIGHT LINE, INC.

CORPORATE GOVERNANCE GUIDELINES

Company's business and prospects. Directors shall have full access to officers and other employees of the Company.

- E. Independent directors shall not be expected to communicate or represent the Company to the media regarding Company business, with this responsibility being that of management.
- F. The Board of Directors shall preserve the confidentiality of Company-related information received while fulfilling their duties as a director of the Company.
- G. The Board of Directors believes that ongoing director education is important to maintaining an effective board of directors. Accordingly, the Board of Directors encourages each director to participate in education programs, including, from time to time, more formal director education programs as may be necessary to enable him or her to better fulfill his or her duties.
- H. The Governance and Nomination Committee, in conjunction with the Company's Chief Executive Officer, shall be responsible for establishing and conducting orientation programs for new directors.
- I. The Board of Directors, and each committee, shall have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board of Directors or such committee, as they may deem necessary, without the need to obtain the approval of any officer of the Company in advance. Such independent advisors may but need not be the regular advisors of the Company. The Board of Directors or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board of Directors or any such committee.

WITHHOLD VOTE POLICY

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 of Directors, 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 and publicly reported by the Company in a Form 8-K filed with the SEC.

The Governance and Nomination Committee will promptly consider the director nominee's offer to resign and will recommend to the Board of Directors 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

OLD DOMINION FREIGHT LINE, INC. CORPORATE GOVERNANCE GUIDELINES

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 the Company, these Corporate Governance Guidelines, whether accepting the offered resignation would cause the Company 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 the Company and its shareholders.

The Board of Directors 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 of Directors will consider the information and factors considered by the Governance and Nomination Committee and such additional information and factors as the Board of Directors deems relevant. The Company will promptly disclose the Board of Directors’ decision-making process and its decision whether to accept the director nominee’s offer to resign in a Form 8-K filed with the SEC.

Any director nominee who offers his or her resignation for consideration pursuant to this provision will not participate in the Governance and Nomination Committee or Board of Directors deliberations regarding whether to accept the director nominee’s offer to resign. This corporate governance guideline will be summarized in each Company proxy statement relating to an election of directors of the Company.

SHAREHOLDER COMMUNICATIONS WITH THE BOARD

Any shareholder desiring to contact the Board of Directors or any individual director serving on the Board of Directors 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 the Corporate Secretary and will be promptly delivered to each member of the Board of Directors, or, as appropriate, to the member(s) of the Board of Directors named in the communication.

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