



Notice of Annual Meeting, Proxy Statement and Annual Report

2023







**Notice of Annual Meeting,
Proxy Statement
and Annual Report**



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Letter to Our Shareholders and Employees

To Our Shareholders and Employees,

As the market began to turn at the beginning of 2023, we were reminded of the cyclical nature of our industry. Following the past two record revenue years, we saw the market trying to normalize in a freight recession. However, we had tremendous confidence in our people led by the 14 officers of our company with a combined 366 years of experience here at J.B. Hunt. Leaning on this experience, and the leadership modeled for us during the Great Recession of 2008, we felt this environment presented both opportunities and challenges that would ultimately put us in a position to build a stronger future. We were confident in the collective and complimentary nature of our distinct businesses, breadth of experience, strong balance sheet and long-term mindset to continue to differentiate us. And although we weren't satisfied with our results, we were encouraged by how well we did relative to our peer set.

We needed our people, our customers and our shareholders to know we are a strong, stable company they can depend on. We trusted our people would take great care of our customers, our rail providers, our vendors and many others as they always have. The J.B. Hunt brand remained strong and resilient as we focused on deepening the trust we've built in our relationships.

We navigated through each quarter remaining committed to investing in our strategic company foundations of People, Technology and Capacity. These investments allow us to deliver exceptional value for our customers and prepare us to grow with them over the years ahead, working toward what makes us better over the long term. Because of that, J.B. Hunt experienced a record-breaking year across so many areas of our company. These recognitions and performance numbers are returns on the hard work put in 2023 that we will continue to see come to fruition over the long term. For example, our people were recognized with 10 national culture awards from major publications this past year, a huge record for us. It's a testimony to how hard we've worked to build stronger together. These awards affirm our belief that our people have strengthened the culture established by our founders over 62 years ago. And for the first time in company history, we broke into the top 300 of the Fortune 500 list, coming in at number 280 last year. We talk about people you trust as one of our key foundations and this placement reflects the progress, hard work and dedication of our employees.

We're in a constant cycle of disrupting, adapting, accelerating, and it's our tried-and-true formula for achieving growth. Even in the face of tough market conditions, we remained steady in our long-term vision to create the most efficient transportation network in North America and continued to make investments in our business throughout 2023.

Some highlights from the year include:

Celebrated Chuck Barrett, our third company driver to reach **5 million** miles driven without a preventable accident

Achieved a **25% reduction** in DOT preventable accidents per million miles from 2022

Recognized **369 drivers** who were awarded more than \$2.6 million in safe driving bonuses for achieving one-plus million miles driven without a preventable accident

Named one of the **World's Most Admired Companies** by Fortune

Accomplished **record operating income** for Dedicated Contract Services and Final Mile Services

Received over **6,000 ideas** through ELEVATION, our employee ideation program focused on driving efficiency in our work

Introduced **two new Intermodal offerings** - Quantum and Mexico services

Achieved an estimated **16.0% reduction** in carbon emission intensity from our baseline 2019, on our way to reach our ambitious 32% goal by 2034

Saw **21.5% load growth** in J.B. Hunt 360box

Closed on the acquisition of the brokerage assets of **BNSF Logistics** in September

Set a new weekly Intermodal **volume record of 44,800** in October

Saw an **increase of 14.6%** in J.B. Hunt stock price during the year

Invested **\$1.6 billion** in net capital expenditures to support future growth, improve fuel efficiency and fleet safety and grow capacity to meet customers' growing needs

Disruption: An Opportunity to Get Stronger

The past year brought many disruptions from a market, regulatory and security standpoint. Our customers needed us to create cost-competitive value in a challenging freight environment where they were feeling inflationary cost pressures. The industry faced unprecedented increases in insurance rates as it experienced higher verdicts and higher litigation settlements. And in April of this past year, the California Air Resource Board (CARB) passed the Advanced Clean Fleets rule (ACF), which requires fleets operating in California to adopt zero-emission vehicle technology. This new regulation joins CARB's new Clean Truck Check (CTC) emissions monitoring and Transport Refrigeration Unit (TRU) cold storage emissions regulations. Over the last 12 to 15 months, our industry has seen an increase in strategic cargo theft that needed to be addressed.

But in the midst of this disruption, we saw the opportunity to think about how we can be disruptive to ourselves and the industry to make us stronger in the long term. Our 2023 story shows how we thought beyond managing for the short term.

Adaptation: Eliminating Waste, Increasing Efficiency and Tackling Challenges

In addition to addressing external factors across the market, we also looked inward in 2023. We asked our people to meticulously study the business for any waste or any unnecessary costs for ourselves and our customers through the company-wide ELEVATION program. This was an opportunity for us to build our business stronger for the long term, and over 6,000 ideas were submitted for evaluation from our driver, maintenance and office teams. Our people's ideas, and their impact on our company, will be part of our story for years to come.

Letter to Our Shareholders and Employees



We put together a cross-functional group that analyzed the cargo thefts that had occurred, and the practices bad actors were using to gain access to those loads. This group's findings allowed us to put some countermeasures in place that were effective at reducing the opportunity for bad actors to gain access to loads tendered to J.B. Hunt. Although we have made very significant strides in this area, more work is being planned and implemented to reinforce the security of our operations.

With pending litigation, some of the CARB timelines for reporting and enforcement may change, however, we are prepared to comply with and operate under the rules as they are currently stated. We have since created a multi-year plan to ensure we are ACF, CTC and TRU compliant as part of our responsibility as an industry leader.

Similarly, our efforts to evaluate the viability of alternative powered vehicles and next generation transportation technology continued in 2023. In 2017, we were one of the first companies to place an order for an all-electric heavy-duty Class 8 truck, and we took delivery of our first company-owned Class 8 electric Freightliner eCascadia truck in 2022. By the end of last year, we were operating eight eCascadias in southern California, gaining experience for us as we continue to assess and consider larger scale adoption for our dray fleets and our customer dedicated fleets. Today we currently operate 11 zero emission vehicles with plans to add more in 2024.

In 2023, the company experienced its best performance in history from a safety perspective. Our drivers achieved a significant reduction in DOT preventable accidents per million miles, setting a new record for us. And we recognized 369 drivers who achieved one or more million miles driven without a preventable accident, including our third company driver to reach five million safe miles driven.

Also, Compliance, Safety, Accountability (CSA) scores for our maintenance teams improved even while working through a record number of trades and new equipment. This reflects the hard work of our maintenance teams and how well our equipment performs at roadside inspections. We relied heavily on this group to onboard new safety technologies like inward-facing cameras and right object detection systems in most of our fleet. This additional technology helps protect motorists on the road while safeguarding our drivers from false claims and reducing our right lane change events, respectively. While all that work was happening, the team improved equipment up-time, speed of service and other safety measures.

Acceleration: Building Stronger, Together

During the freight recession, our company launched new products and services and engaged in strategic planning for adding capacity. We've leaned in, we've listened, we've made investments – all for the long-term growth of our customers, our business and ultimately the returns on capital invested.

We saw a record year for Dedicated Contract Services® and Final Mile Services® in terms of operating income, which were bright spots in our earnings every quarter. Dedicated proved its resiliency and Final Mile challenged the business. Accordingly, we fulfilled plans to extend our Final Mile Services' reach and capabilities with the addition of a Pacific Northwest Terminal, knowing the growth potential of this segment.

And while Integrated Capacity Solutions (ICS) and Truckload have faced the brunt of the market challenges, we still see great opportunities to scale our investments in technology and to drive efficiency in our customers' supply chain in both our brokerage and power only offerings. In Truckload, our drop-and-hook program, J.B. Hunt 360box®, also continued to grow. Even in spite of the difficult environment that we've operated in, we found ways to continue to grow our load counts and volume in J.B. Hunt 360box, demonstrating that we've unlocked new potential. In 2023 alone, we expanded our pool to include approximately 13,000 available trailers and outperformed the market when compared to other truckload offerings.

We still face a challenging freight environment, but we saw improvement in Intermodal trends throughout the year and a peak season in the last quarter that no one was expecting. We were able to solve for our customers' capacity needs while maintaining high-service levels, highlighting the strength and flexibility of our network.

Over three decades ago, Mr. Hunt and Mike Haverty shared a legendary handshake on a dream to create a more efficient mode of transportation. Since 1989, we've been innovating with BNSF Railway to build the intermodal marketplace stronger through our shared commitment to reliable, dynamic solutions. We entered the next phase in our collaboration when J.B. Hunt and BNSF jointly launched Quantum – a breakthrough intermodal service that accommodates service-sensitive highway freight needs. Quantum customers benefit from the cost savings of intermodal, while reducing their carbon footprint and maintaining operationally excellent service and consistency. This service unlocks another mode of transportation for customers who were formerly limited to highway transport.

Then, we expanded our cross-border intermodal freight capabilities, creating new opportunities and availability for customers to grow in expanding Mexico markets. J.B. Hunt, BNSF and GMXT, the largest rail provider in Mexico, offers a new intermodal service between Monterrey, Silao-Bajio and Pantaco-Mexico City regions, key markets in Northern and Central Mexico, through the Eagle Pass, Texas border gateway. This work continues the momentum we created with Quantum to grow the availability of intermodal services in North America.

We further accelerated by acquiring the brokerage operations of BNSF Logistics. The acquisition expanded our full truckload, flatbed, temp-controlled, drayage, expedited and less-than-truckload brokerage services. This positioned us to serve a larger and more diverse customer base, including many new customers in the small- to medium-sized segments, contributing a little more than \$90 million to ICS revenue in our fourth quarter.

We also worked across the industry to increase supply chain efficiency by bringing shippers and carriers together to solve for unused hours of service. In 2022, J.B. Hunt was a founding member of the Scheduling Standards Consortium and after a year of hard work, the group has identified a set of standards and is working toward the adoption process. Our leadership in this area will help provide a higher level of service to our customers and eliminate waste in the supply chain for the professional driver.

Looking Ahead

In summary, we've spent 2023 working hard and getting prepared, and we stand ready for the inflection in the market. However, our long-term focus as an organization has not changed. We continue to manage our business offensively to put us in the best position for long-term growth year over year. We will accomplish this through three key priorities.

First, we will continue to focus on operational excellence to deliver exceptional value to our customers, further differentiating ourselves as the best-in-class in all five of our business units. Through our mode-neutral approach and Customer Value Delivery® (CVD) process we will continue to consistently show the value we provide in a tangible way. The market might change, but our value remains constant. We continue to lead the way in driver and fleet safety, cargo security, fraud detection, cybersecurity, equipment maintenance, mode-neutral approach, and our award-winning people. Operational excellence will set us up to scale with our current customers and attract new customers.

Letter to Our Shareholders and Employees



Second, we will continue to scale our long-term investments in our people, technology and capacity. Our continued investments in these three areas further position us for long-term growth with our customers as the market recovers. Investing in our people enables operational excellence while investments in technology empower efficiency, and our capacity showcases that we are built for scale. We are making these investments on behalf of our customers, shareholders and our future success.

Third, we want to remain focused on driving long-term compounding returns for our shareholders. Over the long term, our mode-neutral approach offers customers the flexibility to deliver the greatest value and solve for their needs. We believe that will allow us to continue focusing on driving long-term returns on invested capital.

We're built for scale and ready for growth. We know our customers want more of our services and want us to be able to provide more comprehensive solutions to their supply chain challenges over the long term. The most important component to achieving this is by wholeheartedly remaining committed to our people. For more than 62 years, we have faithfully upheld the values and people-first culture installed by our founders, Mr. and Mrs. Hunt. Our team, made up of nearly 35,000 people, has been steadfast in their enthusiasm for one another and for our customers this past year. Over the long term, their hard work in 2023 will continue to prove itself for our customers, for our people, and for our shareholders. As we march into 2024, it's not a matter of if but of when demand will return, and we will be ready to meet it.

Kirk Thompson
Chairman of the Board

John N. Roberts, III
Chief Executive Officer

Shelley Simpson
President



J.B. HUNT TRANSPORT SERVICES, INC.

615 J.B. Hunt Corporate Drive
Lowell, Arkansas 72745
479.820.0000
Internet Site: jbhunt.com

Notice Of Annual Meeting Of Shareholders to be held April 25, 2024

The Annual Meeting of Shareholders of J.B. Hunt Transport Services, Inc. (the Company) will be held April 25, 2024, at 10 a.m. (CDT) at the Company's headquarters, located at 615 J.B. Hunt Corporate Drive in Lowell, Arkansas, for the following purposes:

- 1 To elect Directors for a term of one (1) year
- 2 To consider and approve an advisory resolution regarding the Company's compensation of its named executive officers
- 3 To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2024 calendar year
- 4 To transact such other business as may properly come before the Annual Meeting or any adjournments thereof

Only shareholders of record on February 20, 2024, will be entitled to vote at the meeting or any adjournments thereof. The stock transfer books will not be closed.

The 2023 Annual Report to Shareholders is included in this publication.

By Order of the Board of Directors

JENNIFER R. BOATTINI
Corporate Secretary
Lowell, Arkansas
March 14, 2024



2023 Proxy Statement Summary

**YOUR VOTE IS IMPORTANT
PLEASE EXECUTE YOUR PROXY WITHOUT DELAY**

J.B. HUNT TRANSPORT SERVICES, INC.

615 J.B. Hunt Corporate Drive
Lowell, Arkansas 72745
479-820-0000
Internet Site: jbhunt.com

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation of proxies by J.B. Hunt Transport Services, Inc. (the Company), on behalf of its Board of Directors (the Board), for the 2024 Annual Meeting of Shareholders (the Annual Meeting). The Proxy Statement and the related proxy materials are being released to our shareholders on or about March 14, 2024.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDERS MEETING TO BE HELD APRIL 25, 2024

This Proxy Statement and our 2023 Annual Report to Shareholders, which includes our Annual Report on Form 10-K, are available at jbhunt.com.

On or about March 14, 2024, we will mail a Notice of Internet Availability of Proxy Materials to our shareholders containing instructions on how to access our proxy materials, including this Proxy Statement and our 2023 Annual Report to Shareholders, and voting instructions on the internet, as well as instructions on how shareholders may obtain a paper copy of the proxy materials by mail. You may follow the instructions on the Notice of Internet Availability of Proxy Materials, then access our proxy materials and vote your shares over the internet. If you request a paper copy of the proxy materials and choose to vote by mail, please complete, sign, date and promptly return the accompanying proxy card in the enclosed addressed postage-paid envelope that will be provided to you in response to your request, even if you plan to attend the Annual Meeting. Please keep the Notice of Internet Availability of Proxy Materials for your reference through the meeting date.

PROPOSALS TO BE VOTED ON AT THE ANNUAL MEETING

Item	Board Recommendations	Further Details
Election of Directors	FOR	Page 27
Advisory Vote on Executive Compensation	FOR	Page 83
Ratification of Independent Registered Public Accounting Firm	FOR	Page 87

YOU SHOULD CAREFULLY READ THIS PROXY STATEMENT IN ITS ENTIRETY

The summary information provided above is for your convenience only and is merely a brief description of material information contained in this Proxy Statement.

YOUR VOTE IS IMPORTANT

IF YOU ARE A REGISTERED OWNER, YOU MAY VOTE BY INTERNET OR BY REQUESTING A COPY OF PROXY MATERIALS AND COMPLETING, SIGNING, AND DATING A PROXY CARD AND RETURNING IT TO US AS PROMPTLY AS POSSIBLE IN THE ACCOMPANYING ENVELOPE OR USING THE TELEPHONE OPTION THAT WILL BE PROVIDED IN RESPONSE TO YOUR REQUEST

IF YOU ARE A BENEFICIAL OWNER, PLEASE FOLLOW THE VOTING INSTRUCTIONS OF YOUR BROKER, BANK, OR OTHER NOMINEE AS PROVIDED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

DIRECTOR NOMINEES

Name	Occupation	Age	Director Since	Independent	Other Current Directorships with Publicly Held Companies	Committees Upon Election
Francesca M. Edwardson	American Red Cross of Chicago & Northern Illinois (retired)	66	2011	Yes	Duluth Holdings, Inc.	Audit Corporate Governance
Sharilyn S. Gasaway	Alltel Corp. (retired)	55	2009	Yes	Genesis Energy, LP	Audit (Chair) Compensation Corporate Governance
Thad Hill	Calpine Corporation	56	2021	Yes		Compensation (Chair) Corporate Governance
Bryan Hunt, Jr.	Hunt Automotive Group	65	1991	No	PowerBand Solutions, Inc.	
Persio Lisboa	Navistar, Inc. (retired)	58	2023	Yes	James Hardie Industries plc	Audit Corporate Governance
Patrick Ottensmeyer	Kansas City Southern (retired)	66	2024	Yes	The Greenbrier Companies	Compensation Corporate Governance
John N. Roberts, III	Chief Executive Officer	59	2010	No		
James L. Robo	Private Investor	61	2002	Yes		Compensation Corporate Governance (Chair)
Shelley Simpson	President	52	-	No		

■ Compensation Objectives, Principles and Practices

We believe the ability to attract, retain and provide appropriate incentives for the senior executive officers and other key employees of the Company is essential to maintaining the company's leading competitive position, thereby providing for the long-term success of the Company. The overall compensation philosophy of the Company's Board of Directors and management is guided by the following principles:

Recruitment and Retention

The Company aims to attract, motivate and retain high-performing diverse talent to achieve and maintain a leading position in our industry. Our total compensation package should be strongly competitive with other transportation and logistics companies.

Short-term Incentive

A portion of total compensation should be tied to Company performance, and therefore at risk, as position and responsibility increase. Individuals with greater roles and the ability to directly impact strategic direction and long-term results should bear a greater portion of the risk.

Performance and Responsibility

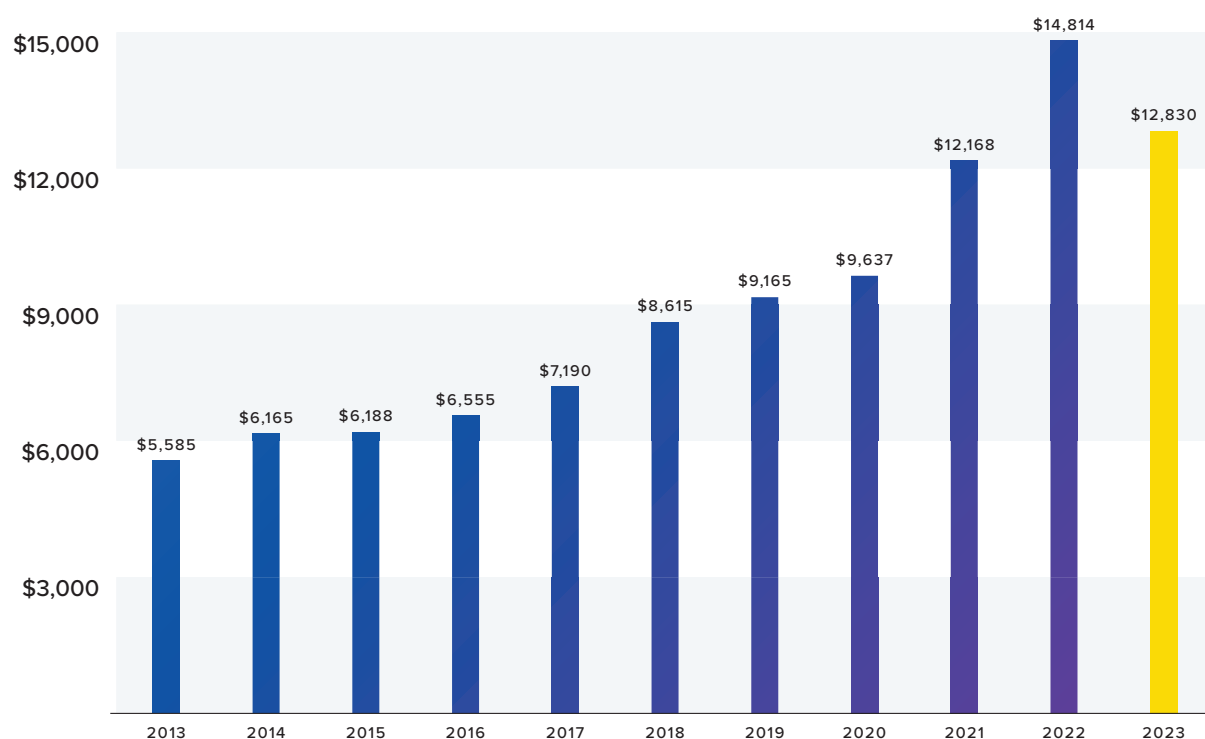
Total compensation should be tied to and vary with performance and responsibility, both at the Company and individual levels, in achieving financial, operational and strategic objectives. Differentiated pay for high-performing individuals should be proportional to their contributions to the Company's success.

Long-term Incentive

Awards of long-term compensation encourage participating employees to focus on the Company's long-range growth and development and incent them to manage from the perspective of shareholders with a meaningful stake in the Company, as well as focus on long-term career orientation.

2023 Business Highlights

Consolidated Revenue
In Millions



Consolidated Operating Income
In Millions



Diluted EPS





**J.B. HUNT
CONSOLIDATED**

REVENUE

\$12.8B

 13%

OPERATING INCOME

\$993M

 25%

**INTERMODAL
(JBI)**

REVENUE

\$6.2B

 12%

OPERATING INCOME

\$569M

 29%

**DEDICATED
(DCS)**

REVENUE

\$3.5B

 1%

OPERATING INCOME

\$405M

 12%

**INTEGRATED
(ICS)**

REVENUE

\$1.4B

 40%

OPERATING LOSS

\$(44)M

**FINAL MILE
(FMS)**


REVENUE

\$918M

 12%

OPERATING INCOME

\$47M

 28%

**TRUCKLOAD
(JBT)**

REVENUE

\$789M

 16%

OPERATING INCOME

\$16M

 79%

■ J.B. Hunt Corporate Responsibility

Overview/Vision Statement

2023 marked 62 years of doing business. Both reflection and foresight reveal that our success rests on our employees navigating the complexities of the supply chain and creating value for customers by eliminating waste, reducing costs, establishing strong relationships and delivering exceptional service. In the industry, we're the people you trust with the technology that empowers and capacity to deliver. The Board and Management recognize that the balance of sound corporate governance combined with environmental and social responsibility is the soil where healthy, sustainable business grows. This model offers benefits for all stakeholders. Our priorities are apparent in our key areas of foundations - people, technology and capacity. We understand the honor of being an industry leader comes with the responsibility to keep roadways and employees safe, which we do not take for granted. It has also become increasingly important that we not only recognize the diversity throughout our value chain but create a lasting culture of inclusion that celebrates and encourages diversity in its many forms. Additionally, we feel the urgency to focus on reducing our carbon footprint and uphold our role as good stewards of the environment. Being at the forefront of the latest technology empowers us to significantly improve both our efficiency and safety. We believe this work contributes to the success of our customers, raises the bar in our industry and gives our employees a shared purpose, which creates value for all our stakeholders. We aim to seek out and implement long-term strategies that positively shift the trajectory of the industry and, in turn, help us accomplish our vision: to create the most efficient transportation network in North America.

Sustainability

We continued to make progress in our sustainability journey and explore sustainable solutions. Our willingness to embrace a spirit of curiosity and champion diverse perspectives fuels innovation while remaining customer focused keeps us grounded. Our sustainability journey started before the word sustainability was popular and we continue to take steps to increase our efforts to share that story with our stakeholders. In 2019, the executive management team advanced these efforts with the establishment of our Sustainability Committee led by our then Chief Operating Officer, Craig Harper. Mr. Harper was named our Chief Sustainability Officer in November 2020. In 2021, under the direction of Mr. Harper and with the help of many others, J.B. Hunt was able to successfully launch its first ever Sustainability Report in accordance with the Global Reporting Initiative (GRI) Standard and in alignment with the Sustainability Accounting Standards Board (SASB) and Task Force on Climate-related Financial Disclosures (TCFD) frameworks. The Sustainability Committee is comprised of a diverse group of employees responsible for identifying opportunities to advance our measurement, management and disclosure of our sustainability efforts. The work of this group helps identify and mitigate risks such as climate-related risks and other topics within the social and governance aspects of sustainability. Members of the Committee regularly present to our Nominating and Corporate Governance Committee on the Company's efforts and investments made to reduce our greenhouse gas (GHG) emissions as part of its oversight of fossil fuel efficiency and progress on reducing the Company's environmental impact. In 2023, the Company announced Mr. Harper's retirement effective December 31 and Greer Woodruff's promotion to executive vice president of safety, sustainability and maintenance effective January 1, 2024. The two men worked together for nearly 27 years of Mr. Woodruff's 36-year career with the Company. In his new position, Mr. Woodruff will lead the company's sustainability initiatives, further its operational safety excellence and corporate security and oversee its equipment, maintenance and driver personnel departments.

Environmental Matters

The Company recognizes that reducing GHG emissions in our business is important to our shareholders, our customers, the communities we serve, the global environment and ultimately the future success of our Company. Increasingly, our customers are making environmental responsibility a priority in their business decision-making, and the same is true for the Company. We've worked hard to create solutions to reduce carbon emissions and maintain sound environmental and social responsibility while reducing costs and meeting or exceeding our customers' operational needs. Our business strategy continues to work toward and prepare for the low carbon transition. We remain encouraged by the advancements being made with alternative fuel vehicles and we believe that they have the potential to significantly reduce our scope 1 emissions. However, until economically viable alternatives for commercial diesel-powered equipment are available, challenges to further reduce our total carbon emissions include but are not limited to the availability of heavy-duty zero-emission vehicles and a robust charging infrastructure. We are expanding the use of biogenic fuels and championing conversion of over-the-road (OTR) shipments to rail through our industry-leading intermodal service offering, which on average reduces a shipment's carbon footprint by 65% versus highway truck transportation. As fossil fuels represent a significant component of operating costs, management is continually working to minimize the volume used, such as adopting the most advanced technologies provided from original equipment manufacturers (OEMs), utilizing aftermarket products to reduce fuel burn, adopting policies to incentivize reduced fuel burn and assisting manufacturers in developing commercially viable alternative fuel sources. The Company recognizes that reducing our carbon footprint is a continuous journey, and we believe the following items support our commitment to reducing our environmental impact:

Leading the Industry in Sustainability

Morningstar Sustainalytics, a leading ESG data, research and ratings firm included J.B. Hunt on its list of 2024 ESG Top Rated Companies, achieving an Industry Top Rated Badge, for the Company's work in 2023. This badge distinguishes companies with strong ESG management that strongly outperform their respective industries from the Sustainalytics comprehensive ratings landscape.

Voluntary CARB Compliance

In 2023, the California Air Resource Board (CARB) passed the Advanced Clean Fleets rule (ACF), which requires fleets operating in California to adopt zero-emission vehicle technology. This new regulation joins CARB's new Clean Truck Check (CTC) emissions monitoring and Transport Refrigeration Unit (TRU) cold storage emissions regulations. With pending litigation, some of the CARB timelines for reporting and enforcement may change, however, we are voluntarily complying with and operating under the rules as they are currently stated. We have created a multi-year plan to ensure we are ACF, CTC and TRU compliant.

Data Accessibility and Transparency

Additionally in 2023, we improved data accessibility and transparency with the launch of our "[Environmental, Social and Governance Reporting](#)" section on [jbhunt.com](#). This collection of pages makes our sustainability work, and related information, more available for employees, customers, rating agencies and investors.

Ambitious Goal to Reduce Carbon Emission Intensity 32% by 2034

In November 2022, J.B. Hunt announced a new goal to reduce our carbon emission intensity 32% by 2034 (baseline 2019). This goal advances the Company's sustainability vision of moving the freight industry towards a low-carbon future while holding true to our customer commitment of providing efficient, quality-driven, competitive supply chain solutions for moving freight.

Specifically, we will focus on three key areas to reach our emission-reduction target by 2034:

- Incorporating alternative powered equipment into our fleet
- Expanding the use of biogenic fuels
- Improving fuel economy

Achieving the company's ambitious target is dependent on significant progress with the development and availability of new industry technology and the infrastructure needed to enable day-to-day use on an industry-wide scale. The Company plans to encourage, support and monitor the advancements needed to achieve its goal.

We have achieved an estimated 16.0% reduction in carbon emission intensity from our baseline 2019, on our way to our ambitious 32% goal by 2034. The most progress among our pillars of decarbonization has been in our biogenic consumption.



One of our Freightliner eCascadia zero-emission vehicles operating in California

Alternative Vehicles

We continually seek and evaluate opportunities to utilize emerging technologies in the area of exhaust-free vehicles. In 2017, we were one of the first companies to place an order for an all-electric heavy-duty Class 8 truck. We took delivery of our first company-owned Class 8 electric Freightliner eCascadia truck in the fourth quarter of 2022. And in 2023, we were operating eight eCascadias in southern California, gaining experience for us as we continue to assess and consider larger scale adoption for our dray fleets and our customer

dedicated fleets. We currently operate a total of 11 zero emission vehicles with plans to add more in 2024.

Additionally, we continue to participate with the Daimler Electric Vehicle Council and the ACT Fleet Forum to contribute to further progress in the years ahead regarding the availability, commercial viability and infrastructure required to run alternative fuel trucks.

Fuel Technology

Fuel is one of the largest sources of carbon emissions within the supply chain. We strive to find advanced fuel solutions for customers, including the use of biofuels and ensuring the fuel efficiency of our fleets. In 2023, 65% of all fuel purchased was a bio-blended diesel product or renewable diesel. The Company's total weighted average of fuel from renewable sources was 24%.

Energy-Efficient Trucks and Equipment

We maintain a modern fleet with an average truck age of only 2.23 years* as compared to the 5.5-year industry average. Modernization ensures that we maintain the latest in emission reduction technologies. We also spec our equipment to maximize fuel efficiency with features including aerodynamic packages for both tractors and trailers, governors to limit speed and improve fuel efficiency, idle-reducing cab heaters and automatic manual transmissions (AMTs) that all contribute to improved fuel economy.

*Our average engine age decreased compared to 2021 and 2022 due to returning to our typical trade cycle. Effects of the global COVID-19 pandemic impacted equipment availability and capacity, meaning we retained ownership of assets longer than normal throughout the pandemic.

Championing Intermodal Conversion

J.B. Hunt operates North America's largest industry-leading intermodal business. Converting OTR shipments to intermodal service is safer, 2.5 times more fuel efficient than standard truck transport, cost effective and environmentally friendly. We estimate that in 2023, our intermodal segment helped to avoid 3.5 million MT CO₂e* compared to transportation by truck alone – the equivalent of:

- 92 million urban tree seedlings planted and grown for 10 years**
- 765,000 passenger vehicles off the roads for one year**
- 453,000 average U.S. homes' total annual energy consumption**

Based on analysis of Shipper 360™ transactions and our annual bid activity, J.B. Hunt estimates that an additional 7 to 11 million shipments could be converted to intermodal, generating further carbon reductions, while supporting long-term growth opportunities for our intermodal business.

In 2022, J.B. Hunt and BNSF Railway announced a joint effort to substantially improve capacity in the intermodal marketplace. As part of the initiative, J.B. Hunt announced plans to grow our intermodal fleet to as many as 150,000 containers in the next two to four years. We have continued adding containers and are in a great position to commit more intermodal capacity and industry leading service to our customers.

Most recently, we launched two new intermodal services in the fourth quarter of 2023. J.B. Hunt, together with BNSF Railway, launched Quantum – a breakthrough intermodal service that accommodates service-sensitive highway freight needs for up to 95 percent on-time delivery rates and delivery times around a day faster than traditional intermodal service. Secondly, we worked with the largest rail provider in Mexico, GMXT, to offer a new intermodal service between key markets in Northern and Central Mexico, through the Eagle Pass, Texas border gateway. Beginning in early 2024, the service creates new opportunities and availability for customers to grow in the expanding Mexico markets.

Renewable Technology

J.B. Hunt invests in renewable technology solutions. Company assets are equipped with solar-powered tracking units that allow us to optimize the usage of trailing equipment and other resources by providing the most accurate information regarding the location and status of the units. This technology allows J.B. Hunt to increase the efficiency of its assets, reduce empty miles and costs and gain better control over its operations.

Carbon-Neutral Shipping Program

In 2022, J.B. Hunt launched CLEAN Transport™, a carbon-neutral program that provides our intermodal customers an easy and flexible method to acquire carbon offset credits equivalent to the emissions produced by their shipments. To extend the emissions reduction achieved through intermodal conversion, a shipment's remaining emissions are offset with carbon offset credits. The program is designed to be highly customizable to fit each customer's unique business and sustainability goals.

Engineering for Efficiency

J.B. Hunt has a dedicated engineering team that helps customers optimize their shipping strategy to minimize total miles, maximize payload, and reduce carbon emissions per shipment. CLEAN Transport™ The Carbon Calculator, J.B. Hunt's proprietary tool calculates a customer's carbon footprint. We then offer mode conversion solutions, displaying how much carbon reduction can be achieved by converting a load to an intermodal shipment.

* The rail industry doesn't release its operational efficiencies until April, which is after this report will be published. Our metric above for intermodal savings was calculated using its 2022 operating efficiencies.

** <https://www.epa.gov/energy/greenhouse-gas-equivalencies-calculator#results>

Carbon Diet

We provide support to customers with a company developed sustainability practice called the “Carbon Diet.” We educate customers on best practices in supply chain sustainability and supply the resources needed to be successful. The primary components include the use of biogenic fuels, mode conversion, route optimization, the optimized fuel efficiency of our diesel fleet and the exploration and calculated potential impact of alternative vehicles.

Advocacy and Education

J.B. Hunt believes that by sharing knowledge, we can empower and encourage progress in the sustainability of our industry. We participate in many sustainability-focused engagements to support innovation and drive progress in sustainable transportation technology. We also work hard to educate and empower our customers about sustainable transportation technologies, practices and tools.

Social Matters

J.B. Hunt recognizes that operating a successful, sustainable business means acknowledging and addressing important and relevant social issues with sincerity. As a company, we support numerous initiatives in many ways that reflect the values most important to our employees, customers and the communities where we operate. With nearly 35,000 J.B. Hunt employees across North America (~23,000 of which are our truck drivers), we believe our focus on safety, career development, fostering a diverse and inclusive workplace and giving back to the communities we serve are among our highest priorities.

Public Safety

Our commitment to safety, which is a cornerstone of our business, has empowered us to provide best-in-class service to our customers. Keeping the roads safe for our drivers and the motoring public is important to us as a key social responsibility and as a business concern. We train drivers extensively to understand and comply with all required safety measures. J.B. Hunt has made considerable investments in safety over the last two decades because first and foremost, it is the right thing to do, and it is an investment with almost immeasurable returns. We share the road with millions of people across the country every day, and our success depends on keeping those roads as safe as possible for everyone. In addition to complying with relevant industry laws and mandates, J.B. Hunt makes its contribution to public road safety in a variety of ways — driver training, drug testing and investing in technologies that make drivers and equipment safer. We have continuously maintained a satisfactory safety rating from the Federal Motor Carrier Safety Administration (FMCSA) since 1992. This past year was a record year in safety for J.B. Hunt. Our out-of-service (OOS) rates for vehicle, driver and HAZMAT fall substantially below reported national averages in the FMCSA’s Safety and Fitness Electronic Records (SAFER) System. In CSA (Compliance, Safety, Accountability), our 2023 safety performance falls below the threshold of FMCSA’s on-road safety performance BASICS (Behavior Analysis and Safety Improvement Categories) in all categories. Public safety is further promoted through smart purchasing decisions. As new safety technologies are made available, we carefully evaluate each to determine the overall impact and benefit they could bring to our drivers, trucks and equipment.

Defensive Driving Training

J.B. Hunt drivers are certified in a nationwide defensive driving program, involving classroom and in-vehicle training. All drivers are recertified on a regular basis.

Monthly and Quarterly Safety Training

Our drivers participate in regular web-based and classroom safety training. Ongoing driver development is designed to provide additional training for drivers, as well as keep them up to date on regulatory issues and company matters.

Proxy Statement Summary

Hair Testing

In 2006, J.B. Hunt implemented a policy requiring hair testing for the presence of controlled substances in addition to the U.S. Department of Transportation (DOT) required urine testing. In 2022, J.B. Hunt added Fentanyl to our hair testing panel. Management believes hair testing serves as a more accurate and stringent standard to base an individual's habitual drug usage and has resulted in a material reduction in unfavorable results from random and post-accident drug tests.

Automatic Onboard Recording Devices/ELDs

We began implementing automatic onboard recording devices in 2007. As an early adopter of this technology, we have seen benefits in its ability to manage compliance with hours-of-service (HOS) regulations and reduce roadside inspection violations. J.B. Hunt remains compliant with the mandate requiring electronic logging devices in commercial vehicles.

Forward Collision Warning System

Installation of forward collision warning systems on our Class 8 tractors began in 2011. Currently, 99.8% of our company Class 8 fleet is deployed with this equipment, which includes an automatic emergency braking system. We have seen a significant reduction in rear-end collision frequency and costs since implementation of these systems.



An inward-facing camera installed in one of our trucks

Video Recording Technology

Installation of video-recording equipment began in 2016. Currently, 98.7% of our Class 8 fleet has forward-facing cameras installed. This equipment provides lane departure warnings and enhanced radar functionalities for some systems, such as braking on stationary objects and pedestrian detection. The primary benefit of this technology is improving driver safety performance.

Additionally, we introduced inward-facing cameras in April 2023. This safety technology leverages artificial intelligence to identify potential risks both outside, and now inside, the cab. We believe this additional technology helps protect motorists on the road while

safeguarding our drivers from false claims. By the end of 2023, nearly 60% of our fleet was outfitted with this technology and we will be complete before the end of 2024.

Right-Side Blind Spot Detection

Based on positive driver feedback from testing potential new equipment features, J.B. Hunt has continued outfitting equipment with right-side blind spot detection. This technology aids our drivers in avoiding right lane change, sideswipe and right turn collisions.

Truckers Against Trafficking

As the eyes and ears of the road, we want to empower everyone in the transportation industry to be part of the solution to combat human trafficking. J.B. Hunt launched Truckers Against Trafficking training in 2014 and has trained over 169,000 people to date to recognize and report signs of human trafficking. In 2021, the two organizations led a combatting human trafficking workshop at the University of Arkansas. Additionally, the Company became a signatory of the DOT's Transportation Leaders Against Human Trafficking Pledge in 2020.

In June 2023, J.B. Hunt, Tyson Foods and Walmart joined forces to host a half-day summit featuring Truckers Against Trafficking (TAT) to bring together key industry stakeholders, law enforcement and government agencies to work together to close loopholes to traffickers. Additionally, J.B. Hunt hosted the Freedom Drivers Project, which is a mobile exhibit that creates awareness of and educates on the realities of domestic sex trafficking. All of this work provides simple action steps that anyone can take to combat human trafficking.



Our 2023 Million Mile driver class outside of corporate headquarters for the annual celebration event

Million Mile Program

Our Million Mile Celebration has been a J.B. Hunt tradition since 2001, when we celebrate our company drivers who have reached one, two, three, four and five million accident-free miles. The company offers a safe-driving bonus, hosts several days of events and honors drivers in the Walk of Fame. In 2023, we recognized 369 J.B. Hunt drivers for achieving 1, 2, 3, 4 and 5 million miles driven without a preventable accident. This includes company driver Chuck Barrett who achieved five million safe miles driven, becoming only the third J.B. Hunt driver to reach the milestone.

Intermodal Conversion

J.B. Hunt leads the industry in converting OTR shipments to intermodal. We estimate the conversion of shipments from highway to rail has likely resulted in approximately 67 fewer truck-involved fatalities on our nation's highways during 2023 (using industry average fatality rate per 100 million miles).

IT Risk Management

The Company maintains an Information Technology (IT) risk identification process that encompasses risks associated with enterprise solutions and products and services provided by third-party service providers. Cybersecurity risks are considered a subcategory of IT risks and are therefore part of this process. The Company's Governance, Risk and Compliance (GRC) team maintains the IT risk register and reports updates to the IT Risk Council, which meets regularly. The IT Risk Council is made up of members representing the Company's cybersecurity, network, server, client, database and software teams. The Company maintains a Cybersecurity Operations Center (CSOC) comprised of in-house staff, contracted personnel and other third-party security service providers. Our CSOC provides constant monitoring, assessment and defense of all enterprise information systems. The Company also maintains a Security Incident Response Team (SIRT) that responds to high-risk security incidents around the clock. The Company uses various methods to assess our cybersecurity maturity and IT risk management program, including periodic self-assessments and engagements of independent third-party assessors, consultants and auditors.

People Matters

Despite operating over 188,000 pieces of transportation equipment, our single greatest asset is our people. J.B. Hunt strives to provide a supportive and safe work environment for its employees where diverse and innovative ideas can be fostered to solve problems and provide value-added services for our customers. Our employees, customers, vendors and the communities where we operate also share diverse backgrounds and an equally diverse range of interests and passions. J.B. Hunt puts forth its best effort to support initiatives reflecting the company values that are shared with its stakeholders. In 2022, we renamed our Human Resources department to the People Team as a reflection of our people-first thinking.

Veterans Hiring and Support

J.B. Hunt remains committed to hiring and supporting military members. In 2020, the company achieved a six year goal of hiring 10,000 veterans and has since pledged to hire 1,600 veterans per year. We also implemented several training and development programs, like our mentorship initiatives and our work with the Department of Defense's SkillBridge Internship program, to provide support and resources for transitioning service members and their spouses. In 2021, J.B. Hunt was one of 15 recipients of the 2021 Secretary of Defense Employer Support Freedom Award, in recognition of our exemplary support for National Guard and Reserve employees. Additionally, we participated in a 2022 VETS Employer Roundtable in Washington, D.C. at the invitation of the Department of Labor. The Company was also ranked a top Military Friendly® Employer by VIQTORY for the 17th consecutive year in 2023. And it was our 10th consecutive year participating in Wreaths Across America, where J.B. Hunt delivered approximately 355,000 wreaths to veteran cemeteries nationwide. And to support our active-duty employees, we introduced a new Military Leave Concierge Service to provide assistance through the four phases of military leave.

Employee Healthcare

J.B. Hunt is committed to supporting the health of its workforce, which includes access to high quality benefits. Additionally, the Company makes investments to ensure medical premiums remain as stable as possible. In 2022, our selection of resources available was expanded to support the unique needs of our people and their families. To create a better work-life balance and enhance the experience of working mothers and fathers, we introduced new maternity and parental leave options that provided more flexibility to adoptive parents, expectant mothers and spouses. Fertility specific benefits were added to all medical plans as well. By connecting employees and their families with Spring Health, confidential therapy sessions, personalized mental wellness plans and medication management with in-network providers were easily available. Also, we supported our leaders in being able to navigate mental health on their teams with specific training on how to recognize and connect employees to support for mental health challenges. Ensuring that all members of our team feel supported is crucial to our culture, so alternative options for short-term and long-term disability have been implemented for company drivers. This past year, we prioritized equipping employees to find appropriate healthcare support, assisting with the stress of navigating medical care. Through our vendor Included Health and support from our case management team, we were able to help employees ensure complex or life-altering medical needs were met with the best care available nationally.

Employee Recognition Platform

Celebrating the accomplishments of our teams helps build a culture centered around trust and recognition. Through our annual employee engagement survey, we learned our employees wanted a better way to recognize one another. So, in 2023 we invested in our people by launching the Celebrate recognition platform where leaders can publicly recognize team members, and all our people can publicly recognize each other across the company for hard work, collaboration, and accomplishments.

Office of Inclusion

J.B. Hunt actively seeks to build an inclusive workplace because we recognize the benefits that a broad spectrum of ideas, perspectives, skills, values and beliefs bring to our operations every day. J.B. Hunt's Office of Inclusion has four pillars that guide their work (connection and wellbeing, enablement, empowerment and brand and reach) and a multi-pronged strategy (office, driver, shop/warehouse). The team works to expand and lead our enterprise inclusion strategy and help foster a more inclusive culture at J.B. Hunt, including the formation of the Inclusion Council. The Inclusion Council, a group of influential senior leaders from across the company with a passion for inclusion, was established in 2022. The work of this group aims to ensure that inclusion remains a key component of creating an exceptional employee experience and drives how we do business. We built on this work in 2023 by rolling out inclusion education throughout the company and created better visibility to data via a new inclusion dashboard where leaders can understand things like engagement scores, training hours and turnover by employee segment.

Information Privacy Protection Program (IP3)

J.B. Hunt's Information Privacy Protection Program (IP3) is designed to ensure the privacy of J.B. Hunt's workers, customers, vendors and other proprietary corporate information. Its mission is to employ privacy best practices in collection, usage, storage and disposal of information in compliance with applicable regulations and to foster a culture that values privacy through awareness. All office personnel are required to complete IP3 training.

Employee Resource Groups (ERGs)

Our ERGs offer opportunities for employee professional development, community engagement and networking. Comprised of groups for women, Latinos, veterans, African Americans, Asian American Pacific Islanders and the LGBTQIA+ community and their allies, our ERGs promote camaraderie within the workforce and allow employees with similar interests to build meaningful work relationships that drive our strategy and impact business. At the end of 2023, we had more than 5,960 shared members in our ERGs, which is roughly 22% membership increase year-over-year.

Elevating Employee Voices

Created in 2015, our ELEVATION initiative is a process to find, foster and follow the ideas that make our company a better place by listening to our employees. Employees at any level, in any business group or in any geographic location can submit ideas on any topic that they believe will make J.B. Hunt a better organization. All ideas are evaluated through a formal review process and since the program's inception, more than 32,000 ideas have been submitted with over 1,200 being selected for implementation. In 2023, a four-month long campaign entitled ELEVATION 2.0 was launched to improve the efficiency and productivity of operations, creating cost-competitive value for our customers. ELEVATION 2.0 was incredibly successful, resulting in over 6,000 ideas submitted across driver, maintenance and office teams.

We frequently ask for employee feedback through a variety of methods. Every year we conduct a comprehensive company-wide engagement survey to help us find out how we can improve the employee experience at J.B. Hunt. Then, we act on the feedback we receive.

Career and Personal Development

J.B. Hunt provides many opportunities for career growth and professional development. In 2022, we implemented an expansive online library of courses from LinkedIn Learning, an industry leader in online training. Our Talent Development group is constantly expanding the online courses available in Workday and LinkedIn Learning. This is in addition to our tuition reimbursement program, which allows employees to pursue relevant degree programs from accredited colleges or universities. For employees or members of their families seeking to attain their CDL-A license, J.B. Hunt provides access to a CDL Tuition Assistance Program, allowing them to pursue a role as part of our fleet of world class drivers. With tuition reimbursement opportunities for full-time employees to paid internships, we're proud to support development opportunities for our employees.

In 2023, we introduced the Technician Career Advancement program for all of our tractor, trailer and mobile technicians in J.B. Hunt shops across the country. In the program, our technicians make their way through different training modules focused on key areas of equipment maintenance and repairs as well as earning pay raises as you go. Additionally, J.B. Hunt's Apprenticeship Program for truck drivers provides paid on-the-job training to recent CDL-A graduates. Drivers hired into this program train alongside a J.B. Hunt driver trainer for six weeks and after successful completion of their training, drivers have an opportunity to transition to a full-time position within our fleet.



Recipients of the 2023 J.B. Hunt Scholarship Program for Families

J.B. Hunt Scholarship Program for Families

Since launching the J.B. Hunt Scholarship Program for Families in 2022, J.B. Hunt has provided a total of \$687,500 in educational financial assistance for the families of J.B. Hunt employees. Every year, the program awards a total of \$250,000 in scholarships to 100 children and grandchildren of our employees across the country. The application-based scholarship program is available to dependent children or grandchildren of J.B. Hunt employees who currently attend or plan to attend an accredited two or four-year college, trade school or vocational school. Awards are renewable each year for up to four years as long as the recipient maintains a 2.5 GPA and full-time enrollment. Applications are open to

family members of J.B. Hunt employees (director level and below) who have been employed by the company for at least one year.

Company Giving

Traditional philanthropic strategies often rule out organizations that do not meet certain privileged criteria. J.B. Hunt is proud to promote disruptive philanthropy, which fractures existing giving values and applies new technologies and competitive charitable models to raise awareness about exclusion within traditional philanthropic strategies. J.B. Hunt is a champion for advocating for organizations that, in the past, have not received the recognition or opportunities that they may deserve. In 2023, company and employee contributions toward J.B. Hunt's company pillars of Healthcare, Veterans, Crisis Management and Education exceeded \$1 million.

Governance Highlights

We believe that good corporate governance helps to ensure the Company is managed for the long-term benefit of all of our stakeholders and accordingly observe the following key corporate governance principles:

Director Independence

The Company maintains a Board of Directors comprised of a majority of individuals who satisfy the criteria for independence under the Nasdaq listing standards.

Lead Director and Independent Director Executive Sessions

Independent directors generally meet in executive session as part of each regularly scheduled Board meeting, with the position of Independent Lead Director being established to direct these executive sessions and authority to call additional meetings of independent directors as deemed necessary.

Board Committees

The Company requires all committees of the Board be comprised solely of independent directors and formal charters have been established outlining the purpose, composition and responsibility of each committee, with all having authority to retain outside, independent advisors and consultants as needed.

Board Qualifications

The Board has established qualification guidelines for director nominees and performs continual evaluation of current director performance and qualifications.

Board Attendance and Overboarding

The Board has adopted formal Corporate Governance Guidelines, including director attendance expectations and requires limitations and preapproval of director membership on other corporate boards.

Board Diversity

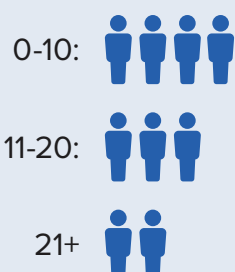
The Board maintains diversity in both gender and ethnic representation by identifying nominees whose backgrounds, attributes and experiences taken as a whole will contribute to the high standards of Board service to the Company.

Code of Conduct

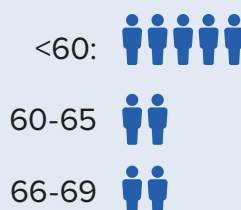
The Company has adopted a formal Code of Ethical and Professional Standards applicable to all directors, officers and employees of the Company.

Summary of Nominated Directors

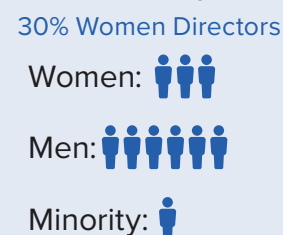
Director Tenure



Director Age



Diversity



Other Current Public Company Boards



Board Size and Independence



Board Composition

- All Committees comprised of independent directors
- Separate Board Chairman and CEO positions*
- Lead independent director

Meeting Attendance

All current directors attended all of the board meetings and committee meetings on which each served. There were five Board meetings and 15 committee meetings in 2023.

* Upon his reelection to the Board on April 25, 2024, our current CEO John N. Roberts, III will become executive Chairman of the Board and serve in both positions until his retirement as CEO of the Company, effective July 1, 2024.

Proxy Statement Summary

Accolades

J.B. Hunt operates in a highly competitive industry which requires an intense focus on continuous improvement across all aspects of the business. From introducing innovative and disruptive technologies that drive efficiencies in operations, to championing for enhancements to industry safety standards, we remain committed to our vision to create the most efficient transportation network in North America. In 2023, J.B. Hunt is proud to have been recognized with the following:

Recognitions

- Named Top 3PL for the 14th consecutive year by Inbound Logistics
- Named Top 100 Trucker by Inbound Logistics for 14th consecutive year
- Received multiple Quest for Quality Awards from Logistics Management
- Ranked 2nd on Transport Topics Top Dedicated Contract Carriers
- Ranked 5th on Transport Topics Top 100 Logistics Companies
- Ranked 3rd on Transport Topics Top 100 List of Largest For-Hire Carriers
- Named Top 3PL and Cold Storage Provider from Food Logistics for 11th time
- Named to the FreightTech 25 List for 2023 by FreightWaves
- Named one the World's Most Admired Companies 2023 by Fortune Magazine
- Recognized again as a Top Company for Women to Work for in Transportation by Women in Trucking
- Named Military Friendly Employer by VIQTORY for 17th consecutive year
- Named Top 75 Green Supply Chain Partner (G75) for 13th consecutive year by Inbound Logistics
- Ranked 280 on the Fortune 500 list
- Named One of America's Greatest Workplaces for Job Starters by Newsweek
- Named One of America's Greatest Workplaces for Women by Newsweek
- Named One of America's Greatest Workplaces by Newsweek
- Named One of America's Greatest Workplaces for Parents and Families by Newsweek
- Named One of America's Greatest Workplaces for Diversity by Newsweek
- Named One of America's Best Employers for Women by Forbes
- Named One of America's Best Large Employers by Forbes



PROPOSALS TO BE VOTED ON AT THE ANNUAL MEETING

Proposal Number One

Election of Directors

Our Board nominates Francesca M. Edwardson, Sharilyn S. Gasaway, Thad Hill, Bryan Hunt, Persio Lisboa, Patrick Ottensmeyer, John N. Roberts, III, James L. Robo, and Shelley Simpson as directors to hold office for a term of one year, expiring at the close of the 2025 Annual Meeting of Shareholders or until their successors are elected and qualified or until their earlier resignation or removal. Both Patrick Ottensmeyer and Shelley Simpson are new candidates nominated by the Board at the recommendation of our independent directors. Mr. Ottensmeyer was appointed to the Board in January 2024 as a nonemployee director, while Ms. Simpson is currently President of the Company and has been nominated in connection with her appointment as incoming Chief Executive Officer of the Company effective in July 2024. The Board believes that these director nominees are well-qualified and experienced to direct and manage the Company's operations and business affairs and will represent the interests of the shareholders as a whole. Biographical information on each of these nominees is set forth below in "Nominees for Director."

As further discussed below, two of our current directors, Wayne Garrison and Kirk Thompson, will each transition to the newly formed role of Honorary Founding Director upon the expiration of their current term as a director at our 2024 Annual Meeting and, thus, are not standing for reelection to the Board. If any director nominee becomes unavailable for election, which is not anticipated, the named proxies will vote for the election of such other person as the Board may nominate, unless the Board resolves to reduce the number of directors to serve on the Board and thereby reduce the number of directors to be elected at the Annual Meeting.

The Board of Directors unanimously recommends a
vote **FOR** each of the director nominees listed herein

INFORMATION YOU NEED TO MAKE AN INFORMED DECISION

Directors And Executive Officers Of The Company

Number of Directors and Term of Directors and Executive Officers

The Second Amended and Restated Bylaws of J.B. Hunt Transport Services, Inc., as amended (the Bylaws), provide that the number of directors shall not be less than three or more than 12, with the exact number to be fixed by the Board. In 2023, the Board consisted of nine directors. On January 12, 2024, the Board approved an increase in the size of the Board to ten directors and appointed Patrick Ottensmeyer to the tenth director position. On February 28, 2024, the Board voted to reduce the number of directors constituting the whole Board back to nine directors, effective upon the election of directors at the 2024 Annual Meeting. Directors serve a term of one year from their election date to the Annual Meeting.

Directors are elected by a majority of votes cast with respect to each director, provided that the number of nominees does not exceed the number of directors to be elected.

At the Company's Annual Meeting, the shareholders of the Company elect successors for directors whose terms have expired. The Board elects members to fill new membership positions and vacancies in unexpired terms on the Board. No director will be eligible to stand for re-election or be elected to a vacancy once he or she has reached 72 years of age. Executive officers are elected by the Board and hold office until their successors are elected and qualified or until their earlier death, retirement, resignation or removal.

Nominees For Director

Terms expire 2025



Francesca M. Edwardson

Age: 66

Director Since: 2011

Committees Upon Election: Audit Committee, Nominating and Corporate Governance Committee

Principal Occupation: American Red Cross of Chicago and Northern Illinois (retired)

Recommendation: The Board has determined that Ms. Edwardson continues to qualify to serve as a Director of the Company based on her lengthy and successful experience in both the transportation industry and legal environment, which provide respected insight and guidance to both the Board and management.

Experience: Ms. Edwardson retired as the Chief Executive Officer of the American Red Cross of Chicago and Northern Illinois, a business unit of the American Red Cross, in 2016, a position she held since 2005. She previously served as Senior Vice President and General Counsel for UAL Corporation, a predecessor company to United Airlines Holdings, Inc. She has also been a partner in the law firm of Mayer Brown and the Executive Director of the Illinois Securities Department. Ms. Edwardson is a graduate of Loyola University in Chicago, Illinois, holding degrees in economics and law.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): Duluth Holdings, Inc. (Chair of Compensation Committee)

Other Directorships – Private Organizations (Prev. 5 Yrs.): Lincoln Park Zoo (Board Chair)

Family Relationships: None



Sharilyn S. Gasaway

Age: 55

Director Since: 2009

Committees Upon Election: Audit Committee (Chair), Executive Compensation Committee, Nominating and Corporate Governance Committee

Principal Occupation: Alltel Corp. (retired)

Recommendation: The Board has determined that Ms. Gasaway's experience in accounting, finance, mergers and acquisitions, and regulatory matters, all gained through her extended tenures within the financial environment, which provide unquestionable value to the Company, qualify her to continue to serve as a Director of the Company.

Experience: Ms. Gasaway served as Executive Vice President and Chief Financial Officer of Alltel Corp., the Little Rock, Arkansas-based Fortune 500 wireless carrier, from 2006 to 2009. She was part of the executive team that spearheaded publicly traded Alltel's transition through the largest private equity buyout in the telecom sector and was an integral part of the successful combination of Alltel and Verizon. She also served as Alltel's Corporate Controller and Principal Accounting Officer from 2002 to 2006. Joining Alltel in 1999, she served as Director of General Accounting, Controller, and Vice President of Accounting and Finance. Prior to joining Alltel, she worked for eight years at Arthur Andersen LLP. Ms. Gasaway has a degree in accounting from Louisiana Tech University and is a Certified Public Accountant.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): Genesis Energy, LP (Chair of Audit Committee), Waddell & Reed Financial, Inc. (Chair of Audit Committee) (No longer publicly traded)

Other Directorships – Private Organizations (Prev. 5 Yrs.): Louisiana Tech University Foundation, Louisiana Tech University College of Business Advisory Board, Arkansas Children's, Inc., Arkansas Children's Foundation

Family Relationships: None



Thad (John B., III) Hill

Age: 56

Director Since: 2021

Committees Upon Election: Executive Compensation Committee (Chair), Nominating and Corporate Governance Committee

Principal Occupation: Calpine Corporation

Recommendation: The Board has determined that Mr. Hill's expertise in financial and capital markets and experience leading a diverse and geographically dispersed workforce qualify him to serve as a Director of the Company.

Experience: Mr. Hill is President and Chief Executive Officer for Calpine Corporation (Calpine), one of the nation's largest independent competitive power companies, operating power plants and retail businesses in 22 states and Ontario, Canada. Mr. Hill has led Calpine since 2014, when he was promoted from President and Chief Operating Officer to his current position. Prior to joining Calpine, he was Executive Vice President of NRG Energy and President of NRG Texas, where he was responsible for NRG's largest regional business. Mr. Hill received his Bachelor of Arts degree from Vanderbilt University magna cum laude and his Master of Business Administration degree from the Amos Tuck School of Dartmouth College, where he was elected an Edward Tuck Scholar.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): Calpine Corporation (No longer publicly traded)

Other Directorships – Private Organizations (Prev. 5 Yrs.): Amos Tuck School of Dartmouth College, Episcopal High School, Greater Houston Partnership

Family Relationships: None



Bryan Hunt

Age: 65

Director Since: 1991

Committees Upon Election: None

Principal Occupation: Hunt Automotive Group

Recommendation: The Board has determined that Mr. Hunt's historical and current knowledge of the company and valuable contributions to the Board of J.B. Hunt since 1991 continue to qualify him to serve as a Director of the Company.

Experience: Mr. Hunt served as an employee of the Company from 1983 through 1997. He is the Managing Member of Progressive Car Finance, a private company that provides financing for automobile dealers; and 71B Auto Auction and 71B Mobile Auto Auction, both private companies engaged in the auction of automobiles, trucks, boats and other motor vehicles to dealers and the general public in Arkansas and Kansas. A graduate of the University of Arkansas, he has degrees in marketing and transportation.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): PowerBand Solutions, Inc.

Other Directorships – Private Organizations (Prev. 5 Yrs.): The New School

Family Relationships: Son of co-founders J.B. and Johnelle Hunt

Proposal 1 Election of Directors



Persio Lisboa

Age: 58

Director Since: 2023

Committees Upon Election: Audit Committee, Nominating and Corporate Governance Committee

Principal Occupation: Navistar, Inc. (retired)

Recommendation: The Board has determined that Mr. Lisboa's business and financial expertise and experience leading a large global company qualify him to serve as a Director of the Company.

Experience: Mr. Lisboa retired as President and CEO of Navistar, Inc., a global original equipment manufacturer in the transportation industry, in October 2021. Prior to his ultimate leadership role of the company, Mr. Lisboa's 35-year career with Navistar included management positions in sales and marketing, manufacturing, supply chain and procurement within both domestic and international operations. Mr. Lisboa is a graduate of Pontifícia Universidade Católica de São Paulo where he received a Bachelor of Science degree in business administration with a marketing specialization.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): James Hardie Industries plc (Chairman of Remuneration Committee)

Other Directorships – Private Organizations (Prev. 5 Yrs.): Ascendance Trucks, LLC, Allegiance Trucks, LLC

Family Relationships: None



Patrick Ottensmeyer

Age: 66

Director Since: 2024

Committees Upon Election: Compensation Committee, Nominating and Corporate Governance Committee

Principal Occupation: Kansas City Southern (retired)

Recommendation: The Board has determined that Mr. Ottensmeyer's business and financial expertise and experience leading a Class I railroad qualify him to serve as a Director of the Company.

Experience: Mr. Ottensmeyer served as President and CEO of Kansas City Southern (KCS), a Class I railroad, from 2015 to 2023, until the completion of the merger creating Canadian Pacific Kansas City (CPKC) in 2023. From 2008 to 2015, he was executive vice president of sales and marketing at KCS and served as executive vice president and Chief Financial Officer at the railroad from 2006 to 2008. Mr. Ottensmeyer served as the U.S. Chairman of the U.S. Chamber of Commerce's U.S.-Mexico Economic Council (USMEXCO) from 2019 to 2023. In this role as leader of the U.S.-Mexico CEO Dialogue, he was instrumental in representing business interests during the formation of the United States-Mexico-Canada Agreement (USMCA) from 2017-2020. Mr. Ottensmeyer holds a Bachelor of Science in Finance from Indiana University.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): The Greenbrier Companies

Other Directorships – Private Organizations (Prev. 5 Yrs.): Oaktree Transportation & Infrastructure Fund, U.S. Rail & Logistics, Watco Companies

Family Relationships: None



John N. Roberts, III

Age: 59

Director Since: 2010

Committees Upon Election: None

Principal Occupation: J.B. Hunt Transport Services, Inc.

Recommendation: The Board has determined that Mr. Roberts continues to qualify to serve as a Director of the Company based on his past success while serving as the Company's Chief Executive Officer.

Experience: Mr. Roberts is currently the Company's Chief Executive Officer, a role he has held since 2010, and will become executive Chairman of the Board effective upon his reelection to the Board at our 2024 Annual Meeting. Mr. Roberts plans to retire as Chief Executive Officer of the Company effective July 1, 2024. He will remain Chairman of the Board following his retirement as Chief Executive Officer. A graduate of the University of Arkansas, he served as Chief Executive Officer and President of the Company from 2010 to 2022 and as Executive Vice President and President of Dedicated Contract Services from 1997 to December 31, 2010. Joining the Company in 1989, he began his career as a Management Trainee and subsequently served as an EDI Services Coordinator, Regional Marketing Manager for the Intermodal and Truckload business units, Business Development Executive for DCS, and Vice President of Marketing Strategy for the Company.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): None

Other Directorships – Private Organizations (Prev. 5 Yrs.): Federal Reserve Bank of St. Louis, Arkansas Children's Northwest

Family Relationships: None



James L. Robo

Age: 61

Director Since: 2002

Committees Upon Election: Nominating and Corporate Governance Committee (Chair), Executive Compensation Committee, Independent Lead Director

Principal Occupation: Private Investor

Recommendation: The Board has determined that Mr. Robo's financial expertise, leadership experience, and business experience gained through his leadership of a large complex corporation, qualify him to continue to serve as a Director of the Company.

Experience: Mr. Robo is a private investor and former Chairman and Chief Executive Officer of NextEra Energy, Inc., a leading clean energy company and NextEra Energy Partners, LP, a growth-oriented limited partnership formed by NextEra Energy, Inc. to acquire, manage, and own contracted clean energy projects. Mr. Robo served as Chief Executive Officer of NextEra Energy from 2012 until his retirement in 2022 and as Chairman from 2013 to 2022. Prior to joining NextEra Energy in 2002, Mr. Robo spent ten years at General Electric Company, serving as President and Chief Executive Officer of GE Mexico from 1997 until 1999 and as President and Chief Executive Officer of the GE Capital TIP/ Modular Space division from 1999 until February 2002. From 1984 through 1992, Mr. Robo worked for Mercer Management Consulting. He received a BA summa cum laude from Harvard College and an MBA from Harvard Business School, where he was a Baker Scholar.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): NextEra Energy, Inc., NextEra Energy Partners, LP

Other Directorships – Private Organizations (Prev. 5 Yrs.): Kayne Anderson BDC, Inc. (Chairman)

Family Relationships: None

Proposal 1 Election of Directors



Shelley Simpson

Age: 52

Director Since: Director Candidate

Committees Upon Election: None

Principal Occupation: J.B. Hunt Transport Services, Inc.

Recommendation: The Board has determined that Ms. Simpson's wide-ranging experience in the industry and nearly 30 years with J.B. Hunt in multiple roles provides significant experience to the Company and qualify her to serve as a Director of the Company.

Experience: Ms. Simpson has served as the Company's President since August 2022 and will assume the additional role of Chief Executive Officer upon Mr. Roberts's retirement from the position on July 1, 2024. A graduate of the University of Arkansas, Ms. Simpson joined the Company in 1994 as an hourly Customer Service Representative. Prior to being named President, she served as Executive Vice President of People and Human Resources from 2020 to 2022, Chief Commercial Officer from 2017 to 2022, and President of Highway Services from 2017 until 2020. She previously served separately as President of the Company's Truckload and Integrated Capacity Solutions business segments as well as the Company's Chief Marketing Officer.

Other Directorships - Publicly Held Companies (Prev. 5 Yrs.): None

Other Directorships – Private Organizations (Prev. 5 Yrs.): Mercy Health Foundation NWA

Family Relationships: None

Director Compensation

Nonemployee Director Compensation Program

The Company pays only nonemployee directors for their services as directors. Directors who are also officers or employees of the Company are not eligible to receive any of the compensation described below.

For the annual period between the Company's 2023 and 2024 Annual Meetings, compensation for nonemployee directors serving on the Board was as follows:

- an annual retainer of \$267,500 paid in Company stock, cash or any combination thereof
- an annual retainer of \$20,000, paid in cash, to each member of the Audit Committee
- an annual retainer of \$15,000, paid in cash, to each member of the Executive Compensation Committee
- an annual retainer of \$10,000, paid in cash, to each member of the Nominating and Corporate Governance Committee
- an additional annual retainer of \$25,000, paid in cash, to the Audit Committee Chairperson
- an additional annual retainer of \$25,000, paid in cash, to the Executive Compensation Committee Chairperson
- an additional annual retainer of \$10,000, paid in cash, to the Nominating and Corporate Governance Committee Chairperson
- an annual retainer of \$25,000 paid in cash to the Independent Lead Director

In January 2024, the Executive Compensation Committee reviewed a summary of various compensation packages awarded to directors of the Company's peer group compiled by Meridian Compensation Partners, LLC. Based on this review, the Executive Compensation Committee recommended and the Board of Directors approved the following compensation for the annual period beginning after our 2024 Annual Meeting. All of the following amounts may be paid in Company stock, cash, or any combination thereof at the election of each director:

- an annual retainer of \$280,000
- an annual retainer of \$20,000, to each member of the Audit Committee
- an annual retainer of \$15,000, to each member of the Executive Compensation Committee
- an annual retainer of \$10,000, to each member of the Nominating and Corporate Governance Committee
- an additional annual retainer of \$25,000, to the Audit Committee Chairperson
- an additional annual retainer of \$25,000, to the Executive Compensation Committee Chairperson
- an additional annual retainer of \$10,000, to the Nominating and Corporate Governance Committee Chairperson
- an annual retainer of \$25,000, to the Independent Lead Director

Process for Reviewing and Setting Nonemployee Director Compensation

The Executive Compensation Committee reviews the adequacy and competitiveness of the nonemployee director compensation program annually and makes recommendations to the full Board for approval. Each year, the Committee directs its compensation consultant to provide an independent assessment of the Company's nonemployee director compensation program. The consultant analyzes and compares the Company's program

Proposal 1 Election of Directors

against the same peer group used to benchmark executive officer compensation (see page 55 for further details about the peer group). The Committee targets total nonemployee director compensation levels at a competitive range of peer group total compensation. The Committee also considers total aggregate Board compensation and other factors when making recommendations to the Board for approval.

Chairman of the Board

The role of Chairman of the Board is an employed executive position of the Company. Therefore, the Chairman of the Board participates in all primary compensation components available to executive officers of the Company as discussed in our Compensation Discussion and Analysis of this Proxy Statement, with the exception of short-term cash incentive awards and long-term equity incentive awards. He does not receive any director fees for his service on the Company's Board of Directors.

Board of Director Compensation Paid in Calendar Year 2023

Board Member	Salary (\$)	Fees Paid in Cash (\$)	Fees Paid in Stock (\$)	Restricted Share or Stock Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Francesca M. Edwardson	—	30,000	267,350	—	—	—	—	297,350
Wayne Garrison	—	267,500	—	—	—	—	—	267,500
Sharilyn S. Gasaway	—	70,000	267,350	—	—	—	—	337,350
Thad Hill	—	50,000	267,350	—	—	—	—	317,350
Bryan Hunt	—	267,500	—	—	—	—	—	267,500
Persio Lisboa	—	110,250	187,247	—	—	—	—	297,497
James L. Robo	—	60,000	267,350	—	—	—	—	327,350
Kirk Thompson	443,799	—	—	—	—	—	12,738 ⁽¹⁾	456,537

(1) Includes \$170 taxable allowance for annual physical, \$3,901 taxable allowance for financial counseling services, \$2,010 for gifts and awards, and \$6,657 in Company contributions to 401(k) plan.

In 2023, each nonemployee member of the Board had the choice of receiving his or her base annual retainer of \$267,500 in Company stock, cash, or any combination thereof. Those directors choosing to receive their full retainer in Company stock received 1,572 shares based on the \$170.07 closing market price on April 27, 2023. Persio Lisboa elected to receive 70% of his retainer in stock, totaling 1,101 shares based on the aforementioned closing market price. Wayne Garrison and Bryan Hunt elected to receive their annual retainer in cash.

To more closely align his or her interests with those of the shareholders, each Board member is required to own three times his or her estimated annual compensation in Company stock within five years of his or her initial shareholder election to the Board. All Board members comply with this requirement or are within the applicable five-year accumulation period.

Nonemployee members of the Board did not participate in either a company-sponsored pension or deferred compensation plan in calendar year 2023.



Executive Officers of The Company

Jennifer R. Boattini, 51, joined the Company in 2006 as Director of Litigation and Contract Management and currently serves as Senior Vice President of Legal and Litigation and General Counsel. She also serves as the Company's Corporate Secretary.

Kevin Bracy, 53, joined the Company in 1998 as a Financial Analyst and currently serves as Senior Vice President of Finance and Treasurer.

Darren Field, 53, joined the company in 1994 as a Night Dispatcher and currently serves as President of Intermodal and Executive Vice President.

Spencer Frazier, 53, joined the Company in 1992 as a Management Trainee and currently serves as Executive Vice President of Sales and Marketing.

Craig Harper, 66, joined the Company in 1992 as Vice President of Marketing and served as Chief Sustainability Officer and Executive Vice President up to his retirement from that position effective December 31, 2023. He will continue to serve as a nonemployee consultant to the Company until April 30, 2024. Prior to joining the Company, Mr. Harper worked for Rineco Chemical Industries as its Chief Executive Officer.

Bradley Hicks, 51, joined the Company in 1996 as a Management Trainee and currently serves as President of Highway Services and Executive Vice President of People.

Nicholas Hobbs, 61, joined the Company in 1984 as a Management Trainee and currently serves as Chief Operating Officer, President of Contract Services and Executive Vice President.

David Keefauver, 51, joined the Company in 1995 as a Management Trainee and currently serves as Executive Vice President of Dedicated Contract Services.

John Kuhlrow, 53, joined the Company in 2006 as Assistant Corporate Controller and currently serves as Chief Financial Officer, Chief Accounting Officer, and Executive Vice President. Prior to joining the Company, he was a Senior Audit Manager for KPMG LLP. Mr. Kuhlrow is a Certified Public Accountant.

Eric McGee, 50, joined the Company in 1998 as a National Account Service Monitor and currently serves as Executive Vice President of Highway Services.

Stuart Scott, 57, joined the Company in 2016 as Chief Information Officer and Executive Vice President. Prior to joining the Company, he served as Chief Information Officer at Tempur-Sealy International, Chief Information Officer at Microsoft and Chief Information Officer for various General Electric businesses.

Brian Webb, 55, joined the Company in 2002 as a Business Development Executive and currently serves as Executive Vice President of Final Mile Services.

Greer Woodruff, 61, joined the Company in 1987 as a Management Trainee and currently serves as Executive Vice President of Safety, Sustainability and Maintenance.

Security Ownership of Management

The following table sets forth the beneficial ownership of the Company's common stock as of February 20, 2024, by each of its current and nominated directors, the Named Executive Officers (the NEOs), and all other executive officers and directors as a group. Unless otherwise indicated in the footnotes below, "beneficially owned" means the sole or shared power to vote or direct the voting of a security or the sole or shared power to dispose or direct the disposition of a security.

Owner	Number of Shares Beneficially Owned Directly ⁽¹⁾	Number of Shares Beneficially Owned Indirectly ⁽²⁾	Percent of Class (%) ⁽³⁾
Francesca M. Edwardson	27,309	—	*
Darren Field	26,901	—	*
Wayne Garrison	1,184,744	—	1.2
Sharilyn S. Gasaway	27,772	265	*
Thad Hill	4,476	—	*
Nicholas Hobbs	107,978	168	*
Bryan Hunt	70,697	—	*
John Kuhlow	19,751	—	*
Persio Lisboa	1,101	—	*
Patrick Ottensmeyer	—	—	*
John N. Roberts, III	314,872	—	*
James L. Robo	—	52,212	*
Shelley Simpson	108,337	49,656	*
Kirk Thompson	28,259	—	*
All executive officers and directors as a group (23)	2,099,500	103,945	2.1

*Less than 1 percent

(1) Includes shares owned by the director or executive officer that are:

- (a) held in a 401(k) or deferred compensation account
- (b) held in trusts for the benefit of an immediate family member for which the director or executive officer is the trustee
- (c) pledged shares and corresponding outstanding loan balances are as shown below:

	Pledged Shares	Outstanding Balance
Darren Field	5,992	\$500,000
John Kuhlow	2,665	\$55,000
John N. Roberts, III	217,028	\$1,155,116
Kirk Thompson	8,000	\$700,000
All Executive Officers and directors as a group	241,284	\$2,410,116

Our share pledging policy is further discussed in the Stock Pledging section of the Compensation Discussion and Analysis on page 57.

(2) Indirect beneficial ownership includes shares owned by the director or executive officer:

- (a) as beneficiary or trustee of a personal trust
- (b) by a spouse or as trustee or beneficiary of a spouse's trust
- (c) held in trusts for the benefit of an immediate family member for which the director or executive officer's spouse is the trustee
- (d) in a spouse's retirement account

(3) Calculated on the basis of 103,298,462 shares of common stock outstanding of the Company on February 20, 2024.

Corporate Governance

We believe that good corporate governance helps to ensure that the Company is managed for the long-term benefit of our shareholders. We continually review and consider our corporate governance policies and practices, the SEC's corporate governance rules and regulations, and the corporate governance listing standards of NASDAQ, the stock exchange on which our common stock is traded. Key corporate governance principles observed by the Board and Company include:

- maintaining a Board composed of a majority of directors who satisfy the criteria for independence under the NASDAQ listing standards,
- establishment of the position of Independent Lead Director,
- utilization of independent director executive session meetings,
- requiring that all committees of the Board be comprised solely of independent directors,
- establishment of formal charters outlining the purpose, composition, and responsibility of each committee of the Board,
- granting authority to all committees of the Board to retain outside, independent advisors and consultants as needed,
- establishment of qualification guidelines for director nominees,
- continual evaluation of current director performance and qualifications,
- limitation and preapproval of director membership on other corporate boards,
- maintaining Board diversity in both gender and ethnic representation,
- review of the Company's plan for succession of management,
- adoption of Corporate Governance Guidelines, including director attendance expectations, and
- adoption of a formal Code of Ethical and Professional Standards applicable to all directors, officers, and employees of the Company.

You can access and print the Charters of our Audit Committee, Executive Compensation Committee, and Nominating and Corporate Governance Committee (Corporate Governance Committee), as well as our Corporate Code of Ethical and Professional Standards for Directors, Officers and Employees, Whistleblower Policy, and other Company policies and procedures required by applicable law, regulation, or NASDAQ corporate governance listing standards on the "Corporate Governance" page of the "Corporate Responsibility" section of our website at jbhunt.com. Additionally, you can request copies of any of these documents by writing to our Corporate Secretary at the following address:

J.B. Hunt Transport Services, Inc.

Attention: Corporate Secretary
615 J.B. Hunt Corporate Drive
Lowell, Arkansas 72745

Director Independence

The Board is composed of a majority of directors who satisfy the criteria for independence under the NASDAQ corporate governance listing standards. In determining independence, each year the Board affirmatively determines, among other items, whether the directors have no material relationship with the Company or any of its subsidiaries pursuant to the NASDAQ corporate governance listing standards. When assessing the “materiality” of a director’s relationship with the Company, if any, the Board considers all relevant facts and circumstances, not merely from the director’s standpoint, but from that of the persons or organizations with which the director has an affiliation and the frequency or regularity of the services, whether the services are being carried out at arm’s length in the ordinary course of business, and whether the services are being provided substantially on the same terms to the Company as those prevailing at the time from unrelated parties for comparable transactions. Material relationships can include commercial, banking, industrial, consulting, legal, accounting, charitable, and familial relationships. The Board also considers any other relationship that could interfere with the exercise of independence or judgment in carrying out the duties of a director.

Applying these independence standards, the Board has determined that Francesca M. Edwardson, Sharilyn S. Gasaway, Thad Hill, Persio Lisboa, Patrick Ottensmeyer, and James L. Robo are all independent. After due consideration, the Board has determined that none of these current or nominated nonemployee directors have a material relationship with the Company or any of its subsidiaries (either directly or indirectly as a partner, shareholder, or officer of any organization that has a relationship with the Company or any of its subsidiaries) and that they all meet the criteria for independence under the NASDAQ corporate governance listing standards.

Risk Management and Oversight

As previously described in their biographies, current members and director nominees of our Board represent diverse backgrounds of business and academic experience. The Board, as a whole, performs general risk oversight of the Company; however, each committee of the Board administers various aspects of the risk oversight function, including with respect to certain specific risk areas. For example, the Audit Committee reviews with management and the internal auditor the Company’s risk management policies and processes and oversees the Company’s major financial risk exposures, cybersecurity risks and any fraud risks. The Compensation Committee monitors and annually evaluates any risks with respect to the Company’s executive compensation arrangements. The Nominating and Corporate Governance Committee oversees the Company’s social and environmental risks. The Board believes that the current and nominated members each possess unique yet complementary experiences and backgrounds that create diverse points of view, opinions, personalities, and management styles that allow for the proper risk management and oversight of the Company.

Independent Lead Director

The Board has established the position of Independent Lead Director, to which James L. Robo was appointed. The Independent Lead Director directs the executive sessions of independent directors at the Board meetings at which the Chairman is not present and has authority to call meetings of independent directors. The Independent Lead Director facilitates communication between the Chairman, the CEO, and the independent directors, as appropriate, and performs such other functions as the Board directs.

Independent Director Meetings

Independent directors generally meet in executive session as part of each regularly scheduled Board meeting, with discussion led by the Independent Lead Director.

Director Recommendations by Shareholders

In addition to recommendations from Board members, management, or professional search firms, the Corporate Governance Committee will consider director candidates properly submitted by shareholders who individually or as a group have beneficially owned at least 2% of the outstanding shares of the Company's common stock for at least one year from the date the recommendation is submitted. For director candidate recommendations to be included in the annual proxy statement, shareholders must submit recommendations in writing by certified mail to the Company's Corporate Secretary delivered not less than 120 days prior to the first anniversary of the date of the Proxy Statement relating to the Company's previous Annual Meeting. Accordingly, for the 2025 Annual Meeting of Shareholders, director candidates must be submitted to the Company's Corporate Secretary on or before November 14, 2024. Director candidates submitted by shareholders must contain at least the following information:

- the name and address of the shareholder or group of shareholders making the recommendation (Recommending Shareholder),
- the number of shares of the Company's common stock beneficially owned by the Recommending Shareholder and the dates such shares were purchased,
- if the Recommending Shareholder is not the registered holder of such shares, proof of beneficial ownership of such shares in compliance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934, as amended,
- the name, age, business address, and residence of the recommended director candidate (Candidate),
- the principal occupation or employment of the Candidate for the past five years,
- a description of the Candidate's qualifications to serve as a director, including financial expertise and why the Candidate does or does not qualify as "independent" under the NASDAQ corporate governance listing standards,
- the number of shares of the Company's common stock beneficially owned by the Candidate, if any, and
- a description of the arrangements or understandings between the Recommending Shareholder and the Candidate, if any, or any other person pursuant to which the Recommending Shareholder is making the recommendation.

In addition, the Recommending Shareholder and the Candidate must submit, with the recommendation, a signed statement agreeing and acknowledging that:

- the Candidate consents to being a director candidate and, if nominated and elected, he or she will serve as a director representing all of the Company's shareholders in accordance with applicable laws and the Company's Articles of Incorporation and Bylaws,
- the Candidate, if elected, will comply with the Company's Corporate Governance Guidelines and any other applicable rules, regulations, policies, or standards of conduct applicable to the Board and its individual members,
- the Recommending Shareholder will maintain beneficial ownership of at least 2% of the Company's issued and outstanding common stock through the date of the Annual Meeting for which the Candidate is being recommended for nomination and that, upon the Candidate's nomination and election to the Board, the Recommending Shareholder intends to maintain such ownership throughout the Candidate's term as director, and
- the Recommending Shareholder and the Candidate will promptly provide any additional information requested by the Corporate Governance Committee and/or the Board to assist in the consideration of the Candidate, including a completed and signed Questionnaire for Directors and Officers on the Company's standard form and an interview with the Corporate Governance Committee or its representative.

For a complete list of the information that must be included in director recommendations submitted by shareholders, please see the “Directorship Guidelines and Selection Policy” on the “Corporate Governance” page of the “Corporate Responsibility” section of our website at jbhunt.com. The Corporate Governance Committee will consider all Candidates submitted through its established processes and will evaluate each of them, including incumbents, based on the same criteria. In the event a Candidate of a Recommending Shareholder is subsequently nominated by the Corporate Governance Committee and the Board, included in the Company’s Proxy Statement, and does not receive at least 25% of the votes cast in the related election of Directors, the Candidate is prohibited from again serving as a Candidate for four years from the date of the annual meeting in question.

If a shareholder desires to nominate a director candidate for election at the Annual Meeting to be included in the Company’s proxy materials (using “proxy access”) but does not intend to recommend the candidate for consideration by the Corporate Governance Committee as part of the Board’s slate of director nominees, such shareholder must comply with the procedural and informational requirements described in Section 2.14 of the Company’s Bylaws. If a shareholder desires to nominate a director candidate for election at the Annual Meeting but does not intend to recommend the candidate for consideration by the Corporate Governance Committee as part of the Board’s slate of director nominees or to use the proxy access provisions to include the candidate in the Company’s proxy materials for the Annual Meeting, such shareholder must comply with the procedural and informational requirements described in Section 2.13 of the Company’s Bylaws. A copy of the Company’s Bylaws may be obtained upon written request to the Corporate Secretary of the Company.

The policies and procedures as set forth above are intended to provide flexible guidelines for the effective functioning of the Company’s director nomination process. The Board intends to review these policies and procedures periodically and anticipates that modifications may be necessary from time to time as the Company’s needs and circumstances change.

Board Composition and Director Qualifications

The Corporate Governance Committee periodically assesses the appropriate size and composition of the Board and whether any vacancies on the Board are expected. In the event that vacancies are anticipated or otherwise arise, the Corporate Governance Committee will review and assess potential director candidates. The Corporate Governance Committee utilizes various methods for identifying and evaluating candidates for director. Candidates may come to the attention of the Corporate Governance Committee through recommendations of Board members, management, shareholders, or professional search firms. Generally, director candidates should, at a minimum:

- possess relevant business and financial expertise and experience, including a basic understanding of fundamental financial statements,
- have exemplary character and integrity and be willing to work constructively with others,
- have sufficient time to devote to Board meetings and consultation on Board matters, and
- be free from conflicts of interest that violate applicable law or interfere with director performance.

In addition, the Corporate Governance Committee seeks director candidates who possess the following qualities and skills:

- the capacity and desire to represent the interests of the Company’s shareholders as a whole,
- diverse backgrounds with respect to business experience, professional expertise and knowledge, individual perspectives, gender, and ethnicity that support Board dynamics and effectiveness,
- leadership experience and sound business judgment,
- accomplishments in their respective field, with superior credentials and recognition,

- experience in skillful management or oversight of a publicly held company,
- personal and professional reputation for industry, integrity, honesty, candor, fairness, and discretion,
- willingness and ability to devote sufficient time and diligence towards the fulfillment of responsibilities,
- free from any conflict of interest,
- knowledge of the critical aspects of the Company's business and operations, and
- the ability to contribute to the mix of skills, core competencies, diversity, and qualifications of the Board through expertise in one or more of the following areas:
 - » accounting and finance
 - » mergers and acquisitions
 - » business and management
 - » law
 - » academia
 - » strategic planning
 - » investor relations
 - » executive leadership development
 - » executive compensation
 - » service as a senior officer of, or a trusted adviser to senior management of, a publicly held company.

The current and nominated independent members of the Board each possess the general skills, experience, attributes, and qualifications that make them a proper fit for the Company's Board as described above. Specific strengths and qualities possessed by each member that makes him or her eligible to serve on the Company's Board include:

Francesca M. Edwardson – business experience in the transportation industry, law, human resources, and corporate governance

Sharilyn S. Gasaway – accounting, finance, mergers and acquisitions, and regulatory experience

Thad Hill – financial expertise in capital markets and business experience managing a diverse and geographically dispersed workforce

Persio Lisboa – financial expertise and business experience leading a large global corporation in the transportation equipment industry

Patrick Ottensmeyer – business and financial experience in the railroad industry and international markets

James L. Robo – financial expertise, leadership experience, and business experience related to equipment and the transportation industry

Mr. Hunt, Mr. Roberts, and Ms. Simpson, as nonindependent directors, have extensive work experience and history with the Company, which the Board believes is critical to its composition.

Overboarding

To further facilitate each director's ability to effectively serve as a member of the Board, each director is limited to serving on no more than four boards of directors of publicly held companies in total, including that of the Company.



In addition, a director is required to obtain Board approval prior to joining the board of another publicly held company, which allows the Board to exercise its judgment regarding various considerations and potential conflicts of interest.

Board Diversity

As indicated by the criteria above, the Board prefers a mix of background and experience among its members. Furthermore, our current and nominated Board is diverse both in gender and ethnic representation, with 40% or more of our current and nominated members reflecting female or minority demographics. The Board does not follow any ratio or formula to determine the appropriate mix. Rather, it uses its judgment to identify nominees whose backgrounds, attributes, and experiences, taken as a whole, will contribute to the high standards of Board service to the Company. The effectiveness of this approach is evidenced by the directors' participation in insightful and robust yet mutually respectful deliberation that occurs at Board and Committee meetings.

The table below highlights the current gender identity and demographic background of the members of the Board, in compliance with Nasdaq's Listing Rule 5606:

Board Diversity Matrix (As of February 20, 2024)

Total Number of Directors: 10*

	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	2	8	—	—
Part II: Demographic Backgrounds				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	—	—	—	—
Hispanic or Latinx	—	1	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	2	7	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQIA+			1	
Did Not Disclose Demographic Background			—	

*Consists of current directors.

Board Leadership Structure

The Company split the titles, roles, and responsibilities of the Chairman of the Board and Chief Executive Officer in 1985. The Company and the Board believe that, while the duties may be performed by the same person without consequence to either Company operations or shareholders' interest, separation of duties allows the Chairman to focus more on active participation by the Board and oversight of management, while the Chief Executive Officer is better able to focus on day-to-day operations of the Company. In addition, the Board established over a decade ago the position of Independent Lead Director. We believe having an Independent Lead Director further strengthens

the Board's independent decision-making by having a designed lead director to chair executive sessions of the independent directors, facilitate communication between the Chairman, the CEO, and the independent directors, as appropriate, and serve as a general liaison between the independent directors and management.

Communications With the Board

Shareholders and other interested parties may communicate with the Board, Board Committees, or the independent or nonmanagement directors, each as a group or any director individually, by submitting their communications in writing to the attention of the Company's Corporate Secretary. All communications must identify the recipient and author, state whether the author is a shareholder of the Company, and be forwarded to the following address via certified mail:

J.B. Hunt Transport Services, Inc.

Attention: Corporate Secretary
615 J.B. Hunt Corporate Drive
Lowell, Arkansas 72745

The directors of the Company have instructed the Corporate Secretary not to forward to the intended recipient any communications that are reasonably determined in good faith by the Corporate Secretary to relate to improper or irrelevant topics or that are substantially incomplete.

Board Meetings and Annual Meeting Attendance

The Board held five scheduled meetings during the 2023 calendar year. All current directors attended all of the Board meetings and committee meetings on which each served during 2023. All nine current Board members that were nominated for election in 2023 attended the 2023 Annual Meeting of Shareholders. The Company has adopted Corporate Governance Guidelines which stress the importance of attendance, director preparedness, and active and effective participation at Board and Board Committee meetings, as well as the Annual Meeting of Shareholders.

Board Committees

Standing committees of the Board include the Audit, Executive Compensation, and Corporate Governance committees. Committee members are elected annually by the Board and serve until their successors are elected and qualified or until their earlier death, retirement, resignation, or removal.

The following table summarizes the membership of the Board and each of its committees and the number of times each met during calendar year 2023:

Director	Audit	Executive Compensation	Corporate Governance
Francesca M. Edwardson	X		X
Sharilyn S. Gasaway	Chair	X	X
Thad Hill		Chair	X
Persio Lisboa	X		X
James L. Robo		X	Chair
Number of Meetings in 2023	9	3	3



The Board appointed Patrick Ottensmeyer as a tenth director and a member of the Executive Compensation Committee on January 12, 2024. On January 18, 2024, the Corporate Governance Committee recommended, and the Board approved, the following committee assignments for the annual period beginning after our 2024 Annual Meeting:

Director	Audit	Executive Compensation	Corporate Governance
Francesca M. Edwardson	X		X
Sharilyn S. Gasaway	Chair	X	X
Thad Hill		Chair	X
Persio Lisboa	X		X
Patrick Ottensmeyer		X	X
James L. Robo		X	Chair

Honorary Founding Director

On February 28, 2024, the Board of Directors established the position of Honorary Founding Director and appointed Wayne Garrison and Kirk Thompson to this position effective upon their retirement from the Board at our 2024 Annual Meeting. An Honorary Founding Director serves as an advisor to the Board and executive Management in an employee capacity reporting to the Chairman of the Board.

Upon invitation by the Board, an Honorary Founding Director may attend all meetings of the Board of Directors and its committees, excluding executive sessions, and will receive access to information and materials provided to the Board. Honorary Founding Directors are not entitled to vote on or consent to any action of the Board or be considered in determining whether a quorum of the Board is present. An Honorary Founding Director does not have any responsibilities of and is not deemed to be a member of the Board of Directors. Each Honorary Founding Director serves until his resignation or removal by a vote of the majority of the Board of Directors.

Audit Committee

Under the terms of its charter, the Audit Committee oversees the Company's accounting and financial reporting processes, internal audit functions and risk management policies and practices, and the audit of the Company's financial statements and internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee relies on the expertise and knowledge of the Company's management, internal auditors, and the independent registered public accounting firm.

In fulfilling its duties, the Audit Committee, among other things, shall:

- select, appoint, retain, terminate, compensate, and oversee the work of the independent registered public accounting firm serving as the Company's independent auditors,
- approve all audit engagement fees and terms and pre-approve, or establish procedures for pre-approval of, all services provided by the independent auditors or other registered public accounting firm,
- select, appoint, retain, terminate, compensate, and oversee the work of any other registered public accounting firm engaged to prepare or issue an audit report or perform other audit, review, or attest services for the Company,
- review the qualifications, performance, independence, and objectivity of the independent auditors,
- annually review the independent auditors' report on its internal quality control procedures and any material issues raised by the most recent internal quality control review, peer review, or Public Company Accounting Oversight Board review or inspection,
- review and discuss with the independent auditors their responsibilities, overall audit strategy, the scope and timing of the annual audit, any significant risks identified, and the results, including significant findings, of the audit,
- review and discuss with the independent auditors all critical accounting policies and practices to be used in the audit, alternative treatments of financial information within generally accepted accounting principles, and other material written communications between auditors and management,
- review, discuss with the independent auditors, and approve the functions of the Company's internal audit department,
- review and discuss with the independent auditors and management any audit problems or difficulties, significant disagreements with management, and management's response to any such problems, difficulties or disagreements; and resolve any disagreements between the Company's auditors and management,
- review with management and the independent auditors any major issues regarding accounting principles and financial statement presentation, any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements,
- review with management, the internal audit department, and the independent auditors the adequacy and effectiveness of the Company's internal controls over financial reporting and any fraud involving management or other employees with a significant role in such internal controls,
- review and discuss with management and the independent auditors the Company's disclosure relating to its internal controls over financial reporting and the independent auditors' report on the effectiveness of the Company's internal controls over financial reporting to be included in the Company's annual report on Form 10-K,
- review and discuss with the independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties,

- review the scope and performance of the department’s internal audit plan and review and approve the hiring or dismissal of the internal audit manager,
- review and discuss with management and the internal audit department the risks faced by the Company and the policies, guidelines and processes by which management assesses and manages the Company’s risks,
- review with management annually the Company’s cybersecurity and other information technology risks, controls and procedures,
- review with the General Counsel and outside legal counsel, where appropriate, any legal and regulatory matters, including legal cases against or regulatory investigations of the Company and its subsidiaries, that could have a significant impact on the Company’s financial statements,
- review and discuss with the independent auditors and management the Company’s annual and quarterly financial statements, including disclosures made in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” set forth in periodic reports filed with the SEC,
- review and discuss earnings news releases with management and the independent auditors,
- prepare, or oversee the preparation of, a report of the Committee to be included in the Company’s Proxy Statement,
- establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters,
- annually review and assess the adequacy of the Committee’s charter and recommend any proposed changes to the Board for approval,
- annually conduct a self-evaluation of its performance, and
- otherwise comply with its responsibilities and duties as set forth in the Company’s Audit Committee Charter.

The Board has determined that each member of the Audit Committee satisfies the independence and other requirements for audit committee membership of the NASDAQ corporate governance listing standards and Securities and Exchange Commission (SEC) requirements. The Board has also determined that the majority of the members of the Audit Committee have the attributes of an audit committee financial expert as defined by the SEC. The Board determined that these members acquired such attributes through their experience in preparing, auditing, analyzing, or evaluating financial statements, or actively supervising one or more persons engaged in such activities, and their experience of overseeing or assessing the performance of companies and public accountants with respect to preparation, auditing, or evaluation of financial statements. For additional information concerning the Audit Committee, see “Report of the Audit Committee” set forth below.

Executive Compensation Committee

The Executive Compensation Committee (the Compensation Committee) shall:

- review and approve annually the Company’s stated compensation strategy, including the annual corporate goals and objectives of the Chairman of the Board, the Chief Executive Officer, and the other executive officers,
- determine and approve base salary compensation of the Company’s executive officers,
- determine and approve annual equity-based awards for the Company’s officers, as defined under Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act), with the exception of the Chairman of the Board and the Chief Executive Officer,
- evaluate and recommend to the independent members of the Board, for their approval, base salary and annual equity-based awards for the Chairman of the Board and the Chief Executive Officer,
- review annually and recommend to the Board the compensation for members of the Board,
- review and approve the annual performance goals and objectives of the Company’s executive officers, including the Chief Executive Officer,
- establish and certify the achievement of performance goals,
- oversee the Company’s incentive compensation and equity-based compensation plans,
- assess the adequacy and competitiveness of the Company’s executive and director compensation programs,
- review and discuss with management the Compensation Discussion and Analysis and recommend whether such analysis should be included in the Proxy Statement filed with the SEC,
- produce an Annual Report on executive compensation for inclusion in the Company’s Proxy Statement,
- review and approve any employment agreements, severance agreements or arrangements, retirement arrangements, change in control agreements/provisions, and any special or supplemental benefits for each officer of the Company,
- approve, disapprove, modify, or amend any non-equity compensation plans designed and intended to provide compensation primarily for officers,
- make recommendations to the Board regarding adoption of equity-based compensation plans,
- administer, modify, or amend equity-based compensation plans,
- review and recommend to the Board the frequency with which the Company will conduct Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve any proposals related thereto,
- review annually whether the Company’s executive compensation arrangements could create any material risks to the Company and evaluate policies and practices that could mitigate any such risk,
- determine stock ownership guidelines for the executive officers, recommend stock ownership guidelines for the Chairman of the Board, the Chief Executive Officer, and members of the Board, and monitor compliance with such guidelines, and
- otherwise comply with its responsibilities and duties as set forth in the Company’s Compensation Committee Charter.

None of the individuals currently serving or nominated to serve on the Compensation Committee has ever been an officer or employee of the Company. The Board has determined that all current and nominated members of the Compensation Committee satisfy the independence requirements of the NASDAQ corporate governance listing standards.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee (the Corporate Governance Committee) shall:

- annually review the Company's Corporate Governance Guidelines and policies,
- assist the Board in identifying, screening, and recruiting qualified individuals to become Board members,
- propose nominations for Board membership and committee membership,
- assess the composition of the Board and its committees,
- oversee the performance of the Board and committees thereof, and provide recommendations to the Board to enhance the Board's effectiveness,
- review the Company's plan for succession of management,
- monitor compliance with the Company's corporate code of ethics for directors, executive officers, and employees and oversee its implementation and enforcement,
- review the Company's corporate code of ethics on an annual basis, or more frequently if appropriate, and recommend any changes as necessary to the Board,
- oversee the Company's strategies addressing environmental and social issues and risks,
- oversee and monitor the Company's policies, activities, and expenditures with respect to government lobbying and advocacy and political contributions,
- approve and review pledges of the Company's common stock by directors and officers in accordance with the Company's Insider Trading Policy,
- monitor diversity and inclusion among the Company's workforce and provide annual updates to the Board,
- review any director resignation letter tendered in accordance with the Company's director resignation policies, and evaluate and recommend to the Board whether such resignation should be accepted,
- review and approve all related-party transactions (as required by law, NASDAQ rules, or SEC regulations),
- annually conduct a self-evaluation of its performance, and
- otherwise comply with its responsibilities and duties as set forth in the Company's Corporate Governance Committee Charter.

The Board has determined that all current and nominated members of the Corporate Governance Committee satisfy the independence requirements of the NASDAQ corporate governance listing standards.

Code of Business Conduct and Ethics

The Board has adopted a Corporate Code of Ethical and Professional Standards for Directors, Officers and Employees (the Code of Ethics) that applies to all of the Company's directors, officers, and employees. The purpose and role of this Code of Ethics is to focus our directors, officers, and employees on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical or unlawful conduct, and help enhance and formalize our culture of integrity, honesty, and accountability. As required

by applicable law, the Company will post on the “Corporate Governance” page of the “Corporate Responsibility” section of its website at jbhunt.com any amendments to or waivers of any provision of this Code of Ethics made for the benefit of executive officers or directors of the Company.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines and policies to assist it in exercising its responsibilities to the Company and its shareholders. These guidelines and policies address, among other items, director qualifications and responsibilities, Board Committees, and nonemployee director compensation.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires each director, officer, and any individual beneficially owning more than 10% of the Company’s common stock to file with the SEC reports of security ownership and reports on subsequent changes in ownership. These reports are generally due within two business days of the transaction giving rise to the reporting obligation.

To the Company’s knowledge, based solely on a review of such reports filed electronically with the SEC and written representations from the reporting persons that no other reports were required, all Section 16(a) filings were made in a timely manner.

Certain Relationships and Related-Party Transactions

The Corporate Governance Committee is charged with the responsibility of reviewing and preapproving all related-party transactions (as defined in SEC regulations) and periodically reassessing any related-party transaction entered into by the Company. The Committee does not currently have any formal policy or procedures with respect to its review and approval of related-party transactions but considers each such transaction or proposed transaction on a case-by-case basis.

Bryan Hunt, one of our current directors, is the son of Johnelle Hunt, a principal shareholder of the Company.

Two sons-in-law of Kirk Thompson, Chairman of the Board of the Company, were employed by the Company in calendar year 2023. The first earned \$363,432 and the second earned \$259,787 in 2023 compensation. Jennifer R. Boattini’s former husband was employed by the Company in calendar year 2023 and earned \$561,192 in 2023 compensation.

During 2023, the Company earned \$42.8 million in revenue for transportation services provided to its customer Simmons Foods, Inc. The brother of John Roberts, Chief Executive Officer, is employed by Simmons Foods, Inc. as a Senior Vice President – Marketing, Business Development & Sales Operations, Pet Food. Mr. Roberts was not involved in the solicitation or establishment of these services, which were provided at arm’s length in the ordinary course of business and were provided substantially on the same terms as those of unrelated parties for comparable transactions.

Additionally during 2023, the Company procured \$1.5 million in third-party purchased transportation services from Prosport Express, Inc. The son of John Roberts, Chief Executive Officer, is a Director of Sales at Prosport Express. Mr. Roberts was not involved in the solicitation or establishment of these services, which were provided at arm’s length in the ordinary course of business and were provided substantially on the same terms as those of unrelated parties for comparable transactions.

On February 28, 2024, the Board of Directors appointed two of our current directors, Wayne Garrison and Kirk Thompson, to a newly established position of Honorary Founding Director effective upon their retirement from the Board at our 2024 Annual Meeting. Each Honorary Founding Director will serve as an advisor to the Board and executive Management in an employee capacity reporting to the Chairman of the Board and will receive annual compensation in an amount to be determined from time to time by the Chairman of the Board. The initial annual compensation for each Honorary Founding Director will be determined prior to our 2024 Annual Meeting and will consist of an annual salary, along with general health and welfare benefits as provided to other Company employees.

Compensation Committee Interlocks and Insider Participation

During the 2023 calendar year, none of the Company's executive officers served on the Board of Directors or Compensation Committees of any entity whose directors or officers served on the Company's Board or Compensation Committee. No current or past executive officers or employees of the Company served on the Compensation Committee.



Principal Shareholders of The Company

The following table sets forth all persons known to be the beneficial owner of more than 5% of the Company's common stock as of December 31, 2023. Unless otherwise indicated in the footnotes below, "beneficially owned" means the sole or shared power to vote or direct the voting of a security or the sole or shared power to dispose or direct the disposition of a security.

Name and Address	Number of Shares	Percent of Class
Johnelle Hunt ⁽¹⁾ 3333 Pinnacle Hills Parkway Rogers, AR 72756	18,326,484	17.8%
The Vanguard Group ⁽²⁾ 100 Vanguard Blvd. Malvern, PA 19355	9,397,670	9.5%
BlackRock, Inc. ⁽³⁾ 50 Hudson Yards New York, NY 10001	6,597,065	6.4%
T. Rowe Price Investment Management, Inc. ⁽⁴⁾ 101 East Pratt Street Baltimore, MD 21202	5,456,835	5.3%

(1) Based on the shareholder's Form 5, filed with the SEC on February 12, 2024.

(2) Based on the most recent SEC filing by The Vanguard Group on Schedule 13G/A dated February 13, 2024. Of the total shares shown, the nature of beneficial ownership is as follows: sole voting power, zero shares; shared voting power, 104,629 shares; sole dispositive power, 9,397,670 shares; and shared dispositive power, 346,998 shares. The Company makes no representation as to the accuracy of the information reported in such beneficial ownership reports.

(3) Based on the most recent SEC filing by BlackRock, Inc. on Schedule 13G/A dated January 29, 2024. Of the total shares shown, the nature of beneficial ownership is as follows: sole voting power, 5,950,344, shares; shared voting power, zero shares; sole dispositive power, 6,597,065 shares; and shared dispositive power, zero shares. The Company makes no representation as to the accuracy of the information reported in such beneficial ownership reports.

(4) Based on the most recent SEC filing by T. Rowe Price Investment Management, Inc. on Schedule 13G dated February 14, 2024. Of the total shares shown, the nature of beneficial ownership is as follows: sole voting power, 2,344,193 shares; shared voting power, zero shares; sole dispositive power, 5,456,835 shares; and shared dispositive power, zero shares. The Company makes no representation as to the accuracy of the information reported in such beneficial ownership reports.

Executive Compensation



Compensation Discussion and Analysis

Introduction

This Compensation Discussion & Analysis (CD&A) provides information regarding the compensation paid to our Chief Executive Officer, Chief Financial Officer, and certain other executive officers who were the most highly compensated in calendar year 2023. These individuals, referred to collectively as “named executive officers” or NEOs, are identified below:

- John N. Roberts, III – Chief Executive Officer
- John Kuhlow – Chief Financial Officer, Chief Accounting Officer, and Executive Vice President
- Shelley Simpson – President
- Nicholas Hobbs – Chief Operating Officer, President of Contract Services, and Executive Vice President
- Darren Field – President of Intermodal and Executive Vice President

The Executive Compensation Committee (the Compensation Committee) operates under a written charter adopted by the Board, a copy of which is available on the “Corporate Governance” page of the “Environmental, Social and Governance Reporting” section of the Company’s website at jbhunt.com. In carrying out its responsibilities, the Compensation Committee, among other things:

- evaluates and recommends to the independent Board members, for their approval, the annual salaries and bonuses of the Chairman of the Board and the Chief Executive Officer,
- reviews and approves annual corporate goals and objectives of the Chairman of the Board and the Chief Executive Officer and other Section 16 reporting officers,
- recommends to the independent Board members, for their approval, equity-based compensation awards under the Company’s Management Incentive Plan (the MIP), as amended and restated, for the Chairman of the Board and the Chief Executive Officer,
- reviews and approves equity-based compensation awards under the Company’s MIP, as amended and restated, for the Section 16 reporting officers,
- establishes and certifies the achievement of performance goals under the Company’s incentive and performance-based compensation plans,
- evaluates and recommends to the full Board, for their approval, annual compensation for the Company’s nonemployee directors,
- reviews other Company executive compensation programs,
- reviews and discusses the CD&A with management, and based on such review and discussion, recommends to the Board whether the CD&A should be included in the Proxy Statement,
- reviews and approves the Compensation Committee report to the shareholders and the “say-on-pay” and “say-on-pay” frequency proposals to be included in the Proxy Statement, and
- reviews and discusses whether the Company’s executive compensation arrangements could create any material risks to the Company.

The Chairman of the Board recommends to the Compensation Committee the form and amount of compensation to be paid to the Chief Executive Officer. The Chief Executive Officer provides recommendations to the Compensation Committee regarding the form and amount of compensation to be paid to the other executive officers. Additionally, the Chairman of the Board, the Chief Executive Officer, President, and the Chief Financial Officer regularly attend Compensation Committee meetings, except for executive sessions. Upon request, management has provided to the Compensation Committee historical and prospective breakdowns of primary compensation components for each executive officer, wealth accumulation analyses, and internal pay equity analyses, as described in more detail below.

At our 2023 Annual Meeting, the shareholders approved, on an advisory basis, the compensation of the named executive officers (97.4% of votes cast). The Compensation Committee believes this level of shareholder support reflects a strong endorsement of the Company's compensation policies and decisions. The Compensation Committee has considered the results of the last advisory vote on executive compensation in determining the Company's compensation policies and decisions for 2024 and has determined that these policies and decisions are appropriate and in the best interests of the Company and its shareholders at this time. In addition, at our 2023 Annual Meeting, the shareholders voted for approval of a frequency of holding advisory votes every year with respect to named executive officer compensation (98.2% of votes cast). Accordingly, an advisory vote on executive compensation has been included as Proposal Number Two within this Proxy Statement.

In 2023, the Compensation Committee engaged Meridian Compensation Partners, LLC (Meridian) to review the Company's executive compensation policies and practices. Meridian was also directed to assist with the development of a comparable peer group for executive compensation purposes and to benchmark compensation levels for the NEOs. Meridian is retained by, and reports to, the Compensation Committee to provide compensation analyses and consultation at the Committee's request, and Meridian participated in all of the regularly scheduled Compensation Committee meetings in 2023. The Committee has assessed the independence of Meridian pursuant to applicable SEC and NASDAQ rules and concluded that Meridian's work for the Committee does not raise any conflict of interest.

Historically, the Compensation Committee meets during the first quarter to finalize discussion regarding the Company's performance goals for the previous and current year with respect to performance-based compensation to be paid to executive officers, to review and discuss the CD&A with management, and to approve its report for the Proxy Statement. These goals are approved within 90 days of the beginning of the year. In addition, during this and other regularly scheduled meetings throughout the year, the Compensation Committee meets to:

- discuss any new compensation issues,
- review base compensation, bonus, and MIP award analyses,
- approve the engagement of the compensation consultant for annual executive and director compensation surveys,
- review and discuss information provided by the compensation consultant and the recommendations made by the Chairman of the Board and the Chief Executive Officer,
- review the performance of the Company and the individual officers,
- approve short-term cash bonus and long-term incentive awards, and
- determine executive officers' base salaries.

Management also advises the full Board, including the Compensation Committee members, throughout the year of any new issues and developments regarding executive compensation.

Compensation Philosophy and Principles

The Compensation Committee acknowledges that the transportation industry is highly competitive and that experienced professionals have career mobility. The Company believes that it competes for executive talent with a large number of companies, some of which have significantly larger market capitalizations and others of which are privately owned. Retention of key talent remains critical to our success. The Company's need to focus on retention is compounded by its size and geographic location. The Company's compensation program is structured to attract, retain, and develop executive talent with the ability to assume a broad span of responsibilities and successfully lead complex business units to market-leading positions in the industry. The Compensation Committee believes that the ability to attract, retain, and provide appropriate incentives for professional personnel, including the senior executive officers and other key employees of the Company, is essential to maintaining the Company's leading competitive position, thereby providing for the long-term success of the Company. The Compensation Committee's goal is to maintain compensation programs that are competitive within the transportation industry. Each year, the Compensation Committee reviews the executive compensation program with respect to external competitiveness and linkage between executive compensation and creation of shareholder value and determines what changes, if any, are appropriate.

The overall compensation philosophy of the Compensation Committee and management is guided by the following principles:

- *Compensation levels should be sufficiently competitive to attract and retain key talent.* The Company aims to attract, motivate, and retain high-performance talent to achieve and maintain a leading position in our industry. Our total compensation package should be strongly competitive with other transportation and logistics companies.
- *Compensation should relate directly to performance and responsibility.* Total compensation should be tied to and vary with performance and responsibility, both at the Company and individual level, in achieving financial, operational, and strategic objectives. Differentiated pay for high-performing individuals should be proportional to their contributions to the Company's success.
- *Short-term incentive compensation should constitute a significant portion of total executive compensation.* A large portion of total compensation should be tied to performance, and therefore at risk, as position and responsibility increase. Individuals with greater roles and the ability to directly impact strategic direction and long-term results should bear a greater proportion of the risk.
- *Long-term incentive compensation, the Company's Management Incentive Plan (the MIP), should be closely aligned with shareholders' interests.* Awards of long-term compensation encourage executive officers to focus on the Company's long-range growth and development and incent them to manage from the perspective of shareholders with a meaningful stake in the Company, as well as to focus on long-term career orientation. Participants in the MIP are expected to own Company stock. The expectations are discussed in this CD&A under the caption "Stock Ownership Guidelines."

The Company's executive compensation program is designed to reward the achievement of initiatives regarding growth, productivity, and people, including:

- setting, implementing, and communicating strategies, goals, and objectives to ensure that the Company grows revenue and earnings at rates that are comparable to or greater than those of our peers and that create value for our shareholders,
- motivating and exhibiting leadership that aligns the interests of our employees with those of our shareholders,
- developing a grasp of the competitive environment and taking steps to position the Company for growth and as a competitive force in the industry,
- constantly renewing the Company's business model and seeking strategic opportunities that benefit the Company and its shareholders, and
- implementing a discipline of compliance and focusing on the highest standards of professional conduct.

Process of Setting Compensation

Benchmarking Against a Peer Group

The Compensation Committee engaged Meridian to perform a competitive market assessment for the NEOs to evaluate base salary, target annual incentives, target total cash compensation, long-term incentives, and total direct compensation.

The assessment involved the use of a peer group, as noted below, consisting of 14 transportation and logistics companies in the national marketplace as well as companies of comparable size, complexity of operations, or similar customer base. These companies represent both business competition and the most relevant labor market for our executives.

C.H. Robinson Worldwide, Inc.	CSX Corporation	Expeditors Int'l of Washington, Inc.
Hub Group, Inc.	Knight-Swift Transportation Holdings, Inc.	Norfolk Southern Corporation
Old Dominion Freight Line, Inc.	Republic Services Inc.	Ryder System, Inc.
Schneider National Inc.	Stericycle Inc.	Union Pacific Corporation
Waste Management Inc.	XPO, Inc.	

No changes were made to the peer group in 2023.

Compensation Analysis Tools

In addition to the competitive compensation survey information for each officer that was compiled, the Compensation Committee also reviewed historical executive compensation. The Compensation Committee anticipates that pertinent compensation information will continue to be developed and enhanced to allow the Committee to perform the most relevant analyses practicable.

Our objective for total executive compensation is to target a competitive range around the 50th percentile of the peer group. We believe that a sizeable portion of overall compensation should be at risk and tied to shareholder value. Historically, our bonuses have been tied to operating income, earnings before taxes (EBT), revenue, earnings per share (EPS), or other identified metrics. As performance against these metrics increases, so do executive

Executive Compensation



bonuses. Long-term incentives are used as tools to reward executives for current and future performance, to encourage an executive to remain with the Company, and to align the executive's interests with those of our shareholders. As part of our long-term incentive strategy, executives are expected to maintain stock ownership values as a multiple of their base salaries. Long-term incentives for NEOs are performance-based. While certain components of compensation are directly tied to the Company's reported financial performance, sufficient accounting and operational controls are in place and tested effectively to ensure that the Company's compensation practices and policies, including those for nonexecutives, are not reasonably likely to have a material adverse effect on the Company.

Our Company has a 401(k) plan that assists participants in providing for retirement. The Company contributes to each NEO's account per year based on the NEO's voluntary contribution amount. The accumulated value in unvested equity-based awards and stock owned currently is critical to each executive's ability to adequately provide for his or her retirement.

Long-Term Compensation Analyses and Policies

With respect to long-term, equity-based awards, the Company maintains the MIP. The MIP was originally adopted and approved by the Board on March 17, 1989, and an amended and restated MIP was subsequently approved by the shareholders on May 11, 1995. The MIP has been amended and restated a number of times since its adoption, and all amendments requiring approval of the shareholders have been approved, with the last approval occurring at our Annual Meeting of Shareholders held in 2017. As of December 31, 2023, there were 44 million shares of common stock authorized for issuance under the MIP, of which approximately 3.9 million shares are available for future equity-based awards.

Performance-based restricted share units, time-vested restricted share units, and stock options of the Company may be granted under the MIP in an effort to link future compensation to the long-term financial success of the Company. These equity-based awards are granted to executive officers, including the NEOs, and other key employees and are intended to attract and retain employees, to provide incentives to enhance job performance, and to enable those persons to participate in the long-term success and growth of the Company through an equity interest in the Company.

The Company does not have a formal policy, but has an established practice described below, with respect to the granting of any form of equity compensation. The Company does not have a policy or practice of either timing equity-based compensation grants to current or new executive officers, or timing the release of material, nonpublic information to affect the value of executive compensation. Recommendations for all Section 16 filers, except for the Chairman of the Board and the Chief Executive Officer, are presented to the Compensation Committee by the Chief Executive Officer. The Chairman of the Board recommends to the Compensation Committee the award for the Chief Executive Officer. The Compensation Committee approves or adjusts the award using the above tools for all Section 16 filers, except for the Chairman of the Board and the Chief Executive Officer. The awards for the Chairman of the Board and Chief Executive Officer are recommended by the Compensation Committee and submitted for final approval to the Company's independent Board members. This process occurs during our first-quarter Board and Committee meetings in late January of each year to better coincide with the reporting of annual financial and operating results. We consider this our annual award date. In 2023, annual award grants totaling 345,224 units were made on January 19, 2023, the date of the first-quarter Board meeting of 2023. Grants have been made in months other than the annual award dates on a limited basis. The limited exceptions to this grant-date practice have included, for example, the hiring or the promotion of an employee into a stock-eligible position.

As stated above, the Company does not have a policy or practice of timing the grant of equity-based awards and the release of material, nonpublic information in a manner that would affect compensation for new or current executive officers, nor has it deliberately or knowingly done so. In the event that material, nonpublic information

becomes known to the Compensation Committee, the Company, or its employees at a time when such information could affect or otherwise impact the imminent grant of equity-based compensation, management and the Compensation Committee will take the existence of such information under advisement and determine whether to delay the grant of such equity-based compensation to a later date to avoid the appearance of any impropriety.

Deductibility of Compensation and Other Regulatory Considerations

Section 162(m) of the Internal Revenue Code, as amended (the Code), places a limit of \$1 million on the amount of compensation the Company may deduct for federal income tax purposes in any one year with respect to the Company's Chief Executive Officer, the Chief Financial Officer, and the next three most highly compensated executive officers whose compensation is required to be disclosed in the Company's annual Proxy Statement (the Covered Employees).

In reviewing the effectiveness of the Company's compensation program, the Compensation Committee considers the anticipated tax treatment to the Company and to its executives of various payments and benefits. Additionally, the deductibility of certain compensation payments depends upon the timing of an executive's vesting or exercise of previously granted awards, as well as interpretations and changes in the tax laws and other factors beyond the Compensation Committee's control. For these and other reasons, including the need to maintain flexibility in compensating executive officers in a manner designed to promote varying corporate goals, the Compensation Committee generally does not limit executive compensation to that which is deductible under the Code. The Company has not adopted a policy with regard to the deductibility of executive compensation.

In 2023, the following compensation paid was not deductible by the Company:

John N. Roberts, III	\$11,914,585
John Kuhlow	1,027,430
Shelley Simpson	6,201,686
Nicholas Hobbs	5,332,524
Darren Field	2,350,256

Derivative Trading, Hedging, and Trading Plans

The Company has a policy that prohibits directors, officers, and other covered employees from engaging in short sales or in transactions involving derivatives based on the Company's common stock, such as option contracts, straddles, collars, hedges, and writing puts or calls. In addition, the Company's policy requires that directors, officers, and other covered employees must inform the Office of the Chief Financial Officer before buying or selling any beneficially owned common stock of the Company or entering into a trading plan under the SEC's Rule 10b5-1.

Stock Pledging

On January 20, 2022, the Company adopted a formal policy regarding the pledging of shares by our directors and officers. Under this policy, directors and officers are prohibited from holding shares of Company stock in a margin account but may pledge Company stock as collateral for a loan (but not margin debt), provided that:

- His or her ownership of Company stock, excluding any shares pledged or proposed to be pledged, meets and continues to meet the Company's stock ownership guidelines applicable to the pledging director or officer during the period in which such shares are pledged as security, and
- The amount of the financial obligation secured by the pledged shares is disclosed in the Company's proxy statement for its next annual meeting of shareholders and in each succeeding annual proxy statement while the shares are pledged. See "Security Ownership of Management" on page 36 of this Proxy Statement.

Executive Compensation



If a director or officer wishes to execute any new pledge of shares, or pledge of additional shares, of Company stock as collateral for a loan, a request for approval must be submitted to the Corporate Governance Committee at least three weeks prior to the proposed pledge. However, approval by the Corporate Governance Committee is not required for any shares pledged prior to January 20, 2022 or future pledges made upon a renewal of a financial obligation secured by shares that were pledged prior to January 20, 2022, or previously approved by the Corporate Governance Committee, unless additional shares are proposed to be pledged in connection with such renewal. The Corporate Governance Committee will annually review any pledges of the Company's common stock by directors and officers to assess whether the conditions described above continue to be met and whether such pledges pose any unnecessary risks to the Company.

Stock Ownership Guidelines

To motivate the Company's officers and senior management to emulate its shareholders, the Company expects its management to own Company stock at levels described in the table shown below within five to eight years of accepting the relevant position.

Stock ownership is defined as stock owned:

- directly or indirectly, and/or
- through the Company's 401(k) Employee Retirement Plan.

Position	Ownership Multiple of Base Salary
Chief Executive Officer	6 times
President	6 times
Executive Vice Presidents	3.5 times
Senior Vice Presidents	2.75 times
Vice Presidents	2.5 times

The Compensation Committee has determined that all of the Company's officers and members of senior management covered by these guidelines had met their ownership goals or were within the permitted period of time to meet such goals.

Stock Retention Policy

In addition to the stock ownership guidelines indicated above, the Company expects all shares obtained by an NEO from the vesting or exercise of restricted share units and stock options to be retained until the established ownership levels have been achieved. The Company does not have any other stock retention policy.

Recovery of Awards

The Company has a written policy for the recovery of erroneously awarded incentive-based compensation, in accordance with the NASDAQ and SEC rules under the Dodd-Frank Wall Street Reform and Consumer Protection Act. Under the policy, in the event the Company is required to prepare a restatement of its financial statements due to its material noncompliance with any financial reporting requirement under the securities laws, the Company will recoup any incentive-based compensation paid to the Company's executive officers that exceeds the amount that would have been paid had such compensation amount been determined based on the restated financial statement. A copy of the policy is included as an exhibit to the Company's Annual Report on Form 10-K. In 2023, the Company was not required to complete a restatement that required recovery of incentive-based compensation, and there was no outstanding balance of excess incentive-based compensation related to any prior restatement. With regard to equity-based awards, the MIP gives the Company broad discretion to reduce, cancel, seek to forfeit, or recoup any Plan participant's awards upon the breach of any agreement with or obligation to the Company, violation of any Company policy or procedure, or engagement in conduct that is otherwise detrimental to the business or reputation of the Company. Since becoming a public company in 1983, the Company has had no illegal actions by its officers or restatements of financial information.

Summary

The Company intends to continue its practice of compensating its executives through programs that emphasize performance. To that end, executive compensation is tied directly to the performance of the Company and is structured to ensure that, due to the nature of the business and the degree of competitiveness for executive talent, there is an appropriate balance between:

- base salary and incentive compensation,
- short-term and long-term compensation, and
- cash and noncash compensation.

Each is determined and measured by:

- competitive compensation data,
- financial, operational, and strategic goals,
- long-term and short-term performance of the Company compared with its peer group, and
- individual contribution to the success of the Company.

The Committee also reviewed its compensation strategy in general and specific components of total direct compensation and determined that none of the Company's compensation programs, individually or as a whole, would create risks that are reasonably likely to have a material adverse effect on the Company. The Committee presented its review and conclusion to the entire Board.



2023 Compensation

Elements of Compensation

The Company's primary compensation components are summarized below. Generally, the Company's compensation program consists of an annual base salary, short-term cash incentive awards, and an annual long-term, equity-based award. Primary benefits for executives include participation in the Company's 401(k) plan, health, dental, and vision plans, and various insurance plans, including disability and life insurance, all of which are available to all employees on a nondiscriminatory basis. The Company provides limited perquisites to executive officers and other key employees as described in more detail on page 67 under the section titled "Other Perquisites."

Total direct compensation for executive officers, including the NEOs, consists of one or more of the following components:

- base salary,
- annual performance-based incentive cash bonus awards,
- long-term incentive/equity-based compensation,
- health and welfare benefits, and
- other benefits.

The table below provides a summary of the description and purpose of each component of our incentive compensation.

Incentive Compensation Component	Description	Purpose
Company Bonus Plan (Cash)	Annual bonus plan based on operating income, with bonus payouts calculated as a percentage of base salary	To encourage individuals with greater roles and the abilities to directly impact strategic direction and long-term results
Performance-Based Units – Operating Income (Equity)	Awards of restricted share units that are subject to future annual operating income targets with incremental vesting	To encourage executive officers to focus on the Company's long-range growth and development and incent them to manage from the perspective of shareholders with a meaningful stake in the Company, as well as to focus on long-term career orientation
Performance-Based Units – EBITDA (Equity)	Awards of restricted share units that are contingent on the Company's attainment of a predetermined matrix of future earnings before interest, taxes, depreciation, and amortization (EBITDA) targets based on EBITDA compound annual growth rates	
Performance-Based Units – Relative ROIC (Equity)	Awards of restricted share units that are contingent on the Company's attainment of a targeted three-year return on invested capital (ROIC) relative to the ROIC consistently calculated for the same reporting periods for companies included in an independent peer group	

The Compensation Committee, with recommendations from management, works to create what it believes is the best mix of these components in delivering total direct compensation. In determining annual compensation, the Compensation Committee reviews all elements of compensation separately and in the aggregate. These compensation components are comparable to those of the Company's competitors and peer group.

In its review of executive compensation, and, in particular, in determining the amount and form of incentive awards discussed below, the Compensation Committee generally considers several factors. Among these factors are:

- market information with respect to cash and long-term compensation for its peer group,
- amounts paid to the executive officer in prior years as salary,
- annual bonus and other compensation,
- the officer's responsibilities and performance during the calendar year, and
- the Company's overall performance during prior calendar years and its future objectives and challenges.

Cash compensation for our NEOs varies as the operating income of the Company changes, due to the nature of our bonus plan described below. Grants of performance-based restricted share units are typically made annually.

It has been the policy of the Company to put a significant portion of the executive's compensation at risk. This is accomplished by our cash bonus plan, which is directly tied to operating income growth and the issuance of performance-based restricted share units. Equity-based awards from the MIP vest over a time period usually from three to ten years. These awards are subject to forfeiture if the employee leaves the Company. Furthermore, the future vesting of performance-based equity awards is contingent on the Company's attainment of predetermined performance metrics established by the Committee. The Committee and management believe that the proportion of compensation at risk should rise as the employee's level of responsibility increases.

The Compensation Committee does not rely solely on predetermined formulas or a limited set of criteria when it evaluates the individual performances of the NEOs. The Compensation Committee considers actual results against pre-established goals and also bases its compensation decisions for the NEOs on:

- leadership,
- the execution of business plans,
- strategic results,
- operating results,
- growth in operating income or other identified metrics,
- size and complexity of the business,
- experience,
- strengthening of competitive position,
- analysis of competitive compensation practices, and
- assessment of the Company's performance.

Where possible, the above criteria were compared with the peer group selected as well as the Chief Executive Officer's and the President's input for their direct reports and the Chairman of the Board's input for the Chief Executive Officer.



Base Salary

The Compensation Committee believes that competitive levels of cash compensation, together with equity-based and other incentive programs, are necessary for motivating and retaining the Company's executives. Salaries provide executives with a base level of monthly income and help achieve the objectives outlined above by attracting and retaining strong talent. Base salaries are evaluated annually for all executive officers, including the Chief Executive Officer. Generally, base salaries are not directly related to specific measures of corporate performance, but are determined by the relevance of experience, the scope and complexity of the position, current job responsibilities, retention, and relative salaries of the peer group members. The Compensation Committee generally approves annual increases in base salaries but may elect not to increase an executive officer's annual salary and has so elected in prior years. If warranted, the Compensation Committee may approve other increases in base salary where an executive officer takes on added responsibilities or is promoted.

In January 2023 and 2024, the Compensation Committee reviewed each NEO's base salary and the independent Board members reviewed the Chief Executive Officer's base salary. After applying the aforementioned guidelines, the independent Board members approved the salary increase listed below for John N. Roberts, III, and the Compensation Committee approved the salary increases listed below for the remaining NEOs.

	2022 Salary (\$)	2023 Salary (\$)	Increase For 2023 (%)	2024 Salary (\$)	Increase For 2024 (%)
John N. Roberts, III ⁽¹⁾	980,000	1,000,000	2.0	1,033,000	3.3
John Kuhlow	475,000	525,000	10.5	541,800	3.2
Shelley Simpson ⁽¹⁾	725,000	800,000	10.3	826,400	3.3
Nicholas Hobbs	625,000	675,000	8.0	700,000	3.7
Darren Field	525,000	575,000	9.5	595,000	3.5

(1) On February 28, 2024, the Board appointed John N. Roberts, III to assume the role of executive Chairman of the Board, upon Mr. Thompson's retirement from the Board effective as of the Company's 2024 Annual Meeting of Shareholders. In addition, the Board appointed Shelley Simpson to serve as Chief Executive Officer of the Company upon the retirement of Mr. Roberts from the position effective July 1, 2024. As a result of these changes, the independent Board members approved new annual salaries effective July 1, 2024, of \$826,400 for Mr. Roberts and \$900,000 for Ms. Simpson, a 20.0% decrease and 8.9% increase, respectively, when compared to their current 2024 salaries reported above.

Annual Bonus Award

The Company has in place a bonus plan tied to operating income (company bonus plan). Operating income is deemed an appropriate metric to determine operational efficiency and removes uncontrollable effects of change in income tax law. When management presents its budget for the year, the Compensation Committee establishes a matrix of reported results with corresponding bonus payout levels. These forecasted revenue and earnings results are based on customer freight trends, strategies for growth and controlling costs, and corporate strategies to maximize shareholder return. Once presented to the Board, the financial budget and bonus plan matrix remains fixed, though management continually reforecasts expectations based on actual results and on changing facts and assumptions. Changes in uncontrollable factors such as general economic conditions, railroad or port authority service issues, or rapidly fluctuating fuel costs can have a significant impact on the Company's actual financial results. Therefore, as the Company performs against the original budget, the executives' bonus performs against the pre-established matrix.

The Compensation Committee has, from time to time, utilized a second bonus plan, referred to as the Performance Growth Incentive (PGI) plan, tied to year-over-year revenue growth and EBT, but discontinued this plan for 2023.

Annual Bonus Payout

For 2023, the company bonus plan was based on annual reported operating income and consisted of a single payout to be made in January 2024 based on the full year 2023 operating income matrix approved by the Compensation Committee. The established matrix consisted of operating income ranging from \$1.24 billion to \$1.7 billion, translating to annual bonus payout percentages ranging from 15% to 185% of the Chief Executive Officer's and the President's base salaries and 15% to 160% of all other NEO's base salary.

The 2023 annual bonus payout targets compared with actual reported operating income and actual payout percentages were as follows:

Period	Operating Income (\$) (millions)				Bonus Payout % of Salary			
	Min.	Target	Max.	Reported	Min.	Target	Max.	Actual
Annual (CEO & President)	1,243	1,462	1,681	993	15.0	105.0	185.0	-
Annual (All Other NEOs)	1,243	1,462	1,681	993	15.0	80.0	160.0	-

No annual payout was made under the company bonus plan for 2023, as actual operating income for 2023 did not meet the targeted performance range.

Long-Term, Equity-Based Award

Each executive is eligible to receive a long-term incentive award of performance-based restricted share units. Performance-based restricted share units are intended to help achieve the objectives of the compensation program, including the retention of high-performing and experienced talent, a career orientation, and strong alignment with shareholders' interests. The performance-based restricted share units are awarded and settled from shares reserved for issuance under the MIP. The Compensation Committee approves or adjusts the award based on the above criteria for all NEOs. The awards for the Company's Chairman of the Board and Chief Executive Officer are presented for final approval to the Company's independent Board members. The Compensation Committee believes that performance-based restricted share units must be sufficient in size to provide a strong, long-term performance and retention incentive for executives and to increase their vested interest in the Company. Performance-based restricted share units are used as long-term incentives because they are less dilutive to shares outstanding and to profits. Performance-based restricted share units generally vest over a time period ranging from three to ten years.

For 2023, the Compensation Committee granted two types of performance-based restricted share units to the NEOs of the Company: those based on operating income and those based on ROIC/EBITDA. Three-fourths of the annual NEO restricted share units awarded are subject to future annual operating income targets with incremental vesting, consistent with past awards, while the remaining one-fourth are contingent on two additional metrics measured cumulatively over three years with single cliff vesting at the end of the three-year performance period.

For grants based on operating income, each grant typically vests incrementally over a vesting schedule ranging from three to ten years, subject to service and performance conditions. Each portion that vests in a particular year, or each tranche, of performance-based awards is contingent on the Company's attainment of predetermined performance goals established by the Compensation Committee. Historically, the Compensation Committee has predominantly set operating income targets for each tranche of performance-based restricted share units granted to NEOs. Therefore, while an NEO may receive a grant that vests over a period of years, the operating income performance goal must be met for each tranche in order for the NEO to receive the full value of the grant. Failure to meet the operating income goal for any tranche would cause that portion of the total grant to be forfeited by the NEO.

Executive Compensation



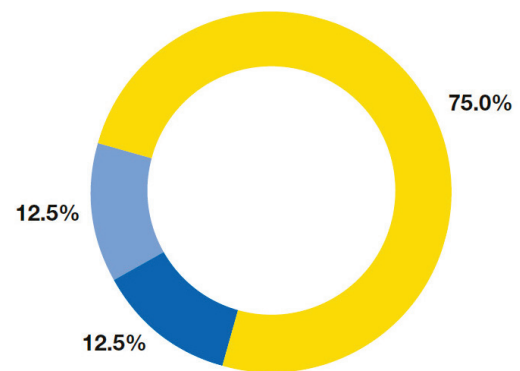
For grants based on ROIC/EBITDA, one-half of the three-year cliff vesting portion (one-eighth of the total award) is contingent on the Company’s attainment of a predetermined range of future earnings before interest, taxes, depreciation, and amortization (EBITDA) targets. The vesting range requires a minimum threshold of EBITDA to be met before any vesting occurs. Depending on the extent to which actual EBITDA exceeds the minimum threshold of the range, the ultimate vesting of the awards can range from 0% to 150% of the original units granted. The remaining one-eighth portion of the total annual award is contingent on the Company’s attainment of a targeted three-year return on invested capital (ROIC) relative to the ROIC consistently calculated for the same reporting periods for each company included in the following additional independent peer group of 13 transportation and logistics companies in the national marketplace:

CH Robinson Worldwide, Inc.	CSX Corporation	Expeditors Int’l of Washington, Inc.
Forward Air Corporation	Hub Group, Inc.	Knight-Swift Transportation Holdings, Inc.
Landstar System, Inc.	Norfolk Southern Corporation	Old Dominion Freight Line, Inc.
Ryder System, Inc.	Schneider National Inc.	Union Pacific Corporation
XPO, Inc.		

Depending on which level of ROIC is obtained, the ultimate vesting of the awards can range from 0% to 200% of the original units granted. Consistent with prior grants, all performance criteria used within the awards were established by the Compensation Committee. The Compensation Committee intends to continue to evaluate expansion of equity-based awards subject to these performance conditions in the future.

2023 NEO Restricted Share Unit Awards Summary

- Operating Income Performance-Based Units
- EBITDA Performance-Based Units
- ROIC Performance-Based Units



The Compensation Committee believes that restricted share units are currently more effective than stock options in achieving the Company's compensation objectives, as these grants are subject to less market volatility and are less dilutive to shareholders. NEOs realize immediate value as restricted share units vest, with such value increasing as the Company's stock performance increases. Cash dividends are not paid and there are no voting rights on unvested restricted share units.

In determining the number of performance-based restricted share unit grants for each NEO, the Compensation Committee reviewed peer market data provided by Meridian and a detailed analysis of each NEO's vested and unvested stock holdings. In considering unvested stock holdings, the Committee reviewed a forecast of the timing of potential future restricted stock unit vesting for each NEO over the next ten years.

The Compensation Committee subjectively considered the following objectives (without any particular weighting) when determining the form and amount of performance-based restricted share units granted to NEOs in 2023:

- align NEOs' long-term interests with those of the Company's shareholders,
- strengthen retention hooks for NEOs over the long term,
- ensure competitiveness of NEOs' total compensation opportunity through an emphasis on performance-based long-term stock compensation,
- reinforce share holdings of NEOs,
- align NEOs' compensation with the Company's long-term leadership succession planning initiatives, and
- bolster the continuity of the entire management team through an upcoming period of critical strategic goals and milestones for the Company.

Executive Compensation

The Compensation Committee and/or independent directors approved the following performance-based restricted share unit grants, which are recorded based on target performance levels:

	Annual Operating Income Performance-Based Units (#)	Annual ROIC/EBITDA ⁽¹⁾ Performance-Based Units (#)	Total Fair Value (\$)
John N. Roberts, III	30,027	10,009	7,204,478
John Kuhlow	8,115	2,705	1,947,059
Shelley Simpson	16,231	5,410	3,894,298
Nicholas Hobbs	9,738	3,246	2,336,471
Darren Field	9,738	3,246	2,336,471

(1) One-half of these annual restricted share units are based on ROIC targets and another one-half are based on EBITDA targets, as further discussed in this section above.

The fair value of the awards was based on a 2.64% discount from the Company's closing stock price of \$184.83 on January 19, 2023. The discount represents the present values of expected dividends to be paid on the Company's common stock, using the current dividend rate and the risk-free interest rate, over the vesting period. The Company believes that these discounts are appropriate to value the restricted share units, as the units do not collect or accrue dividends until the awards vest and are settled with Company stock.

The 2023 NEO annual awards shown above vest in annual increments over four years, beginning January 31, 2024, or cliff vest on March 31, 2026, subject to the Compensation Committee's certification of the Company's attainment of predetermined operating metrics.

For the first tranche of three-year ROIC/EBITDA awards granted to the named executive officers in 2020, the Compensation Committee certified in March 2023 that the Company achieved an EBITDA compound annual growth rate of 17.0% and ROIC relative to the peer group at the 67.9th percentile for the three-year performance period ended December 31, 2022. These compared to a targeted EBITDA compound annual growth rate range of 5-10% and a targeted ROIC range relative to the peer group at the 50th-100th percentile. As a result, the EBITDA portion of the 2020 awards vested at the 150.0% level and the ROIC portion of the awards vested at the 135.8% level on March 31, 2023. The annual installment of the previously granted operating income-based awards also vested on January 31, 2023 based on the Company's 2022 operating income of \$1.33 billion.

Deferred Compensation

The Company administers a Deferred Compensation Plan for certain of its officers. The employee participant may elect on an annual basis to defer part of his or her salary and/or annual bonus awards. This plan assists key employees in planning for retirement. The Company contributes nothing to the plan, and participants are not permitted to defer shares of Company stock.

Health and Welfare Benefits

The Company provides benefits such as medical, vision, life insurance, long-term disability coverage, and 401(k) plan opportunities to all eligible employees, including the NEOs. The Company provides up to \$750,000 in life insurance coverage and up to \$10,000 per month in long-term disability coverage. The value of these benefits is not required to be included in the Summary Compensation Table since they are available to all employees on a

nondiscriminatory basis. The Company matches certain employee contributions to the 401(k) plan. The Company provides no postretirement medical or supplemental retirement benefits to its employees.

The Company also provides vacation, sick leave, and other paid holidays to employees, including the NEOs, that are comparable to those provided at other transportation companies. The Company's commitment to provide employee benefits is due to our recognition that the health and well-being of our employees contributes directly to a productive and successful work life that produces better results for the Company and for its employees.

The Company may provide executive officers a taxable allowance of up to \$5,000 per calendar year for an annual physical and ordinary and necessary travel, meals and lodging in connection with the physical. Alternatively, the Company may offer executive officers the opportunity to participate, on a voluntary basis, in an executive health program where the Company will pay the costs, up to \$5,000 annually, related to a comprehensive health assessment to address the executive's overall medical needs and assess health risks. This benefit is available only for actual expenses up to \$5,000 incurred by the executive officer during the calendar year in which the benefit is provided.

Personal Benefits

The Company provides certain perquisites to management employees, including the NEOs, as summarized below.

Company Aircraft

The Company actively participates in shared ownership of aircraft services with NetJets. With the approval of the Chief Executive Officer, the NEOs and other management employees use Company aircraft services for business purposes. Personal use of Company aircraft services is provided to executive officers on a very limited basis and to other management employees in the event of emergency or other urgent situations. Also, at the discretion of NetJets, the personal account of an executive officer could be linked to the Company's direct NetJets agreement to allow the individual to receive a discounted monthly management fee, at no incremental cost to the Company.

Company Vehicles

The Company does not provide Company-owned cars to executives.

Other Perquisites

The Company provides executive officers a taxable allowance of up to \$15,000 a year for financial counseling services, which may include legal, financial, estate and/or tax planning, and tax return preparation. This benefit is based on the actual cost of the services. The Company also provides country club and airline/rental car club memberships to certain of its executive officers. These memberships are valued based on the actual costs of the membership, including dues, regardless of whether use was personal or business. The Company also offers executive officers security services, available for primary and secondary residences, in the form of home security systems, monitoring services, or security consulting, the benefit of which is also based on the actual third-party cost or actual time spent and employment cost incurred. Each executive officer is also assigned an administrative assistant who, from time to time, may provide administrative support for personal matters of the executive officer, the benefit of which is based on the actual time spent and employment cost incurred. In addition, as with other members of senior management, executive officers may utilize tickets to entertainment or social events provided to the Company in connection with a corporate sponsorship or charitable contribution, at no incremental cost to the Company.



Severance Agreements

The Company does not have employment contracts or predetermined personal severance agreements with any of its executives. However, according to the terms of the awards granted under the previously mentioned MIP, all outstanding restricted share units are subject to accelerated or immediate vesting upon the occurrence of a double triggering event, which requires both a “change in control” and the NEO’s retirement, termination by the Company without cause, or resignation for good reason.

Generally, a “change in control” is deemed to occur when more than 30% of the outstanding shares of common stock of the Company change ownership in a transaction that is not a merger, reorganization, or consolidation, when the persons who constitute the Company’s incumbent board of directors cease to constitute a majority of the board, or upon the consummation of a merger, reorganization, consolidation, or similar form of corporate transaction involving the Company that requires the approval of the Company’s shareholders where more than 50% of the outstanding shares change ownership or a complete liquidation or dissolution of the Company or the sale or disposition of all or substantially all of the assets of the Company.

Summary Compensation

The following table summarizes the total compensation earned by or paid to the Chief Executive Officer, Chief Financial Officer, the next three most highly compensated executive officers of the Company who served in such capacities as of December 31, 2023, for services rendered to the Company. These officers are referred to as the NEOs in this Proxy Statement.

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$) ⁽¹⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
John N. Roberts, III CEO	2023	997,692	7,204,478	—	—	—	54,163	8,256,333
	2022	975,385	6,592,523	—	1,631,700	—	40,847	9,240,455
	2021	937,115	6,042,085	—	1,786,000	—	36,681	8,801,881
John Kuhlow CFO, CAO, and EVP	2023	519,231	1,947,059	—	—	—	30,352	2,496,642
	2022	466,346	1,806,680	—	672,125	—	14,233	2,959,384
	2021	400,000	1,702,642	—	660,000	—	10,400	2,773,042
Shelley Simpson President	2023	791,346	3,894,298	—	—	—	27,868	4,713,512
	2022	660,577	7,080,985	—	1,051,029	—	24,468	8,817,059
	2021	600,000	2,043,170	—	990,000	—	33,631	3,666,801
Nicholas Hobbs COO, President of Contract Services, and EVP	2023	669,231	2,336,471	—	—	—	31,447	3,037,149
	2022	622,116	2,197,377	—	884,375	—	21,801	3,725,669
	2021	600,000	2,043,170	—	990,000	—	28,212	3,661,382
Darren Field President of Intermodal and EVP	2023	569,231	2,336,471	—	—	—	19,221	2,924,923
	2022	516,346	2,197,377	—	742,875	—	24,351	3,480,949
	2021	444,231	2,043,170	—	742,500	—	20,665	3,250,566

(1) Non-equity incentive plan compensation (paid as a bonus) and salary amounts shown above are reported as gross earnings. Totals may include amounts transferred into the deferred compensation plan and/or into the Company's 401(k) plan. All non-equity awards are reported in the year in which they are earned.

(2) Amounts reflect grant date fair value of each individual's specific award, which will be earned over the vesting period (three to ten years) and the achievement of operating income, EBITDA, or ROIC performance goals established by the Compensation Committee at the time of grant. No stock options were granted during 2023, 2022, or 2021.



Components of All Other Compensation for Calendar Year 2023

Name	Perquisites and Other Personal Benefits (\$)	Company Contributions to 401(k) Plan (\$)	Restricted Share Units Accelerated Vesting (\$)	Total (\$)
John N. Roberts, III	44,263	9,900	—	54,163
John Kuhlow	20,771	9,581	—	30,352
Shelley Simpson	17,968	9,900	—	27,868
Nicholas Hobbs	21,547	9,900	—	31,447
Darren Field	11,204	8,017	—	19,221

Components of Perquisites for Calendar Year 2023

Name	Personal Administrative Support (\$)	Security Services (\$)	Personal Use of Company Plane (\$) ⁽¹⁾	Legal and Accounting Fees (\$)	Club Dues (\$)	Health/Welfare (\$)	Total Perquisites and Other Personal Benefits (\$) ⁽²⁾
John N. Roberts, III	4,660	1,962	5,666	15,000	16,975	—	44,263
John Kuhlow	—	14,727	—	—	6,044	—	20,771
Shelley Simpson	—	5,936	—	1,355	8,407	2,014	17,968
Nicholas Hobbs	110	5,773	4,005	900	7,862	2,641	21,547
Darren Field	—	—	—	435	10,513	—	11,204

(1) The value of personal aircraft usage reported above is based on the Company's actual invoiced amount from NetJets for the variable costs incurred on each trip. Since the Company's aircraft is used primarily for business travel, this methodology excludes fixed costs that do not change based on usage, such as depreciation and management fees. In addition to the above, on certain occasions, an executive's spouse or other family member may accompany the executive on a flight when such person is invited to attend the event for appropriate business purposes. No additional direct operating cost is incurred in such situations under the foregoing methodology; however, the value of personal use of Company aircraft is imputed for federal income tax purposes as income to the NEO. John N. Roberts, III and Nicholas Hobbs had such imputed income in 2023. This value is calculated pursuant to Internal Revenue Service guidelines using Standard Industry Fare Level rates, which are determined by the U.S. Department of Transportation. Also, throughout 2023, Mr. Roberts maintained a personal account with NetJets that was linked to the Company's direct NetJets agreement and allowed Mr. Roberts to receive a discounted monthly management fee, at no incremental cost to the Company.

(2) Includes gifts and awards of \$256 for Shelley Simpson, Nicholas Hobbs, and Darren Field.

Grants of Plan-Based Awards for 2023

The following table reflects estimated possible payouts under equity and non-equity incentive plans to the NEOs during 2023. The Company's non-equity incentive-based awards are granted to the NEOs based upon pre-established performance goals set annually by the Compensation Committee with a performance period equal to the calendar year for which the performance goals are set. Equity-based awards are subject to performance periods ranging from one to three years, as further described on page 63 under "Long-Term, Equity-Based Award".

The MIP is an annual plan consisting of equity-based awards only. The number of performance-based or time-based restricted share units awarded is measured based on the executive's level of responsibility and other matters described on page 63 under "Long-Term, Equity-Based Award." Dividends are not paid on unvested awards of performance-based or time-vested restricted share units.

In 2023, NEOs were eligible to earn a cash bonus under the non-equity incentive award plan based on the Company's operating income for the calendar year. Please refer to page 62 under "Annual Bonus Award" for further detail.

Name/ Award	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards	All Other Option Awards	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽³⁾
		Threshold (\$)	Target (\$)	Maximum (\$) ⁽¹⁾	Threshold (#)	Target (#) ⁽²⁾	Maximum (#)				
John N. Roberts, III											
AOI	1/19/23	—	—	—	7,506	30,027	30,027	—	—	—	5,403,358
EBITDA	1/19/23	—	—	—	2,502	5,005	7,507	—	—	—	900,650
ROIC	1/19/23	—	—	—	5,004	5,004	10,008	—	—	—	900,470
CBP	1/19/23	150,000	1,050,000	1,850,000	—	—	—	—	—	—	—
John Kuhlow											
AOI	1/19/23	—	—	—	2,028	8,115	8,115	—	—	—	1,460,295
EBITDA	1/19/23	—	—	—	676	1,353	2,029	—	—	—	243,472
ROIC	1/19/23	—	—	—	1,352	1,352	2,704	—	—	—	243,292
CBP	1/19/23	78,750	420,000	840,000	—	—	—	—	—	—	—
Shelley Simpson											
AOI	1/19/23	—	—	—	4,057	16,231	16,231	—	—	—	2,920,768
EBITDA	1/19/23	—	—	—	1,352	2,705	4,057	—	—	—	486,765
ROIC	1/19/23	—	—	—	2,705	2,705	5,410	—	—	—	486,765
CBP	1/19/23	120,000	840,000	1,480,000	—	—	—	—	—	—	—

Executive Compensation



Name/ Award	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards	All Other Option Awards	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽³⁾
		Threshold (\$)	Target (\$)	Maximum (\$) ⁽¹⁾	Threshold (#)	Target (#) ⁽²⁾	Maximum (#)				
Nicholas Hobbs											
AOI	1/19/23	—	—	—	2,434	9,738	9,738	—	—	—	1,752,353
EBITDA	1/19/23	—	—	—	811	1,623	2,434	—	—	—	292,059
ROIC	1/19/23	—	—	—	1,623	1,623	3,246	—	—	—	292,059
CBP	1/19/23	101,250	540,000	1,080,000	—	—	—	—	—	—	—
Darren Field											
AOI	1/19/23	—	—	—	2,434	9,738	9,738	—	—	—	1,752,353
EBITDA	1/19/23	—	—	—	811	1,623	2,434	—	—	—	292,059
ROIC	1/19/23	—	—	—	1,623	1,623	3,246	—	—	—	292,059
CBP	1/19/23	86,250	460,000	920,000	—	—	—	—	—	—	—

(1) This column reflects the maximum non-equity incentive award each NEO was eligible to receive for 2023 under the percentage assigned to each NEO for the cash bonus pools. No bonuses were earned for 2023, as reported in the Summary Compensation Table shown on page 69 of this Proxy Statement.

(2) This column reflects the number of performance-based restricted share units that were granted to the NEOs in 2023.

(3) The fair value of the awards was based on a 2.64% discount from the Company's closing stock price of \$184.83 on January 19, 2023, measured at the target performance level. The discount represents the present value of expected dividends to be paid on the Company's common stock, using the current dividend rate and the risk-free interest rate, over the vesting period. The Company believes that this discount is appropriate to value the performance-based restricted share units, as the units do not collect or accrue dividends until the awards vest and are settled with Company stock. Performance-based restricted share units subject to EBITDA and ROIC are recorded at their target of 100% of the units granted.

Key to Plan-Based Awards Table:

AOI – Annual Operating Income Performance-Based Units

EBITDA – Annual EBITDA Performance-Based Units

ROIC – Annual ROIC Performance-Based Units

CBP – Company Bonus Plan

Outstanding Equity Awards at Calendar Year-end 2023

As of December 31, 2023, there were no outstanding stock options held by the NEOs. The following table sets forth information concerning restricted share units held by the NEOs as of December 31, 2023.

Name	Number of Shares or Units of Stock That Have Not Vested (#) ⁽¹⁾	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽²⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽¹⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽²⁾
John N. Roberts, III			9,425	1,882,550
			15,810	3,157,889
			10,539	2,105,060
			18,945	3,784,074
			8,420	1,681,811
			30,027	5,997,593
			10,009	1,999,198
	303	60,521		
John Kuhlow			7,471	1,492,258
			4,456	890,041
			2,970	593,228
			5,193	1,037,250
			2,307	460,800
			8,115	1,620,890
			2,705	540,297
Shelley Simpson			3,279	654,947
			3,735	746,029
			5,346	1,067,810
			3,564	711,873
			6,315	1,261,358
			2,806	560,470
			25,992	5,191,642
		16,231	3,241,980	
			5,410	1,080,593
Nicholas Hobbs			3,279	654,947
			3,735	746,029
			5,346	1,067,810
			3,564	711,873
			6,315	1,261,358
			2,806	560,470
			9,738	1,945,068
			3,246	648,356

Executive Compensation



Name	Number of Shares or Units of Stock That Have Not Vested (#) ⁽¹⁾	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽²⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽¹⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽²⁾
	687	137,221		
			7,162	1,430,538
			7,759	1,549,783
			5,346	1,067,810
Darren Field			3,564	711,873
			6,315	1,261,358
			2,806	560,470
			9,738	1,945,068
			3,246	648,356

(1) Restricted share units are time-vested or performance-based awards. Effective vesting dates, pending achievement of required performance goals set for performance-based awards, are noted below. Performance-based restricted share units subject to EBITDA and ROIC are recorded at their target of 100% of the units granted.

Time-Based Awards

	Shares Vesting	Vesting Date	Shares Vesting	Vesting Date
John Kuhlow	303	10/31/24		
Darren Field	687	1/31/24		

Performance-Based Awards

	Shares Vesting	Vesting Date	Shares Vesting	Vesting Date
John N. Roberts, III	9,425	1/31/24	8,420	3/31/25
	7,905	1/31/24	7,506	1/31/24
	7,905	1/31/25	7,507	1/31/25
	10,539	3/31/24	7,507	1/31/26
	6,315	1/31/24	7,507	1/31/27
	6,315	1/31/25	10,009	3/31/26
	6,315	1/31/26		
John Kuhlow	2,490	1/31/26	1,731	1/31/26
	2,490	1/31/27	2,307	3/31/25
	2,491	1/31/28	2,028	1/31/24
	2,228	1/31/24	2,029	1/31/25
	2,228	1/31/25	2,029	1/31/26
	2,970	3/31/24	2,029	1/31/27
	1,731	1/31/24	2,705	3/31/26
	1,731	1/31/25		
Shelley Simpson	3,279	1/31/24	2,888	1/31/26
	1,245	1/31/26	2,888	1/31/27
	1,245	1/31/27	2,888	1/31/28
	1,245	1/31/28	2,888	1/31/29
	2,673	1/31/24	2,888	1/31/30
	2,673	1/31/25	2,888	1/31/31
	3,564	3/31/24	2,888	1/31/32
	2,105	1/31/24	4,057	1/31/24
	2,105	1/31/25	4,058	1/31/25
	2,105	1/31/26	4,058	1/31/26
	2,806	3/31/25	4,058	1/31/27
	2,888	1/31/24	5,410	3/31/26
2,888	1/31/25			
Nicholas Hobbs	3,279	1/31/24	2,105	1/31/25
	1,245	1/31/26	2,105	1/31/26
	1,245	1/31/27	2,806	3/31/25
	1,245	1/31/28	2,434	1/31/24
	2,673	1/31/24	2,434	1/31/25
	2,673	1/31/25	2,435	1/31/26
	3,564	3/31/24	2,435	1/31/27
	2,105	1/31/24	3,246	3/31/26
Darren Field	2,364	1/31/24	2,673	1/31/25
	2,364	1/31/25	3,564	3/31/24
	2,434	1/31/26	2,105	1/31/24
	2,513	1/31/24	2,105	1/31/25
	874	1/31/25	2,105	1/31/26
	874	1/31/26	2,806	3/31/25
	874	1/31/27	2,434	1/31/24
	874	1/31/28	2,434	1/31/25
	875	1/31/29	2,435	1/31/26
	875	1/31/30	2,435	1/31/27
	2,673	1/31/24	3,246	3/31/26

(2) Values are based on the last closing market price of \$199.74 on December 31, 2023.



Restricted Share Units Vested for 2023

The following table sets forth information concerning restricted share units vested during 2023.

Name	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ^{(1) (2)}
John N. Roberts, III	6,315	1,193,851
	7,905	1,494,440
	9,425	1,781,796
	17,958	3,150,911
	14,109	2,667,306
Total	55,712	10,288,304
John Kuhlow	1,730	327,057
	2,227	421,014
	303	52,077
	344	59,123
	Total	4,604
Shelley Simpson	2,105	397,950
	2,673	505,331
	3,278	619,706
	6,246	1,095,923
	5,051	954,892
	6,667	1,222,061
	2,888	588,777
Total	28,908	5,384,640
Nicholas Hobbs	2,105	397,950
	2,673	505,331
	3,278	619,706
	6,246	1,095,923
	5,051	954,892
	6,667	1,222,061
Total	26,020	4,795,863
Darren Field	2,105	397,950
	2,673	505,331
	874	165,230
	1,639	309,853
	3,124	548,137
	687	129,877
	Total	11,102

(1) Value realized on the acquired shares shown above is gross earnings. Values are earned over multiple years. The receipt of vested shares in calendar year 2023 should not be interpreted to mean that all value was earned in the year the shares were received. Each executive retained a portion of the available vested shares as shown below:

John N. Roberts, III	31,002
John Kuhlow	2,689
Shelley Simpson	16,084
Nicholas Hobbs	14,483
Darren Field	7,687

(2) Values represent the fair market value of the underlying common stock on the date of vesting.

Components of Nonqualified Deferred Compensation for Calendar Year 2023

We have a nonqualified deferred compensation plan that allows eligible employees to defer a portion of their compensation. Participants can elect to defer up to a maximum of 50% of their base salary as well as up to 85% of their bonus for the year. The compensation deferred under this plan is credited with earnings or losses of investments elected by plan participants. Each participant is fully vested in all deferred compensation and earnings; however, these amounts are subject to general creditor claims until actually distributed to the employee. A participant may elect to receive deferred amounts in one payment or in quarterly installments payable over a period of two to 25 years upon reaching the age of 55, having 15 years of service, or becoming disabled. Our total liability under this plan was \$31,595,221 as of December 31, 2023, and \$25,148,974 as of December 31, 2022. These amounts are included in other long-term liabilities in our Consolidated Balance Sheets. Participant withholdings are held by a trustee and invested as directed by participants. These investments are included in “other assets” in our Consolidated Balance Sheets and totaled \$31,595,221 as of December 31, 2023, and \$25,148,974 as of December 31, 2022. No NEO participated in our nonqualified deferred compensation plan in 2023.

Potential Post-Employment Benefits

The Company generally does not have employment contracts or predetermined personal severance agreements with any of its executives. However, according to the terms of the awards granted under the previously mentioned MIP, all outstanding restricted share units are subject to accelerated or immediate vesting upon the occurrence of a double triggering event, which requires both a “change in control” and the NEO’s retirement, termination by the Company without cause, or resignation for good reason. In addition, the Compensation Committee may permit the accelerated vesting of restricted share units in the event of the NEO’s death or disability.

Generally, a “change in control” is deemed to occur when more than 30% of the outstanding shares of common stock of the Company change ownership in a transaction that is not a merger, reorganization or consolidation, when the persons who constitute the Company’s incumbent board of directors cease to constitute a majority of the board, or upon the consummation of a merger, reorganization, consolidation or similar form of corporate transactions involving the Company that requires the approval of the Company’s shareholders where more than 50% of the outstanding shares change ownership or a complete liquidation or dissolution of the Company or the sale or disposition of all or substantially all of the assets of the Company. The awards granted under the previously mentioned MIP are also subject to certain non-competition covenants for a two-year period following cessation of employment with the Company.

Potential benefits to an NEO due to his or her separation of service without cause, retirement, or resignation for good reason following a “change in control,” or in the event the Compensation Committee permits accelerated vesting of outstanding restricted share units upon the NEO’s death or disability, are shown below. The amounts represent the immediate vesting of all outstanding restricted share units and are valued using the last closing market price of \$199.74 on December 31, 2023.

John N. Roberts, III	\$20,608,175
John Kuhlow	6,695,285
Shelley Simpson	14,516,702
Nicholas Hobbs	7,595,911
Darren Field	9,312,477

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act), we are providing the following information about the relationship of the annual total compensation of our “median employee” and the annual total compensation of our CEO.

For 2023, our last completed fiscal year:

- The median of the annual total compensation of all of the Company’s employees, other than our CEO, was \$66,919.
- The annual total compensation of our CEO was \$8,256,333.
- Based on this information, the ratio for 2023 of the annual total compensation of our CEO to the median of the annual total compensation of all other employees was 123 to 1.

In determining the median of the annual total compensation of all of the Company’s employees, other than our CEO, we are required to identify the Company’s “median employee.” Item 402(u) of Regulation S-K requires us to identify the Company’s median employee once every three years, unless a change in employee population or compensation arrangements is likely to result in a significant change in our CEO pay ratio disclosures. The Company determined that no such change has occurred since the Company identified its “median employee” in 2022.

To identify the “median employee” in 2022, we performed the following:

- We conducted a full analysis of our employee population as of our determination date of December 31, 2022.
- We excluded employees residing in Mexico and Canada from our calculation under the De Minimis Exemption. Employees located in Mexico and Canada constituted 0.15% and 0.02% of our total employee population, respectively, which consisted of 56 individuals in Mexico and 8 individuals in Canada as of our determination date.
- Our employee population, after taking into consideration the aforementioned adjustments, consisted of 37,087 individuals. Of these employees, 36,755 individuals were full-time (or full-time equivalent) employees, with the remainder employed on a part-time (less than 30 hours per week) basis. 99.83% of our employees (37,087 individuals) were located in the United States.
- We used a definition that was not total compensation and instead chose the aggregate of the employee’s base pay and cash incentive bonuses paid during the period of January 1, 2022, through December 31, 2022. These balances were then annualized, with any anomalous reported earnings being replaced with a substantially similar employee balance. Reasons for the replacement of anomalous earnings were primarily due to a lack of adequate length of employment history with the company or the employee incurring a leave of absence during the analysis period.
- Using this methodology, we determined that the “median employee” was a warehousing, distribution, and transportation coordinator.

To determine the annual total compensation of the “median employee” for 2023, we identified and calculated the elements of compensation for this identified employee in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K.

Pay Versus Performance

The table below reports calculated compensation actually paid for our CEO, considered our principal executive officer, and averages of calculated compensation actually paid for our remaining reported NEOs, together with shareholder returns, net income and operating income for the past three years. The Compensation Committee considers operating income to be the most important financial performance measure used to link compensation actually paid to our NEOs, for the most recently completed fiscal year, to the Company's performance.

Pay versus Performance Table

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 NEOs (\$) ⁽³⁾	Average Compensation Actually Paid to Non-PEO NEOs (\$) ⁽⁴⁾	Total Shareholder Return (\$) ⁽⁵⁾	Peer Group Total Shareholder Return (\$) ⁽⁶⁾	Net Income (\$ (thousands)) ⁽⁷⁾	Operation Income (\$ (thousands)) ⁽⁸⁾
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
2020	7,453,372	10,215,473	3,552,426	3,597,136	118.10	121.49	506,035	713,119
2021	8,801,881	16,995,242	3,337,948	6,489,537	177.90	164.69	760,806	1,045,530
2022	9,240,455	5,614,863	4,745,765	3,310,170	153.12	135.94	969,351	1,331,553
2023	8,256,333	12,654,140	3,293,057	4,956,985	177.00	162.05	728,287	993,196

(1) This column lists the total compensation amount for our principal executive officer (PEO), John N. Roberts, III, reported in the Summary Compensation Table shown on page 69 of this Proxy Statement.

(2) For each year listed, this column is calculated as follows:

		2020	2021	2022	2023
	Total Compensation as reported SCT	\$ 7,453,372	\$ 8,801,881	\$ 9,240,455	\$ 8,256,333
(Subtract)	Pension values reported in SCT for covered fiscal year	-	-	-	-
(Subtract)	Fair value of stock awards granted during covered fiscal year	(6,507,402)	(6,042,085)	(6,592,523)	(7,204,478)
Add	Pension value attributable to covered fiscal year's service and any change in pension value attributable to plan amendments made in the covered year	-	-	-	-
Add	Fair value of stock awards granted in covered fiscal year and that are unvested at end of such covered fiscal year – valued at year-end	7,779,212	8,384,433	5,735,618	7,785,675
Add	Fair value of stock awards granted in covered fiscal year that vested during such covered fiscal year – valued on date of vesting	-	-	-	-
Add	Dividends or other earnings paid on stock or option awards in the covered fiscal year prior to the vesting date that are not otherwise included in the total compensation for the covered fiscal year	-	-	-	-
Add/ (Subtract)	Change in fair value from end of prior fiscal year to end of covered fiscal year for awards made in prior fiscal years that were unvested at end of current fiscal year	1,361,340	5,510,480	(2,280,415)	2,097,842
Add/ (Subtract)	Change in fair value from end of prior fiscal year to vesting date for awards made in prior fiscal years that vested during covered fiscal year	128,951	340,533	(488,272)	1,718,768
(Subtract)	Fair value of awards forfeited in current fiscal year determined at end of prior fiscal year	-	-	-	-
Equals	Compensation Actually Paid to PEO	\$ 10,215,473	\$ 16,995,242	\$ 5,614,863	\$ 12,654,140

Executive Compensation

(3) This column lists the average total compensation amount for our other non-PEO NEOs reported in the Summary Compensation Table shown on page 69 of this Proxy Statement or for the years 2020, reported in the Summary Compensation Table included in our 2021 Proxy Statement filed on March 18, 2021. The non-PEO NEOs included are as follows:

2020

David G. Mee – former Chief Financial Officer and Executive Vice President, Finance/Administration
 John Kuhlow – Chief Financial Officer, Chief Accounting Officer, and Executive Vice President
 Shelley Simpson – Chief Commercial Officer and Executive Vice President of People and Human Resources
 Nicholas Hobbs – Chief Operating Officer, President of Contract Services, and Executive Vice President
 Darren Field – President of Intermodal and Executive Vice President
 Terrence D. Matthews – former President of Intermodal and Executive Vice President

2021

John Kuhlow – Chief Financial Officer, Chief Accounting Officer, and Executive Vice President
 Shelley Simpson – Chief Commercial Officer and Executive Vice President of People and Human Resources
 Nicholas Hobbs – Chief Operating Officer, President of Contract Services, and Executive Vice President
 Darren Field – President of Intermodal and Executive Vice President

2022 and 2023

John Kuhlow – Chief Financial Officer, Chief Accounting Officer, and Executive Vice President
 Shelley Simpson – President
 Nicholas Hobbs – Chief Operating Officer, President of Contract Services, and Executive Vice President
 Darren Field – President of Intermodal and Executive Vice President

(4) For each year listed, this column is calculated as follow:

		2020	2021	2022	2023
	Total Compensation as reported SCT	\$ 3,552,426	\$ 3,337,948	\$ 4,745,765	\$ 3,293,057
<i>(Subtract)</i>	Pension values reported in SCT for covered fiscal year	-	-	-	-
<i>(Subtract)</i>	Fair value of stock awards granted during covered fiscal year	(1,851,489)	(1,958,038)	(3,320,605)	(2,628,575)
<i>Add</i>	Pension value attributable to covered fiscal year's service and any change in pension value attributable to plan amendments made in the covered year	-	-	-	-
<i>Add</i>	Fair value of stock awards granted in covered fiscal year and that are unvested at end of such covered fiscal year – valued at year-end	1,693,017	2,717,115	3,056,371	2,840,626
<i>Add</i>	Fair value of stock awards granted in covered fiscal year that vested during such covered fiscal year – valued on date of vesting	5,931	-	-	-
<i>Add</i>	Dividends or other earnings paid on stock or option awards in the covered fiscal year prior to the vesting date that are not otherwise included in the total compensation for the covered fiscal year	-	-	-	-
<i>Add/(Subtract)</i>	Change in fair value from end of prior fiscal year to end of covered fiscal year for awards made in prior fiscal years that were unvested at end of current fiscal year	354,143	2,185,409	(904,527)	985,448
<i>Add/(Subtract)</i>	Change in fair value from end of prior fiscal year to vesting date for awards made in prior fiscal years that vested during covered fiscal year	(156,892)	207,103	(266,834)	466,429
<i>(Subtract)</i>	Fair value of awards forfeited in current fiscal year determined at end of prior fiscal year	-	-	-	-
Equals	Average Compensation Actually Paid to NEOs	\$ 3,597,136	\$ 6,489,537	\$ 3,310,170	\$ 4,956,985

(5) This column lists a cumulative 4-year total return of shareholders of our common stock and assumes the value of the investment (including reinvestment of dividends) was \$100 on December 31, 2019 and tracks it through December 31, 2023. The stock price performance included in the column is not necessarily indicative of future stock price performance.

(6) This column lists a cumulative 4-year total return of shareholders of a peer group calculated using the same method for column (f). For 2023 and 2022, the peer group used was that listed under the section titled "Benchmarking Against a Peer Group" on page 55 of this Proxy Statement. For 2021, the peer group used was the same as 2023 and 2022, with the omission of Union Pacific Corporation. For 2020,

the peer group used was the same as 2021, with the addition of Kansas City Southern. Kansas City Southern was removed and replaced with Union Pacific Corporation due to the acquisition of Kansas City Southern by Canadian Pacific Railway Limited. Kansas City Southern was omitted from the 2021 peer group total shareholder return because its common stock was no longer listed for trading at the end of 2021. The cumulative 4-year total shareholder returns through December 31, 2023 of the former peer group (excluding both Union Pacific Corporation and Kansas City Southern), the current peer group, and the Company were \$168.98, \$162.05 and \$177.00, respectively.

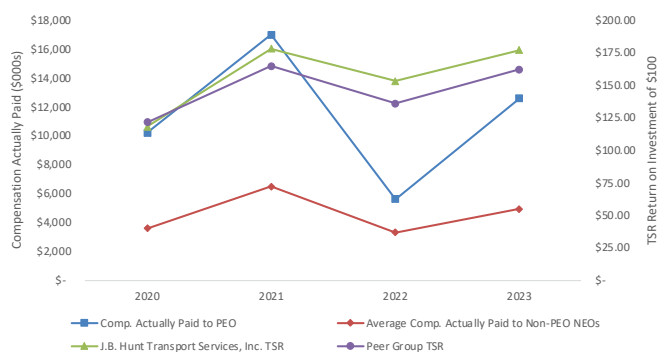
(7) This column lists our reported net income for the year indicated.

(8) This column lists our reported operating income for the year indicated, which we consider the most important financial performance measure that was used to link compensation actually paid for the most recent fiscal year to company performance.

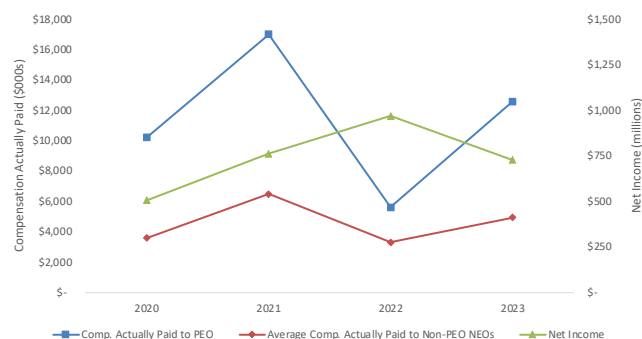
Description of the Relationship Between Compensation Actually Paid to Our Named Executive Officers and Company Performance

The following graphs present the relationships between the compensation actually paid to our CEO and average compensation actually paid to our remaining reported NEOs to our total shareholder return, net income, operating income, and our peer group's total shareholder return for the years ended 2021, 2022, and 2023.

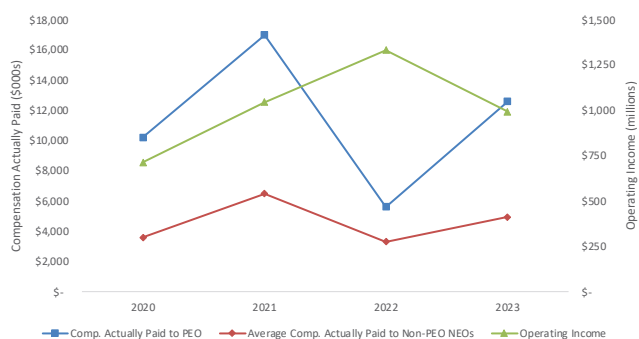
Compensation Actually Paid vs. Cumulative TSR



Compensation Actually Paid vs. Net Income



Compensation Actually Paid vs. Operating Income



Company's Most Important Financial Performance Measures

The following are the most important financial performance measures, as determined by the Company, that link compensation actually paid to our NEOs, for the most recently completed fiscal year, to the Company's performance:

- Earnings before interest, taxes, depreciation, and amortization (EBITDA)
- Operating income
- Return on invested capital (ROIC)



Compensation Committee Report

The 2023 Compensation Committee was composed of Thad Hill, Chairperson, Sharilyn S. Gasaway, and James L. Robo, none of whom is an officer or employee of the Company and all of whom have been determined by the Board to be independent. The Compensation Committee met three times in 2023 to discuss, among other items, the salaries, bonuses, and other compensation of the senior executive officers and other key employees of the Company, including the Chairman of the Board and the Chief Executive Officer.

The Compensation Committee has reviewed and discussed the preceding CD&A with management, and based upon such review and discussions, the Compensation Committee recommended to the Board that the CD&A be included in the Company's Proxy Statement.

J.B. Hunt Transport Services, Inc.

2023 Executive Compensation Committee

Thad Hill, Chairperson

Sharilyn S. Gasaway

James L. Robo



Proposal Number Two

Advisory Vote On Executive Compensation

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or Dodd-Frank Act, enables our shareholders to vote to approve, on an advisory (nonbinding) basis, the compensation of our NEOs as disclosed in the Proxy Statement in accordance with SEC rules. Accordingly, we are providing a vote on the resolution set forth below as required by the Dodd-Frank Act and Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act).

As discussed in our Compensation Discussion and Analysis (CD&A) on page 52, our executive compensation programs for our NEOs, as well as other executives, are designed to be competitive within the transportation industry and to link executive compensation with the creation of shareholder value. The overall compensation philosophy is guided by the following principles:

- *Compensation levels should be sufficiently competitive to attract and retain key talent.* The Company aims to attract, motivate, and retain high-performance talent to achieve and maintain a leading position in its industry. Our total compensation package should be strongly competitive with other transportation companies.
- *Compensation should relate directly to performance and responsibility.* Total compensation should be tied to and vary with performance and responsibility, both at the Company and individual level, in achieving financial, operational, and strategic objectives. Differentiated pay for high-performing individuals should be proportional to their contributions to the Company's success.
- *Short-term incentive compensation should constitute a significant portion of total executive compensation.* A large portion of total compensation should be tied to performance, and therefore at risk, as position and responsibility increase. Individuals with greater roles and the ability to directly impact strategic direction and long-term results should bear a greater proportion of the risk.
- *Long-term incentive compensation, the Company's MIP, should be closely aligned with shareholders' interests.* Awards of long-term compensation encourage executive officers to focus on the Company's long-range growth and development and incent them to manage from the perspective of shareholders with a meaningful stake in the Company, as well as to focus on long-term career orientation. Participants in the MIP are expected to own Company stock. The expectations are discussed in the CD&A under the caption "Stock Ownership Guidelines."

Generally, the Company's compensation program consists of an annual base salary, short-term cash incentive award, and an annual long-term, performance-based equity-based award. The Compensation Committee, with recommendations from management, works to create what it believes is the best mix of these components in delivering total direct compensation. Base salaries are not directly related to specific measures of corporate performance, but are determined by the relevance of experience, the scope and complexity of the position, current job responsibilities, retention, and peer group salaries. The short-term cash incentive award is tied to operating income. The long-term, equity-based awards utilize restricted share units. The restricted share units awarded to the Company's NEOs are performance-based restricted share units, which vest over multiple years upon the Company's attainment of predetermined operating metrics established and approved by the Compensation Committee. Equity awards granted to our NEOs in 2023 vest annually subject to attainment of annual operating income goals or cliff vest at the end of a three-year performance period based on cumulative EBITDA and ROIC goals.

Proposal 2

Advisory Vote on Executive Compensation

We believe that the Company's executive compensation programs have been effective in incenting the achievement of our positive results. We are asking our shareholders to indicate their support for our NEO compensation as described in the Proxy Statement. This proposal, commonly known as a "say on pay" proposal, gives you as a shareholder the opportunity to express your views regarding our fiscal year 2023 executive compensation policies and procedures for NEOs. The vote is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the policies and procedures described in the Proxy Statement. Accordingly, we ask our shareholders to vote "FOR" the following resolution at the Annual Meeting:

RESOLVED, that the shareholders of J.B. Hunt Transport Services, Inc. approve, on an advisory basis, the compensation of the NEOs as disclosed pursuant to Item 402 of Regulation S-K in the Compensation Discussion and Analysis, compensation tables, and related narrative discussion in the Company's Proxy Statement for the 2024 Annual Meeting of Shareholders.

Although this is an advisory vote that will not be binding on the Compensation Committee or the Board, we will carefully review the results of the vote. The Compensation Committee will consider shareholders' concerns and take them into account when designing future executive compensation programs. The Board therefore recommends that you indicate your support of the Company's executive compensation in fiscal year 2023, as outlined in the above resolution.



The Board of Directors unanimously recommends
a vote FOR Proposal Number Two





Report of the Audit Committee

The Audit Committee

The 2023 Audit Committee was composed of Sharilyn S. Gasaway, Chairperson, Francesca M. Edwardson, and Persio Lisboa. Ms. Gasaway and Ms. Edwardson each served as a member of the Audit Committee during the full 2023 calendar year, while Mr. Lisboa joined the Audit Committee immediately after our 2023 Annual Meeting. The Company's Board has determined that all members of the Audit Committee satisfy the independence and other requirements for audit committee membership pursuant to the NASDAQ corporate governance listing standards and has also determined that Ms. Gasaway and Mr. Lisboa each have the attributes of an audit committee financial expert as defined by SEC requirements.

The Audit Committee operates under a written charter adopted by the Board. A copy of the Audit Committee Charter is available on the "Corporate Governance" page of the "Corporate Responsibility" section of the Company's website at jbhunt.com. In carrying out its responsibilities, the Audit Committee, among other things:

- monitors the integrity of the financial reporting process, systems of internal accounting controls, and financial statements and reports of the Company,
- appoints, retains, compensates, and oversees the Company's independent auditors, including reviewing the qualifications, performance, and independence of the independent auditors,
- reviews and preapproves all audit, attest, and review services and permitted non-audit services,
- oversees the performance of the Company's internal audit function, and
- oversees the Company's compliance with legal and regulatory requirements.

In 2023, the Audit Committee met nine times. The Audit Committee schedules its meetings with a view to ensure that it devotes appropriate attention to all of its responsibilities and duties. The Audit Committee's meetings include, whenever appropriate, executive sessions with the Company's independent auditors and the Company's internal auditors, in each case outside the presence of the Company's management.

In performing its oversight role, the Audit Committee reviewed the audited consolidated financial statements for the 2023 calendar year and met and held discussions with management, the Company's internal auditors and PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, to discuss those financial statements and the audit related thereto. Management has represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles.

The Audit Committee discussed with the independent auditors matters required to be discussed by Auditing Standard 1301 of the Public Company Accounting Oversight Board, as may be modified, supplemented, or amended, which includes, among other items, matters related to the conduct of the audit of the Company's consolidated financial statements. The independent auditors also provided the Audit Committee with written disclosures and the letter required by Rule 3526 of the Public Company Accounting Oversight Board, as may be modified, supplemented, or amended, which relates to the auditors' independence from the Company and its related entities, and the Audit Committee discussed with the independent auditors their independence.

Report of the Audit Committee

Based on the Audit Committee's discussions with management, the internal auditors, and the independent auditors as described above, and upon its review of the representation of management and the independent auditors and the reports of the independent auditors, the Audit Committee recommended to the Board that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the calendar year ended December 31, 2023, as filed with the SEC.

J.B. Hunt Transport Services, Inc.

2023 Audit Committee Members

Sharilyn S. Gasaway, Chairperson

Francesca M. Edwardson

Persio Lisboa



Proposal Number Three

Ratification Of Independent Registered Public Accounting Firm

The Audit Committee has selected PricewaterhouseCoopers LLP (PwC) as the Company's independent registered public accounting firm to examine the consolidated financial statements of the Company for the 2024 calendar year. The Board seeks an indication from our shareholders of their approval or disapproval of the Audit Committee's selection of PwC as the Company's independent registered public accounting firm for the 2024 calendar year.

PwC has been our independent auditor since 2021. No relationships exist with PwC other than the usual relationships between auditor and client. Representatives of PwC are expected to be present at the Annual Meeting to respond to appropriate questions and will have the opportunity to make a statement if they desire to do so. If our shareholders do not ratify the appointment of PwC at the Annual Meeting, the Audit Committee will consider such event in its selection of the Company's independent registered public accounting firm for the 2024 calendar year. Additionally, even if the appointment is ratified, the Audit Committee, at its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the 2024 calendar year if it determines that such a change would be in the best interests of the Company and its shareholders.

The Board of Directors unanimously recommends a vote **FOR** ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2024 calendar year

Audit And Non-Audit Fees

The Audit Committee preapproves the audit and non-audit services to be rendered to the Company, as well as the fees associated with such services. Generally, management will submit to the Audit Committee a detailed list of services that it recommends the Audit Committee engage the independent auditors to provide for the calendar year. The Audit Committee is informed from time to time regarding the non-audit services actually provided pursuant to the preapproval process. During the year, the Audit Committee periodically reviews the types of services and dollar amounts approved and adjusts such amounts, as it deems appropriate. Unless a service to be provided by the independent auditors has received general preapproval, it will require specific preapproval by the Audit Committee. The Audit Committee also periodically reviews all non-audit services to ensure that such services do not impair the independence of the Company's independent registered public accounting firm. The Audit Committee approved all services provided by PwC for the 2023 and 2022 calendar years. These services included the audit of the Company's annual financial statements, audit of the Company's internal control over financial reporting, review of the Company's quarterly financial statements, consent for and review of registration statements filed by the Company with the SEC, and audit of the Company's employee benefit plan. See "Report of Audit Committee" set forth earlier for a discussion of auditor independence.

Proposal 3

Ratification of Independent Registered Public Accounting Firm



The following table shows the fees billed for audit and other services provided to the Company by PwC for 2023 and 2022 calendar years, respectively:

	2023 (\$)	2022 (\$)
Audit fees (1)	1,446,000	1,416,122
Audit-related fees (2)	45,000	45,000
Tax fees	—	—
All other fees	—	—

(1) Audit fees consisted of the audit of the Company's annual financial statements, including the audit of the effectiveness of internal control over financial reporting, the review of the Company's quarterly reports on Form 10-Q, and consent for and review of registration statements filed by the Company with the SEC.

(2) Audit-related fees consisted of the audit of the Employee Benefit Plan.

The Audit Committee has considered whether the non-audit services provided by PwC were compatible with maintaining PwC's independence and has determined that the nature and substance of the limited non-audit services did not impair the status of PwC as the Company's independent registered public accounting firm. PwC did not bill the Company for any other services relating to calendar years 2023 and 2022.

Policy on Audit Committee Preapproval of Audit and Permissible Non-Audit Services of Independent Auditor

The Audit Committee has the responsibility of appointing, setting compensation for, and overseeing the work of the independent auditor and has established a policy to preapprove all audit and permissible non-audit services provided by the independent auditor.

Prior to the engagement of the independent auditor for next year's audit, management will submit to the Audit Committee for approval an aggregate of services expected to be rendered during that year for each of four categories of services:

- **Audit services** include audit work performed related to the financial statements, as well as work that generally only the independent auditor can reasonably be expected to provide, including comfort letters, statutory audits, attestation services, and consultation regarding financial accounting and/or reporting standards.
- **Audit-related services** are for assurance and related services that are traditionally performed by the independent auditor, including due diligence related to mergers and acquisitions, employee benefit plan audits, and special procedures required to meet certain regulatory requirements.
- **Tax services** include all services performed by the independent auditor's tax personnel except those services specifically related to the audit of the financial statements, including fees in the areas of tax compliance, tax planning, and tax advice.
- **Other services** are those not captured in the other categories. The Company generally does not request such services from the independent auditor.

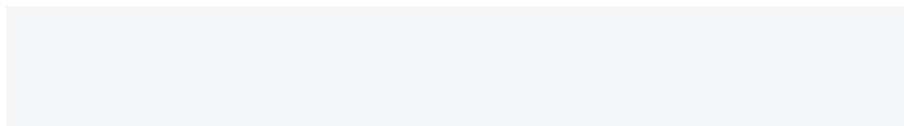
Ratification of Independent Registered Public Accounting Firm

Prior to the engagement, the Audit Committee preapproves these services by category of service. The fees are budgeted, and the Audit Committee requires the independent auditor and management to report actual fees versus the budget periodically throughout the year by category of service. During the year, circumstances may arise that make it necessary to engage the independent auditor for additional services not contemplated in the original preapproval. In those instances, the Audit Committee requires specific preapproval before engaging the independent auditor.

The Audit Committee may delegate preapproval authority to one or more of its members. The member(s) to whom such authority is delegated must report, for informational purposes only, the preapproval decisions to the Audit Committee at its next scheduled meeting.

SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING ARE URGED TO VOTE BY INTERNET, TELEPHONE, OR MAIL

IF YOU VOTE BY INTERNET OR TELEPHONE, DO NOT RETURN YOUR PROXY CARD



By Order of the Board of Directors

JENNIFER R. BOATTINI
Corporate Secretary



Questions and Answers about the Proxy Materials and the Annual Meeting

When And Where Is The Annual Meeting?

Date: Thursday, April 25, 2024
Time: 10 a.m. Central Daylight Time
Location: **J.B. Hunt Transport Services, Inc.**
Corporate Offices
Elevation Auditorium
615 J.B. Hunt Corporate Drive
Lowell, Arkansas 72745

What Matters Will Be Voted Upon At The Annual Meeting?

At the Annual Meeting, you will be asked to:

- Consider and vote upon a proposal to elect nominees Francesca M. Edwardson, Sharilyn S. Gasaway, Thad Hill, Bryan Hunt, Persio Lisboa, Patrick Ottensmeyer, John N. Roberts, III, James L. Robo, and Shelley Simpson as directors to hold office for a term of one year, expiring at the close of the Annual Meeting of Shareholders in 2025.
- Consider and approve an advisory resolution regarding the Company's compensation of its named executive officers.
- Consider and vote upon a proposal to ratify the appointment of PwC as the Company's independent registered public accounting firm for the 2024 calendar year.
- Transact such other business as may properly come before the Annual Meeting or any adjournments thereof.

What Constitutes A Quorum?

The presence, either in person or by proxy, of the holders of at least a majority of our issued and outstanding shares of common stock entitled to vote is required to constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes, which are described in more detail below, are counted as shares present at the Annual Meeting for purposes of determining whether a quorum exists.

Who Is Entitled To Vote?

Only shareholders of record of the Company's common stock at the close of business on Tuesday, February 20, 2024, which is the "record date," are entitled to notice of, and to vote at, the Annual Meeting. Shares that may be voted include shares that are held:

- (1) directly by the shareholder of record, and
- (2) beneficially through a broker, bank, or other nominee.

Each share of our common stock will be entitled to one vote on all matters submitted for a vote at the Annual Meeting.

As of the record date, there were 103,298,462 shares of our common stock issued and outstanding and entitled to be voted at the Annual Meeting.

Why Did I Receive A Notice Regarding The Internet Availability Of The Proxy Materials Instead Of A Paper Copy Of The Proxy Materials?

We are utilizing the SEC's rules that allow us to furnish our proxy materials over the internet. As a result, we are mailing to many of our shareholders a Notice of Internet Availability of Proxy Materials, rather than a full paper set of the proxy materials.

Questions and Answers about the Proxy Materials and the Annual Meeting



This notice of internet availability includes instructions on how to access our proxy materials on the internet, as well as instructions on how shareholders may obtain a paper copy of the proxy materials by mail. Shareholders who have affirmatively requested electronic delivery of our proxy materials will receive instructions via email regarding how to access these materials electronically. Shareholders who request or have requested to receive a paper copy of the materials will receive a full paper set of the proxy materials by mail.

This distribution process will contribute to our sustainability efforts and will reduce the costs of printing and distributing our proxy materials.

What Is The Difference Between Holding Shares As A “Registered Owner” And A “Beneficial Owner”?

Most of the Company’s shareholders hold their shares through a broker, bank, or other nominee rather than directly in their own name. As summarized below, there are some distinctions between registered shares and those owned beneficially:

- **Registered Owners** – If your shares are registered directly in your name with our transfer agent, Computershare Trust Company N.A., you are, with respect to those shares, the shareholder of record. As the shareholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the Annual Meeting.
- **Beneficial Owners** – If your shares are held in a brokerage account, bank, or by another nominee, you are, with respect to those shares, the “beneficial owner” of shares held in “street name.” As the beneficial owner, you have the right to direct your broker, bank, or other nominee on how to vote or to vote in person at the Annual Meeting. However, because you are not a shareholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a “legal proxy” from your broker, bank, or other nominee (who is the shareholder of record) giving you the right to vote the shares.

What Shareholder Approval Is Necessary For Approval Of The Proposals?

- Election of Directors

Each director shall be elected by a vote of the majority of votes cast with respect to that director. This means that a director must receive “for” votes from more than 50% of the number of shares voted with respect to that director. However, if the number of nominees is greater than the number of directors to be elected, the directors will be elected by the vote of a plurality of the shares represented in person or by proxy at any shareholder meeting. For purposes of this vote, a failure to vote, a vote to abstain, or withholding your vote (or direction to your broker to do so) is not counted as a vote cast and, therefore, will have no effect on the outcome of this vote.

- Advisory vote on the resolution to approve the Company’s compensation of its named executive officers

Approval of this resolution requires the affirmative vote of a majority of the votes cast at the Annual Meeting. For purposes of this vote, a failure to vote, a vote to abstain, or withholding your vote (or direction to your broker to do so) is not counted as a vote cast and, therefore, will have no effect on the outcome of this vote. While this vote is required by law, it will neither be binding on the Company nor the Board. It also will not create or imply any change in the fiduciary duties of, or impose any additional fiduciary duty on, the Company or the Board. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation decisions.

- Ratification of the appointment of PwC as the Company’s independent registered public accounting firm

Ratification of the Audit Committee’s appointment of PwC as the Company’s independent registered public accounting firm requires the affirmative vote of a majority of the votes cast at the Annual Meeting. For purposes of this vote, a failure to vote, a vote to abstain, or withholding your vote (or direction to your broker to do so) is not counted as a vote cast and, therefore, will have no effect on the outcome of this vote. Shareholder ratification is not required for the appointment of the Company’s independent registered public accounting firm. However, we are submitting the proposal to solicit the opinion of our shareholders.

Questions and Answers about the Proxy Materials and the Annual Meeting

As of the record date, directors and executive officers of the Company beneficially owned an aggregate 2,203,445 shares of common stock representing 2.1% of our common stock issued and outstanding and, therefore, 2.1% of the voting power entitled to vote at the Annual Meeting. The Company believes that its directors and executive officers currently intend to vote their shares as follows:

- **FOR** the election of directors for one (1) year
- **FOR** the resolution approving the Company's compensation of its named executive officers
- **FOR** ratification of the appointment of PwC as the Company's independent registered public accounting firm for the 2024 calendar year

May I Vote My Shares In Person At The Annual Meeting?

If you are the registered owner of shares of the Company's common stock on the record date, you have the right to vote your shares in person at the Annual Meeting. Please bring the Notice of Internet Availability of Proxy Materials with you for admission to the Annual Meeting.

If you are the beneficial owner of shares of the Company's common stock on the record date, you may vote these shares in person at the Annual Meeting if you request and obtain a legal proxy from your broker, bank, or other nominee (the shareholder of record) giving you the right to vote the shares at the Annual Meeting, complete such legal proxy, and present it to the Company at the Annual Meeting.

Even if you plan to attend the Annual Meeting, we recommend that you submit your voting instructions or proxy card so that your vote will be counted if you later decide not to attend the Annual Meeting.

How Can I Vote My Shares Without Attending The Annual Meeting?

If you are a registered owner, you may instruct the named proxy holders on how to vote your shares by following the instructions in the Notice of Internet Availability of Proxy Materials. The internet and telephone voting systems will be available until 11:59 p.m. Central Daylight Time on Wednesday, April 24, 2024 (the day before the Annual Meeting). If you request a paper copy of the proxy materials and choose to vote by mail, please complete, sign, date and promptly return the accompanying proxy card in the enclosed addressed postage-paid envelope that will be provided to you in response to your request, even if you plan to attend the Annual Meeting. The immediate return of your proxy card will be of great assistance in preparing for the Annual Meeting and is, therefore, urgently requested. If you choose to vote by mail, your completed proxy card must be received before the polls close for voting during the 2024 Annual Meeting. If you attend the Annual Meeting and vote in person, your proxy card will not be used.

If you are the beneficial owner of shares held in "street name," you should instruct your broker, bank, or other nominee on how to vote your shares in accordance with the instructions provided in the Notice of Internet Availability of Proxy Materials provided by your broker, bank or other nominee. The instructions from your nominee will indicate whether internet or telephone voting is available and, if so, will provide details regarding how to use those systems.

If My Shares Are Held In "Street Name," Will My Broker, Bank Or Other Nominee Vote My Shares For Me?

If you hold shares in street name through a broker, bank, or other nominee, your broker, bank, or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon at the Annual Meeting. Under current stock exchange rules, brokers who do not have instructions from their customers may not use their discretion in voting their customers' shares on certain specific matters that are not considered to be "routine" matters, including the election of directors, executive compensation, and other significant matters. The proposals in this Proxy Statement regarding the election of directors and the advisory votes concerning executive compensation are not considered to be routine matters. **Therefore, without your specific instructions, your shares will not be voted on these matters and will not be counted in determining the number of shares necessary for approval.** Shares represented by such "broker non-votes," however, will be counted in determining whether there is a quorum. You should follow the directions provided by your nominee regarding instructions on how to vote your shares.

Ratification of the appointment of PwC as the Company's independent registered public accounting firm is considered a routine matter and, therefore, if beneficial owners fail to give voting instructions, brokers, banks, and other nominees will have the discretionary authority to vote shares of our common stock with respect to this proposal.

Questions and Answers about the Proxy Materials and the Annual Meeting



What Is A Broker Non-Vote?

Generally, a “broker non-vote” occurs when a broker, bank, or other nominee that holds shares in “street name” for a customer is precluded from exercising voting discretion on a particular proposal because:

- (1) the beneficial owner has not instructed the nominee on how to vote, and
- (2) the nominee lacks discretionary voting power to vote such issues.

Under NASDAQ rules, a nominee does not have discretionary voting power with respect to the approval of “nonroutine” matters absent specific voting instructions from the beneficial owners of such shares.

How Will My Proxy Be Voted?

Shares represented by a properly executed proxy (by internet, telephone, or in paper form) that is received in a timely manner, and not subsequently revoked, will be voted at the Annual Meeting or any adjournment or postponement thereof in the manner directed on the proxy. Kirk Thompson and John N. Roberts, III are named as proxies in the proxy form and have been designated by the Board as the directors’ proxies to represent you and vote your shares at the Annual Meeting. All shares represented by a properly executed proxy on which no choice is specified will be voted:

- (1) **FOR** the election of the nominees for director named in this Proxy Statement,
- (2) **FOR** the resolution approving the Company’s compensation of its named executive officers,
- (3) **FOR** ratification of the appointment of PwC as the Company’s independent registered public accounting firm for the 2024 calendar year
- (4) in accordance with the proxy holders’ best judgment as to any other business that properly comes before the Annual Meeting.

This Proxy Statement is considered to be voting instructions for the trustees of the J.B. Hunt Transport Services, Inc. Employee Retirement Plan for our common stock allocated to individual accounts under this plan. If account information is the same, participants in the plan (who are shareholders of record) will receive a single proxy representing all of their shares. If a plan participant does not submit a proxy to us, the trustees of the plan in which shares are allocated to his or her individual account will vote such shares in the same proportion as the total shares in such plan for which directions have been received.

May I Revoke My Proxy And Change My Vote?

Yes. You may revoke your proxy and change your vote at any time prior to the vote at the Annual Meeting.

If you are the registered owner, you may revoke your proxy and change your vote by:

- (1) submitting a new proxy bearing a later date (which automatically revokes the earlier proxy),
- (2) giving notice of your changed vote to us in writing mailed to the attention of Jennifer R. Boattini, Corporate Secretary, at our executive offices, or
- (3) attending the Annual Meeting and giving oral notice of your intention to vote in person.

You should be aware that simply attending the Annual Meeting will not in and of itself constitute a revocation of your proxy.

Who Will Pay The Costs Of Soliciting Proxies?

Proxies will be solicited initially by mail. Further solicitation may be made in person or by telephone, electronic mail, or facsimile. The Company will bear the expense of preparing, printing, and mailing this Proxy Statement and accompanying materials to our shareholders. Upon request, the Company will reimburse brokers, banks, and other nominees for reasonable expenses incurred in forwarding copies of the proxy materials relating to the Annual Meeting to the beneficial owners of our common stock.

In 2023, the Company retained Broadridge, an independent proxy solicitation firm, to assist in soliciting proxies from shareholders. The Company paid Broadridge a fee of approximately \$132,000 as compensation for its services and was reimbursed for its out-of-pocket expenses. The fee amount was not contingent on the number of shareholder votes cast in favor of any proposal, and Broadridge is prohibited from making any recommendation to our shareholders to either accept or reject any proposal or otherwise express an opinion concerning a proposal. Proxy solicitation fees in 2024 are expected to be comparable to those paid in 2023.

What Other Business Will Be Presented At The Annual Meeting?

As of the date of this Proxy Statement, the Board knows of no other business that may properly be, or is likely to be, brought before the Annual Meeting. If any other matters should arise at the Annual Meeting, the persons named as proxy holders, Kirk Thompson and John N. Roberts, III, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If, for any unforeseen reason, any of the director nominees are not available to serve as a director, the named proxy holders will vote your proxy for such other director candidate or candidates as may be nominated by the Board.

What Is The Deadline For Shareholder Proposals For The 2025 Annual Meeting?

- Shareholder Proposals for Inclusion in Next Year's Proxy Statement

In order for a shareholder proposal to be eligible to be included in the Company's Proxy Statement and proxy card for the 2025 Annual Meeting of Shareholders, the proposal:

(1) must be received by the Company at its executive offices, 615 J.B. Hunt Corporate Drive, Lowell, Arkansas 72745, Attention: Corporate Secretary, on or before November 14, 2024, and

(2) must concern a matter that may be properly considered and acted upon at the Annual Meeting in accordance with applicable laws, regulations and the Company's Bylaws and policies, and must otherwise comply with Rule 14a-8 of the Securities Exchange Act of 1934, as amended.

- Director Nominees for Inclusion in Next Year's Proxy Statement (Proxy Access)

Our Bylaws provide for proxy access for director nominations by shareholders. A shareholder, or group of up to 20 shareholders, owning an aggregate of at least 3% of the Company's outstanding shares of common stock continuously for at least three years, may nominate and include in the Company's proxy materials director nominees constituting up to the greater of two nominees or 20% of the Board then in office, provided that the shareholder(s) and nominee(s) satisfy the proxy access requirements set forth in Section 2.14 of our Bylaws. In order for a shareholder to nominate a director candidate for election to be considered at our Annual Meeting (for inclusion in the Company's proxy materials), our Bylaws provide that the shareholder must give written notice to our Secretary at the Company's principal executive offices, and such notice must be received by the Secretary not later than the close of business on the 120th day, nor earlier than the close of business on the 150th day, in advance of the anniversary of the date (as stated in the Company's proxy materials) that the Company's definitive proxy statement was first sent to shareholders in connection with the previous year's Annual Meeting, unless an alternative deadline under our Bylaws is triggered. To be in proper written form, a shareholder's notice to the Secretary must comply with all requirements contained in our Bylaws, a copy of which may be obtained upon written request to the Secretary.

Accordingly, in connection with our 2025 Annual Meeting of Shareholders, a shareholder intending to nominate a director for inclusion in the Company's Proxy Statement and proxy card for such Annual Meeting, must provide written notice to the Secretary at the Company's executive offices, at 615 J.B. Hunt Corporate Drive, Lowell, Arkansas 72745, Attention: Corporate Secretary, and such notice must be received by the Secretary not earlier than the close of business on October 15, 2024, and not later than the close of business on November 14, 2024.

- Other Shareholder Proposals or Director Nominees

In order for a shareholder to nominate a director candidate for election or introduce a proposal to be considered at our Annual Meeting which is not intended to be included in the Company's proxy materials for such meeting, our Bylaws provide that the shareholder must give written notice to our Secretary at the Company's principal executive offices, and such notice must be received by the Secretary not later than the close of business on the 90th day, nor earlier than the close of business on the 120th day, in advance of the anniversary of the previous year's Annual Meeting, unless an alternative deadline under our Bylaws is triggered. To be in proper written form, a shareholder's notice to the Secretary, including a notice pursuant to Rule 14a-19 under the Exchange Act, must comply with all requirements contained in our Bylaws, a copy of which may be obtained upon written request to the Secretary.

Questions and Answers about the Proxy Materials and the Annual Meeting



Accordingly, in connection with our 2025 Annual Meeting of Shareholders, a shareholder intending to introduce a proposal or nominate a director, but not intending the proposal or nomination to be included in the Company's Proxy Statement and proxy card for such Annual Meeting, must provide written notice to the Secretary at the Company's executive offices, at 615 J.B. Hunt Corporate Drive, Lowell, Arkansas 72745, Attention: Corporate Secretary, and such notice must be received by the Secretary not earlier than the close of business on December 26, 2024, and not later than the close of business on January 24, 2025. Because our advance notice bylaws require earlier notice than Rule 14a-19, all notices required under Rule 14a-19 must also be received by the Secretary not later than the close of business on January 24, 2025. The persons appointed by our Board to act as proxy holders for such Annual Meeting (named in the form of proxy) will be allowed to use their discretionary voting authority with respect to any matter or proposal not properly presented for a vote at such meeting.

Where Can I Find The Voting Results Of The Annual Meeting?

The Company will publish final voting results of the Annual Meeting on a Form 8-K within four business days after the annual shareholders meeting on April 25, 2024.

What Should I Do If I Receive More Than One Notice of Internet Availability of Proxy Materials?

You may receive more than one Notice of Internet Availability of Proxy Materials. For example, if you hold your shares in more than one brokerage account, you may receive a separate notice for each brokerage account. If you are a registered owner and your shares are registered in more than one name, you will receive more than one notice. Please submit a proxy to vote your shares to which each notice relates by internet as described above or if you requested to receive the proxy materials by mail, complete, sign, date, and return each proxy card you receive. If you have shares held in one or more "street names," then you must complete, sign, date, and return to each bank, broker, or other nominee through which you hold shares each voting instruction form received from that bank, broker, or other nominee (or obtain a proxy from each such nominee holder if you wish to vote during the Annual Meeting).

What Is Householding?

In an effort to reduce printing costs and postage fees, the Company has adopted a practice approved by the SEC called "householding." Under this practice, certain shareholders who have the same address and last name will receive only one copy of the Notice of Internet Availability of Proxy Materials or, if subsequently requested, only one set of proxy materials, unless one or more of these shareholders notifies the Company that he or she wishes to continue receiving individual copies. Shareholders who do not participate in householding will continue to receive separate notifications or sets of proxy materials.

If you share an address with another shareholder and received only one copy of the notification or set of proxy materials and would like to request separate copies, or if you do not wish to participate in householding in the future, please:

(1) mail such request to J.B. Hunt Transport Services, Inc., Attention: Corporate Secretary, 615 J.B. Hunt Corporate Drive, Lowell, Arkansas 72745, or

(2) call the Corporate Secretary toll-free at 800-643-3622.

Similarly, you may also contact the Company if you received multiple copies of the notification or set of proxy materials and would prefer to receive a single copy in the future.

What Do I Need To Do Now?

First, read this Proxy Statement carefully. Then, if you are a registered owner, you should, as soon as possible, submit your proxy by voting electronically via the internet or if you requested a proxy card by mail, by executing and returning the proxy card or using the telephone option provided. If you are the beneficial owner of shares held in “street name,” then you should follow the voting instructions of your broker, bank, or other nominee. Your shares will be voted in accordance with the directions you specify. If you submit an executed proxy card to the Company, but fail to specify voting directions, your shares will be voted:

- (1) **FOR** the election of the nominees for director named in this Proxy Statement,
- (2) **FOR** the resolution approving the Company’s compensation of its named executive officers,
- (3) **FOR** ratification of the appointment of PwC as the Company’s independent registered public accounting firm for the 2024 calendar year

Who Can Help Answer My Questions?

If you have questions concerning a proposal or the Annual Meeting, if you would like additional copies of this Proxy Statement, or if you need directions to or special assistance at the Annual Meeting, please call the Corporate Secretary toll-free at 800-643-3622. In addition, information regarding the Annual Meeting is available at our website, jbhunt.com.



J.B. HUNT TRANSPORT SERVICES, INC.

2023

Annual Report



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission file number
0-11757

J.B. HUNT TRANSPORT SERVICES, INC.

(Exact name of registrant as specified in its charter)

Arkansas

(State or other jurisdiction of incorporation or organization)

615 J.B. Hunt Corporate Drive

Lowell, Arkansas

(Address of principal executive offices)

71-0335111

(I.R.S. Employer Identification No.)

72745-0130

(ZIP Code)

Registrant's telephone number, including area code: **479-820-0000**
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	JBHT	NASDAQ

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. [X]

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. []

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). []

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of 82,833,644 shares of the registrant's \$0.01 par value common stock held by non-affiliates as of June 30, 2023, was \$15.0 billion (based upon \$181.03 per share).

As of February 20, 2024, the number of outstanding shares of the registrant's common stock was 103,298,462.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Notice and Proxy Statement for the Annual Meeting of Shareholders, to be held April 25, 2024, are incorporated by reference in Part III of this Form 10-K.

FORWARD-LOOKING STATEMENTS

This report, including documents which are incorporated by reference and other documents which we file periodically with the Securities and Exchange Commission (SEC), contains statements that may be considered to be “forward-looking statements.” Such statements relate to our predictions concerning future events or operations and are within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When we use words like “may,” “plan,” “contemplate,” “anticipate,” “believe,” “intend,” “continue,” “expect,” “project,” “goals,” “strategy,” “future,” “predict,” “seek,” “estimate,” “likely,” “could,” “should,” “would,” and similar expressions, you should consider them as identifying forward-looking statements, although we may use other phrasing. Forward-looking statements are inherently uncertain, subject to risks, and should be viewed with caution. These statements are based on our belief or interpretation of information currently available. Shareholders and prospective investors are cautioned that actual results and future events may differ materially from these forward-looking statements as a result of many factors. Some of the factors and events that are not within our control and that could have a material impact on future operating results include the following: general economic and business conditions; potential business or operational disruptions resulting from the effects of a national or international health pandemic; competition and competitive rate fluctuations; excess capacity in the intermodal or trucking industries; a loss of one or more major customers; cost and availability of diesel fuel; interference with or termination of our relationships with certain railroads; rail service delays; disruptions to U.S. port-of-call activity; ability to attract and retain qualified drivers, delivery personnel, independent contractors, and third-party carriers; retention of key employees; insurance costs and availability; litigation and claims expense; determination that independent contractors are employees; new or different environmental or other laws and regulations; volatile financial credit markets or interest rates; terrorist attacks or actions; acts of war; adverse weather conditions; disruption or failure of information systems; inability to keep pace with technological advances affecting our information technology platforms; operational disruption or adverse effects of business acquisitions; increased costs for and availability of new revenue equipment; increased tariffs assessed on or disruptions in the procurement of imported revenue equipment; decreases in the value of used equipment; and the ability of revenue equipment manufacturers to perform in accordance with agreements for guaranteed equipment trade-in values.

You should understand that many important factors that are not within our control, in addition to those listed above, could impact us operationally and financially. Our future financial and operating results may fluctuate as a result of these and other risk factors or events as described in our filings with the SEC. Some important factors that could cause our future results to differ from estimates or projections contained in the forward-looking statements are described under “Risk Factors” in Item 1A. We assume no obligation to update any forward-looking statement to the extent we become aware that it will not be achieved for any reason.

ITEM 1. BUSINESS

OVERVIEW

We are one of the largest surface transportation, delivery, and logistics companies in North America. J.B. Hunt Transport Services, Inc. is a publicly held holding company that, through our wholly owned subsidiaries, provides a wide range of reliable transportation, brokerage, and delivery services to a diverse group of customers and consumers throughout the continental United States, Canada, and Mexico. Unless otherwise indicated by the context, “we,” “us,” “our,” the “Company,” and “JBHT” refer to J.B. Hunt Transport Services, Inc. and its consolidated subsidiaries. We were incorporated in Arkansas on August 10, 1961, and have been a publicly held company since our initial public offering in 1983. Our service offerings include transportation of full-truckload containerized freight, which we directly transport utilizing our company-controlled revenue equipment and company drivers, independent contractors, or third-party carriers. We have arrangements with most of the major North American rail carriers to transport freight in containers or trailers, while we perform the majority of the pickup and delivery services. We also provide customized freight movement, revenue equipment, labor, systems, and delivery services that are tailored to meet individual customers’ requirements and typically involve long-term contracts. These arrangements are generally referred to as dedicated services and may include multiple pickups and drops, freight handling, specialized equipment, and freight network design. In addition, we provide or arrange for local and home delivery services, generally referred to as last-mile delivery services, to customers through a network of cross-dock and other delivery system locations throughout the continental United States. Utilizing thousands of reliable third-party carriers, we also provide comprehensive freight transportation brokerage and logistics services. In addition to dry-van, full-load operations, we also arrange for these unrelated outside carriers to provide flatbed, refrigerated, less-than-truckload (LTL), and other specialized equipment, drivers, and services. Also, we utilize a combination of company-owned and contracted power units to provide traditional over-the-road full truckload delivery services. Our customers, who include many Fortune 500 companies, have extremely diverse businesses. Many of them are served by J.B. Hunt 360[®], an online platform that offers shippers and carriers greater access, visibility and transparency of the supply chain.

We believe our ability to offer multiple services, utilizing our existing lines of business and a full complement of logistics services through third parties, represents a competitive advantage. We report our operating results for these services using five reporting segments: Intermodal (JBI), Dedicated Contract Services[®] (DCS[®]), Integrated Capacity Solutions (ICS), Final Mile Services[®] (FMS) and Truckload (JBT). Our business usually involves slightly higher freight volumes in August through early November. Meanwhile, DCS and FMS are subject to less seasonal variation than our other segments.

Additional general information about us is available at jbhunt.com. We make a number of reports and other information available free of charge on our website, including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. Our website also contains corporate governance guidelines, our code of ethics, our whistleblower policy, Board committee charters, and other corporate policies. The information on our website is not, and shall not be deemed to be, a part of this annual report on Form 10-K or incorporated into any other filings we make with the SEC.

OUR VISION, MISSION AND STRATEGY

Our Vision

To create the most efficient transportation network in North America.

Our Mission

Driving long-term value for our people, customers and shareholders.

We forge long-term relationships with key customers that include supply chain management as an integral part of their strategies. Working in concert, we strive to drive out excess cost, add value and function as an extension of their enterprises. Our strategy is based on utilizing an integrated, multimodal approach to provide capacity-oriented solutions centered on delivering customer value and industry-leading service. We believe our unique operating strategy can add value to customers and increase our profits and returns to shareholders.

We continually analyze opportunities for additional capital investment and where management's resources should be focused to provide more benefits to our customers. These actions should, in turn, yield increasing returns to our shareholders.

Increasingly, our customers are seeking energy-efficient transportation solutions to reduce both cost and greenhouse-gas emissions. Our Company's vision, to create the most efficient transportation network in North America, focuses on delivering both for our customers across all of our business segments. We seek to accomplish this by maintaining a modern fleet to maximize fuel efficiency, converting loads from truck to rail with our intermodal service, and introducing technologies to optimize freight flows in the supply chain by eliminating waste. Additionally, we continue to test and explore the usage of alternative fuel vehicles. Efforts to improve fleet fuel efficiency and reduce greenhouse gas emissions are ongoing. We are an Environmental Protection Agency (EPA) SmartWay® Transport Partner, and proud to have been awarded the EPA's SmartWay® Excellence Award each of the past 12 years it was awarded.

As always, we continue to ingrain safety into our corporate culture and strive to conduct all of our operations as safely as possible.

OPERATING SEGMENTS

Segment information is also included in Note 13 to our Consolidated Financial Statements.

JBI Segment

The transportation service offerings of our JBI segment utilize arrangements with most major North American rail carriers to provide intermodal freight solutions for our customers throughout the continental United States, Canada, and Mexico. Our JBI segment began operations in 1989, forming a unique partnership with what is now the BNSF Railway Company (BNSF); this was a watershed event in the industry and the first agreement that linked major rail and truckload carriers in a joint service environment. Throughout the years that followed, JBI established multiple agreements with other Class I railroads. JBI draws on the intermodal services of these rail carriers for the underlying linehaul movement of its equipment between rail ramps. The origin and destination pickup and delivery services (drayage) are handled by our company-owned tractors for the majority of our intermodal loads, while third-party dray carriers are used where economical. By performing our own drayage services, we are able to provide a cost-competitive, seamless coordination of the combined rail and dray movements for our customers.

JBI operates 118,171 pieces of company-owned trailing equipment systemwide. The fleet primarily consists of 53-foot, high-cube containers and is designed to take advantage of intermodal double-stack economics and superior ride quality. We own and maintain our own chassis fleet, consisting of 100,825 units. The containers and chassis are uniquely designed so that they may only be paired together for optimal productivity, which we feel creates an operational competitive advantage. JBI also manages a fleet of 5,944 company-owned tractors and 7,567 company drivers and contracts 436 independent contractor trucks. At December 31, 2023, the total JBI employee count was 8,756. Revenue for the JBI segment in 2023 was \$6.21 billion.

DCS Segment

DCS focuses on private fleet conversion and creation in replenishment and specialized equipment. We specialize in the design, development, and execution of supply chain solutions that support a variety of transportation networks. Contracts with our customers are long-term, ranging from three to 10 years, with the average being approximately five years. Pricing of our contracts typically involves cost-plus arrangements, with our fixed costs being recovered regardless of equipment utilization, but is customized based on invested capital and duration.

At December 31, 2023, this segment operated 12,574 company-owned trucks, 674 customer-owned trucks, and 4 independent contractor trucks. DCS also operates 27,194 owned pieces of trailing equipment and 5,406 customer-owned trailers. The DCS segment employed 16,196 people, including 13,752 drivers, at December 31, 2023. DCS revenue for 2023 was \$3.54 billion.

ICS Segment

ICS provides traditional freight brokerage and transportation logistics solutions to customers through relationships with thousands of third-party carriers and integration with our owned equipment within other segments. By leveraging the J.B. Hunt brand, systems, and network, we provide a broader service offering to customers by providing flatbed, refrigerated, and expedited, as well as a variety of dry-van and intermodal solutions. Furthermore, we offer an online multimodal marketplace via J.B. Hunt 360° that helps shippers and carriers match the right load with the right carrier. ICS also provides the majority of our single-source logistics management services for customers desiring to outsource their transportation functions and utilize our proven supply chain technology and design expertise to improve efficiency. ICS operates multiple remote sales offices or branches, as well as on-site logistics personnel working in direct contact with customers.

At December 31, 2023, the ICS segment employed 861 people, with approximately 122,100 available third-party carriers. ICS revenue for 2023 was \$1.39 billion.

FMS Segment

FMS provides last-mile delivery services to customers through a nationwide network of cross-dock and other delivery system network locations, with 98% of the continental U.S. population living within 150 miles of a network location. FMS provides both asset and non-asset (brokerage) big and bulky delivery and installation services, as well as fulfillment, retail-pooling distributions, and LTL services. FMS contracts with customers range from one to five years, with the average being approximately three years.

At December 31, 2023, this segment operated 1,166 company-owned trucks, 225 customer-owned trucks, and 20 independent contractor trucks. FMS also operates 1,212 owned pieces of trailing equipment and 102 customer-owned trailers. The FMS segment employed 2,972 people, including 1,418 drivers and 416 delivery and material assistants, at December 31, 2023. FMS revenue for 2023 was \$918 million.

JBT Segment

The service offering in this segment is full-load, dry-van freight, utilizing tractors and trailers operating over roads and highways. JBT also offers services through our J.B. Hunt 360box® program which utilizes our J.B. Hunt 360° platform to access capacity and offer efficient drop trailer solutions to our customers. We typically pick up freight at the dock or specified location of the shipper and transport the load directly to the location of the consignee. We use independent contractors or third-party carriers who agree to transport freight in our trailers as well as our company-owned tractors and employee drivers.

At December 31, 2023, the JBT segment operated 13,561 company-owned trailers, 27 company-owned tractors, and employed 329 people, 28 of whom were drivers. At December 31, 2023, we had 1,931 independent contractors operating in the JBT segment. JBT revenue for 2023 was \$789 million.

Marketing and Operations

We transport, or arrange for the transportation of, a wide range of freight, including general merchandise, specialty consumer items, appliances, forest and paper products, food and beverages, building materials, soaps and cosmetics, automotive parts, agricultural products, electronics, and chemicals. Our customer base includes a large number of Fortune 500 companies. We provide many transportation services that meet the supply chain logistics needs of shippers.

We generally market all of our service offerings through a nationwide sales and marketing network. We use specific sales forces in DCS and FMS due to the length, complexity, and specialization of the sales cycle. In addition to our sales teams, J.B. Hunt 360° offers instant access to a wide array of technology-driven solutions for customers and carriers. Through the platform, businesses of all sizes can quote and book shipments, view analytics, and gain visibility into freight movement. In accordance with our typical arrangements, we bill the customer for all services, and we, in turn, pay all third parties for their portion of transportation services provided.

Human Capital Resources

General

Despite operating over 187,000 pieces of transportation equipment, our single greatest asset and one of the factors differentiating us from our competitors is our service-oriented people. J.B. Hunt strives to provide a supportive and safe work environment for its employees, where diverse and innovative ideas can be fostered to solve problems and provide value-added services for our customers. In addition to our employees, our customers, vendors, and communities in which we operate also share diverse backgrounds and an equally diverse range of interests and passions. J.B. Hunt puts forth its best effort to support initiatives reflecting the company values which are shared by its stakeholders.

As of December 31, 2023, we had 34,718 employees, which consisted of 22,765 company drivers, 9,976 office personnel, 1,510 maintenance technicians, and 467 delivery and material assistants. We also had arrangements with 2,391 independent contractors to transport freight in our trailing equipment. None of our employees are represented by unions or covered by collective bargaining agreements.

In managing the Company's business, management focuses on various human capital measures and objectives designed to address the development, attraction, and retention of personnel. These include competitive compensation and benefits, paid time off, employee retirement plan, bonus and other incentive compensation plans, modern equipment and support, leadership development, and tuition assistance as well as those described below.

Diversity and Inclusion

We hold strongly to the principle that a qualified, diverse workforce, and inclusive workplace helps us represent the broad cross-section of ideas, values, and beliefs of our employees, customers, suppliers, and communities. In 2017, we established our Diversity and Inclusion initiative which reaches enterprise-wide and aims to create an inclusive culture and environment where employees from all backgrounds can succeed and be heard. Employees are evaluated and hired nationally in accordance with established criteria and regulatory requirements specific to their anticipated role within the Company.

In addition, our Employee Resource Groups (ERGs), Inclusion Office, and Inclusion Council work together to further our culture of inclusivity. The Company's six ERGs offer opportunities for employee professional development, business improvement, community engagement, and networking. Comprised of groups representing women, Latinos, veterans, LGBTQIA+, African Americans, and Asian Americans and Pacific Islanders, our ERGs promote camaraderie within the workforce and allow employees with similar interests to build meaningful work relationships that enable career mobility. Our Inclusion Office is a division of our People Team where our inclusion strategy and work are centralized to enable our goal of creating an inclusive culture where all employees feel welcomed, valued, respected, safe, and heard. Our Inclusion Council was established in 2022 and is comprised of senior leaders with diverse identities from across our organization. They are a voice for our people who share a passion for ensuring that inclusion remains a key component of creating an exceptional employee experience and drives how we do business.

Employee Safety and Health

The health and well-being of our workforce is a priority as we continue to ingrain safety into our corporate culture and strive to conduct all our operations as safely as possible. J.B. Hunt employees participate in regular job-specific safety training programs. In addition, J.B. Hunt's Million Mile Safe Driving and Recognition Awards Program has recognized and rewarded our drivers who dedicate themselves to accident-free driving. Since its inception in 1996, the program has awarded more than \$38 million to over 4,700 drivers.

We believe that access to quality healthcare is also an important part of this priority, and we have programs in place that focus on improving the quality of care that our employees and their families receive. Paid leave is another key component of this focus and the Company offers benefit plans that comply with all applicable laws.

Revenue Equipment

Our JBI segment utilizes uniquely designed high-cube containers and chassis, which can only be paired with each other and can be separated to allow the containers to be double-stacked on rail cars. The composition of our DCS trailing fleet varies with specific customer requirements and may include dry-vans, flatbeds, bulk, temperature-controlled, curtain-side vans, and dump trailers. We primarily utilize third-party carriers' tractor and trailing equipment for our ICS segment. Our FMS segment primarily utilizes straight trucks or similar equipment through third-party carriers, while the JBT segment operates primarily 53-foot dry-van trailers.

As of December 31, 2023, our company-owned tractor and truck fleet consisted of 19,711 units. In addition, we had 2,391 independent contractors who operate their own tractors but transport freight in our trailing equipment. We operate with standardized tractors in as many fleets as possible, particularly in our JBI and JBT fleets. Due to our customers' preferences and the actual business application, our DCS fleet is extremely diversified. We believe operating with relatively newer revenue equipment provides better customer service, attracts quality drivers, improves fuel efficiency and lowers maintenance expense. At December 31, 2023, the average age of our combined tractor fleet was 1.9 years, while our containers averaged 9.0 years of age and our trailers averaged 6.3 years. We perform routine servicing and preventive maintenance on our equipment at our regional terminal facilities.

Competition and the Industry

The freight transportation markets in which we operate are frequently referred to as highly fragmented and competitive. Our JBI segment competes with other intermodal marketing companies; other full-load carriers that utilize railroads for a portion of the transportation service; and, to a certain extent, some railroads directly. The diversified nature of the services provided by our DCS and FMS segments attracts competition from customers' private fleets, other private fleet outsourcing companies, equipment leasing companies, local and regional delivery service providers, and some truckload carriers. Our ICS segment utilizes the fragmented nature of the truck industry and competes with other non-asset-based logistics companies and freight brokers, as well as full-load carriers. The full-load freight competition of our JBT segment includes thousands of carriers, many of which are very small. While we compete with a number of smaller carriers on a regional basis, only a limited number of companies represent competition in all markets across the country.

We compete with other transportation service companies primarily in terms of price, on-time pickup and delivery service, availability and type of equipment capacity, and availability of carriers for logistics services.

Regulation

Our operations as a for-hire motor carrier are subject to regulation by the U.S. Department of Transportation (DOT) and the Federal Motor Carrier Safety Administration (FMCSA), and certain business is also subject to state rules and regulations. The DOT periodically conducts reviews and audits to ensure our compliance with federal safety requirements, and we report certain accident and other information to the DOT. Our operations into and out of Canada and Mexico are subject to regulation by those countries. We are also subject to a variety of requirements of national, state, and local governments, including the U.S. Environmental Protection Agency and the Occupational Safety and Health Administration.

We are subject to various environmental laws and regulations dealing with the handling of hazardous materials, underground fuel storage tanks, and discharge and retention of storm water. These laws and regulations have the effect of increasing the costs, risks and liabilities associated with our applicable operations. We are also subject to existing and potential future laws and regulations with regards to public policy on climate change. If current regulatory requirements become more stringent or new environmental laws and regulations regarding climate change are introduced, we could be required to make significant expenditures or abandon certain activities.

We continue to monitor the actions of the FMCSA and other regulatory agencies and evaluate all proposed rules to determine their impact on our operations.

ITEM 1A. RISK FACTORS

In addition to the factors outlined previously in this Form 10-K regarding forward-looking statements and other comments regarding risks and uncertainties, the following risk factors should be carefully considered when evaluating our business. Our business, financial condition or financial results could be materially and adversely affected by any of these risks.

Risks Related to Our Industry

Our business can be significantly impacted by economic conditions, customer business cycles and seasonal factors.

Our business is dependent on the freight shipping needs of our customers, which can be heavily impacted by economic conditions and other factors affecting their businesses. Recessionary economic cycles and downturns in customers' business cycles, particularly in market segments and industries where we have a significant concentration of customers, may substantially reduce freight volumes for which our customers need transportation services and lead to excess capacity in the industry and resulting pressure on the rates we are able to obtain for our services. Adverse economic conditions may also require us to increase our reserve for bad debt losses. In addition, our results of operations may be affected by seasonal factors. Customers tend to reduce shipments after the winter holiday season, and our operating expenses tend to be higher in the winter months, primarily due to colder weather, which causes higher fuel consumption from increased idle time and higher maintenance costs. Any of these factors could have a significant adverse effect on our financial condition and results of operations.

Our business can be significantly impacted by the effects of national or international health pandemics on general economic conditions and the operations of our customers and third-party suppliers and service providers.

Our operations can be heavily impacted by the effects of a widespread outbreak of contagious disease. The effects of a pandemic may disrupt or restrict the freight shipping activities of some of our customers, on which our business is dependent. In addition, adverse economic conditions caused by a pandemic may also require us to increase our reserve for bad debt losses. Furthermore, pandemic related social and economic disruptions may lead to other events which could negatively impact our operations including service limitations of our third-party purchased transportation providers, reduced availability of drivers and other key employees, disruptions in the procurement of revenue equipment, restrictions at U.S. ports of call, excess capacity or rate reductions within the intermodal or trucking industries, inability of suppliers to continue activities, or volatile financial credit markets. The extent to which a pandemic will impact general economic and business conditions is highly uncertain and unpredictable; however, any of these factors could have a significant adverse effect on our financial condition and results of operations.

Extreme or unusual weather conditions can disrupt our operations, impact freight volumes, and increase our costs, all of which could have a material adverse effect on our business results.

Certain weather conditions such as ice and snow can disrupt our operations. Increases in the cost of our operations, such as towing and other maintenance activities, frequently occur during the winter months. Natural disasters such as hurricanes and flooding can also impact freight volumes and increase our costs.

Our operations are subject to various environmental laws and regulations, including legislative and regulatory responses to climate change. Compliance with environmental requirements could result in significant expenditures and the violation of these regulations could result in substantial fines or penalties.

We are subject to various environmental laws and regulations dealing with the handling of hazardous materials, underground fuel storage tanks, and discharge and retention of storm water. We operate in industrial areas, where truck terminals and other industrial activities are located and where groundwater or other forms of environmental contamination have occurred. Our operations involve the risks of fuel spillage or seepage, environmental damage, and hazardous waste disposal, among others. We also maintain bulk fuel storage and fuel islands at several of our facilities. If a spill or other accident involving hazardous substances occurs, or if we are found to be in violation of

applicable laws or regulations, it could have a material adverse effect on our business and operating results. If we should fail to comply with applicable environmental regulations, we could be subject to substantial fines or penalties and to civil and criminal liability.

We are also subject to existing and potential future laws and regulations with regards to public policy on climate change. If current regulatory requirements become more stringent or new environmental laws and regulations regarding climate change are introduced, we could be required to make significant expenditures or abandon certain activities, which could have a material adverse effect on our business and operating results.

We depend on third parties in the operation of our business.

Our JBI business segment utilizes railroads in the performance of its transportation services. The majority of these services are provided pursuant to contractual relationships with the railroads. While we have agreements with a number of Class I railroads, the majority of our business travels on the BNSF and the Norfolk Southern railways. The transportation services provided by these railroads have been in recent years and may from time to time in the future be impacted by contractual disagreements, labor disruptions or shortages, and other rail network inefficiencies. A material change in the relationship with, the ability to utilize or the overall service levels provided by one or more of these railroads could have a material adverse effect on our business and operating results. In addition, a portion of the freight we deliver is imported to the United States through ports of call that are subject to labor union contracts. Work stoppages or other disruptions at any of these ports could have a material adverse effect on our business.

We regularly purchase new revenue equipment, including trucks, chassis and trailing equipment, in each of our operating segments to expand our fleets and replace aging equipment. Any significant delays in the availability of new revenue equipment or increases in the cost of such equipment could have a material adverse effect on our business and profitability by reducing productivity, increasing maintenance expenses and capital expenditures, and limiting our ability to expand our business.

We also utilize independent contractors and third-party carriers to complete our services. These third parties are subject to similar regulation requirements, which may have a more significant impact on their operations, causing them to exit the transportation industry. Aside from when these third parties may use our trailing equipment to fulfill loads, we do not own the revenue equipment or control the drivers delivering these loads. The inability to obtain reliable third-party carriers and independent contractors could have a material adverse effect on our operating results and business growth.

Rapid changes in fuel costs could impact our periodic financial results.

Fuel costs can be very volatile. We have a fuel surcharge revenue program in place with the majority of our customers, which has historically enabled us to recover the majority of higher fuel costs. Most of these programs automatically adjust weekly depending on the cost of fuel. However, there can be timing differences between a change in our fuel cost and the timing of the fuel surcharges billed to our customers. In addition, we incur additional costs when fuel price increases cannot be fully recovered due to our engines being idled during cold or warm weather and empty or out-of-route miles that cannot be billed to customers. Rapid increases in fuel costs or shortages of fuel could have a material adverse effect on our operations or future profitability. As of December 31, 2023, we had no derivative financial instruments to reduce our exposure to fuel-price fluctuations.

Insurance and claims expenses could significantly reduce our earnings.

Our future insurance and claims expenses might exceed historical levels, which could reduce our earnings. We have experienced substantial increases in the severity of auto liability claims which have exceeded our insurance coverage layers, which has adversely impacted our operating results in recent periods. If the number or severity of claims for which we are self-insured continues to increase, our operating results could be further adversely affected. We have policies in place for 2024 with substantially the same terms as our 2023 policies for personal injury, property damage, workers' compensation, and cargo loss or damage. We purchase insurance coverage for the amounts above which we are self-insured. If these expenses increase and we are unable to offset the increase with higher freight rates, our earnings could be materially and adversely affected.

We operate in a regulated industry, and increased direct and indirect costs of compliance with, or liability for violation of, existing or future regulations could have a material adverse effect on our business.

The DOT, FMCSA, and various state agencies exercise broad powers over our business, generally governing matters including authorization to engage in motor carrier service, equipment operation, safety, and financial reporting. We are audited periodically by the DOT to ensure that we are in compliance with various safety, hours-of-service, and other rules and regulations. If we were found to be out of compliance, the DOT could restrict or otherwise impact our operations. Our failure to comply with any applicable laws, rules or regulations to which we are subject, whether actual or alleged, could expose us to fines, penalties or potential litigation liabilities, including costs, settlements and judgments. Further, these agencies could institute new laws, rules or regulations or issue interpretation changes to existing regulations at any time. Compliance with new laws, rules or regulations could substantially impair labor and equipment productivity, increase our costs or impact our ability to offer certain services.

Difficulty in attracting and retaining drivers and delivery personnel could affect our profitability and ability to grow.

If we are unable to attract and retain the necessary quality and number of employees, we could be required to significantly increase our employee compensation package, let revenue equipment sit idle, dispose of the equipment altogether, or rely more on higher-cost third-party carriers, which could adversely affect our growth and profitability. In addition, our growth could be limited by an inability to attract third-party carriers upon whom we rely to provide transportation services.

We operate in a competitive and highly fragmented industry. Numerous factors could impair our ability to maintain our current profitability and to compete with other carriers and private fleets.

We compete with many other transportation service providers of varying sizes and, to a lesser extent, with LTL carriers and railroads, some of which have more equipment and greater capital resources than we do. Additionally, some of our competitors periodically reduce their freight rates to gain business, especially during times of reduced growth rates in the economy, which may limit our ability to maintain or increase freight rates or to maintain our profit margins.

In an effort to reduce the number of carriers it uses, a customer often selects so-called “core carriers” as approved transportation service providers, and in some instances, we may not be selected. Many customers periodically accept bids from multiple carriers for their shipping needs, and this process may depress freight rates or result in the loss of some business to competitors. Also, certain customers that operate private fleets to transport their own freight could decide to expand their operations, thereby reducing their need for our services.

Risks Related to Our Business

We derive a significant portion of our revenue from a few major customers, the loss of one or more of which could have a material adverse effect on our business.

For the calendar year ended December 31, 2023, our top 10 customers, based on revenue, accounted for approximately 36% of our revenue. One customer accounted for approximately 13% of our total revenue for the year ended December 31, 2023. Our JBI, ICS, and JBT segments typically do not have long-term contracts with their customers. While our DCS and FMS segments may involve long-term written contracts, those contracts may contain cancellation clauses, and there is no assurance that our current customers will continue to utilize our services or continue at the same levels. A reduction in or termination of our services by one or more of our major customers could have a material adverse effect on our business and operating results.

A determination that independent contractors are employees could expose us to various liabilities and additional costs.

Federal and state legislation as well as tax and other regulatory authorities have sought to assert that independent contractors in the transportation service industry are employees rather than independent contractors. Recently issued rulemaking by the U.S. Department of Labor, which takes effect on March 11, 2024, and the laws of several states, including California, apply stricter tests for determining whether an independent contractor should be

classified as an employee. We believe we are in compliance with all applicable independent contractor classification requirements. However, it is possible that other federal or state legislation or regulations could be enacted or that various authorities could assert a position that re-classifies independent contractors as employees. If our independent contractors are determined to be properly classified as employees, that determination could materially increase our exposure under a variety of federal and state tax, workers' compensation, unemployment benefits, labor, employment and tort laws, as well as our potential liability for employee benefits. In addition, such changes may be applied retroactively, and if so, we may be required to pay additional amounts to compensate individuals for prior time periods. Any of the above increased costs would adversely affect our business and operating results.

We may be subject to litigation claims that could result in significant expenditures.

We by the nature of our operations are exposed to the potential for a variety of litigation, including personal injury claims, vehicular collisions and accidents, alleged violations of federal and state labor and employment laws, such as class-action lawsuits alleging wage and hour violations and improper pay, commercial and contract disputes, cargo loss and property damage claims. While we purchase insurance coverage at levels we deem adequate, future litigation may exceed our insurance coverage or may not be covered by insurance. We accrue a provision for a litigation matter according to applicable accounting standards based on the ongoing assessment of the strengths and weaknesses of the litigation, its likelihood of success, and an evaluation of the possible range of loss. Our inability to defend ourselves against a significant litigation claim could have a material adverse effect on our financial results.

We rely significantly on our information technology systems, a disruption, failure or security breach of which or an inability to keep pace with technological advances could have a material adverse effect on our business.

We rely on information technology throughout all areas of our business to initiate, track, and complete customer orders; process financial and nonfinancial data; compile results of operations for internal and external reporting; and achieve operating efficiencies and growth. We have also invested significantly in the development of our Marketplace for J.B. Hunt 360° online freight matching platform. Each of our information technology systems may be susceptible to various interruptions, including equipment or network failures, failed upgrades or replacement of software, user error, power outages, natural disasters, cyber-attacks, theft or misuse of data, terrorist attacks, computer viruses, hackers, or other security breaches. We have in the past experienced security breaches and other interruptions of our information technology systems and may in the future experience such breaches or interruptions despite our best efforts to prevent them. We have mitigated our exposure to these risks through the establishment and maintenance of technology security programs and disaster recovery plans, but these mitigating activities may not be sufficient. A significant disruption, failure or security breach in our information technology systems could have a material adverse effect on our business, which could include operational disruptions, loss of confidential information, external reporting delays or errors, legal claims, or damage to our business reputation. We also could experience an inability to keep pace with technological advances, resulting in our information technology platforms becoming obsolete or our competitors developing related or similar service offerings more effective than ours.

Acquisitions or business combinations may disrupt or have a material adverse effect on our operations or earnings.

Future growth strategies for our operating segments may involve the acquisition of one or more businesses. We could have difficulty integrating acquired companies' assets, personnel and operations with our own. Regardless of whether we are successful in making an acquisition or completing a business combination, the negotiations could disrupt our ongoing business, distract our management and employees, and increase our operating costs. Acquisitions and business combinations are accompanied by a number of inherent risks, including, without limitation, the difficulty of integrating acquired companies and operations; potential disruption of our ongoing businesses and distraction of our management or the management of acquired companies; difficulties in maintaining controls, procedures and policies; potential impairment of relationships with employees and partners as a result of any integration of new management personnel; potential inability to manage an increased number of locations and employees; failure to realize expected efficiencies, synergies and cost savings; or the effect of any government regulations which relate to the businesses acquired.

Our business could be materially impacted if and to the extent that we are unable to succeed in addressing any of these risks or other problems encountered in connection with an acquisition or business combination, many of which cannot be presently identified.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

IT Risk Management

The Company maintains an Information Technology (IT) risk identification process that encompasses risks associated with enterprise solutions and products and services provided by third-party service providers. Cybersecurity risks are considered a subcategory of IT risks and are therefore part of this process. The Company maintains a risk register to document and track IT risks, including factors such as:

- Categories (including but not limited to cybersecurity, data privacy, governance, and application development)
- Likelihood and impact
- Initial risk score
- Mitigating controls and/or remediations
- Residual risk score
- Plan for remediation
- Risk stage
- Reviewers/owners
- Approvals/exceptions

The Company's Governance, Risk, and Compliance (GRC) team maintains the IT risk register and reports updates to the IT Risk Council, which meets regularly. The IT Risk Council is made up of members representing the Company's cybersecurity, network, server, client, database, and software teams.

Cybersecurity Operations and Incident Response Capabilities

The Company maintains a Cybersecurity Operations Center (CSOC) comprised of in-house staff, contracted personnel, and other third-party security service providers. Our CSOC provides constant monitoring, assessment, and defense of all enterprise information systems (including web sites, applications, databases, servers, clients, and data centers) as well as service provider connections and provides incident reporting as needed.

The Company also maintains a Security Incident Response Team (SIRT) that responds to high-risk security incidents on a 24-hour basis. Members of this team include representatives of our CSOC and Networking Operations Center, as well as cloud/server engineering, network engineering, enterprise data, identity and access management, GRC, end-user computing, application development, and IT leadership teams.

Assessments and Audits

The Company uses various methods to assess our cybersecurity maturity and IT risk management program, including periodic self-assessments and engagements of independent third-party assessors and consultants. We engaged third-party experts for the initial development of the IT risk management program, including preparation of the program charter, IT risk register, and responsibility assignment matrix. We use these external engagements to provide multiple assessments of our cybersecurity functions, including a compromise assessment, a security posture assessment, and a cyber-defense assessment.

Risks Associated with Third-Party Service Providers

The Company's GRC oversees assessments of third-party service providers in collaboration with our IT contracts, data privacy, technical architecture, and legal teams. An initial review for any cybersecurity threat is completed when the provider is onboarded, with subsequent periodic reviews conducted thereafter. These subsequent reviews occur at different intervals, based on the nature of the business relationship, the type of data being exchanged (if any), and the overall potential impact to the Company, and include consideration of factors such as the third party's cybersecurity capabilities, data protections and privacy measures, and technical capabilities as related to required integrations with the Company's systems.

Material Findings from Cybersecurity Risks

The Company faces many of the same risks and has experienced similar cybersecurity incidents as other transportation providers. None of these risks or incidents to date have materially affected our business strategy, operations or financial condition.

Governance

The Board of Directors maintains oversight of risks from cybersecurity-related threats, primarily through the Audit Committee. The Audit Committee holds a special in-person meeting, typically in the fourth quarter, to review the Company's cybersecurity as well as the overall IT structure and planned changes with the Company's Chief Information Officer (CIO) and provides an update to the Board from that meeting. The Company's CIO also meets directly with the full Board of Directors, typically in the second quarter. At this meeting, the CIO reports and discusses relevant current and new IT risks and the general health and maturity of our overall IT risk management program. Other updates are provided throughout the year to the Audit Committee and the Board, as needed. In the event a cybersecurity incident is determined to be significant, a formal meeting of the full Board of Directors is convened.

Management

The Company's CIO, senior vice president responsible for technical services, and vice president responsible for IT risk management manage all material risks associated with cybersecurity threats. Combined, these identified leaders have more than 50 years of IT and cybersecurity related experience across multiple industries. In the event of a cybersecurity incident, these leaders engage the Incident Response Team (IRT), a team comprised of senior- and executive-level leaders from various business units, legal and finance departments, and the corporate communications team, to help manage and maintain business operations throughout the incident and any recovery period. The IRT is responsible for reporting details of the incident and its impact on the business to the Executive Leadership Team (ELT) and making key recommendations for managing operations. The ELT is responsible for advising the Board of any material cybersecurity incidents. Both the ELT and the IRT have participated in formal cybersecurity response training.

ITEM 2. PROPERTIES

We own our corporate headquarters in Lowell, Arkansas. In addition, we own or lease buildings in Lowell that we utilize for administrative support and warehousing. We also own or lease 55 other significant facilities across the United States where we perform maintenance on our equipment, provide bulk fuel, and employ personnel to support operations. These facilities vary in size from 1 to 39 acres. Each of our business segments utilizes these facilities. In addition, we have 123 leased or owned facilities in our FMS cross-dock and other delivery system networks and multiple leased or owned remote sales offices or branches in our ICS segment. We also own or lease multiple small facilities, offices, and parking yards throughout the country that support our customers' business needs.

A summary of our principal facilities in locations throughout the U.S. follows:

Type	Acreage	Maintenance Shop/ Cross-dock Facility (square feet)	Office Space (square feet)
Maintenance and support facilities	567	940,000	196,000
Cross-dock and delivery system facilities	80	4,475,000	136,000
Corporate headquarters campus, Lowell, Arkansas	140	-	707,000
Branch sales offices	-	-	178,000
Other facilities, offices, and parking yards	751	835,000	285,000

ITEM 3. LEGAL PROCEEDINGS

See Note 9, Commitments and Contingencies in our Consolidated Financial Statements for disclosures related to legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the NASDAQ Global Select Market (NASDAQ) under the symbol "JBHT." At December 31, 2023, we were authorized to issue up to 1 billion shares of our common stock, and 167.1 million shares were issued. We had 103.2 million and 103.7 million shares outstanding as of December 31, 2023 and 2022 respectively. On February 20, 2024, we had 915 shareholders of record of our common stock.

Dividend Policy

Our dividend policy is subject to review and revision by the Board of Directors, and payments are dependent upon our financial condition, liquidity, earnings, capital requirements, and any other factors the Board of Directors may deem relevant. On January 18, 2024, we announced an increase in our quarterly cash dividend from \$0.42 to \$0.43 per share, which was paid February 23, 2024, to shareholders of record on February 9, 2024. We currently intend to continue paying cash dividends on a quarterly basis. However, no assurance can be given that future dividends will be paid.

Purchases of Equity Securities

The following table summarizes purchases of our common stock during the three months ended December 31, 2023:

Period	Number of Common Shares Purchased	Average Price Paid Per Common Share Purchased	Total Number of Shares Purchased as Part of a Publicly Announced Plan ⁽¹⁾	Maximum Dollar Amount of Shares That May Yet Be Purchased Under the Plan (in millions) ⁽¹⁾
October 1 through October 31, 2023	137,308	\$ 178.72	137,308	\$ 392
November 1 through November 30, 2023	-	-	-	392
December 1 through December 31, 2023	-	-	-	392
Total	137,308	\$ 178.72	137,308	\$ 392

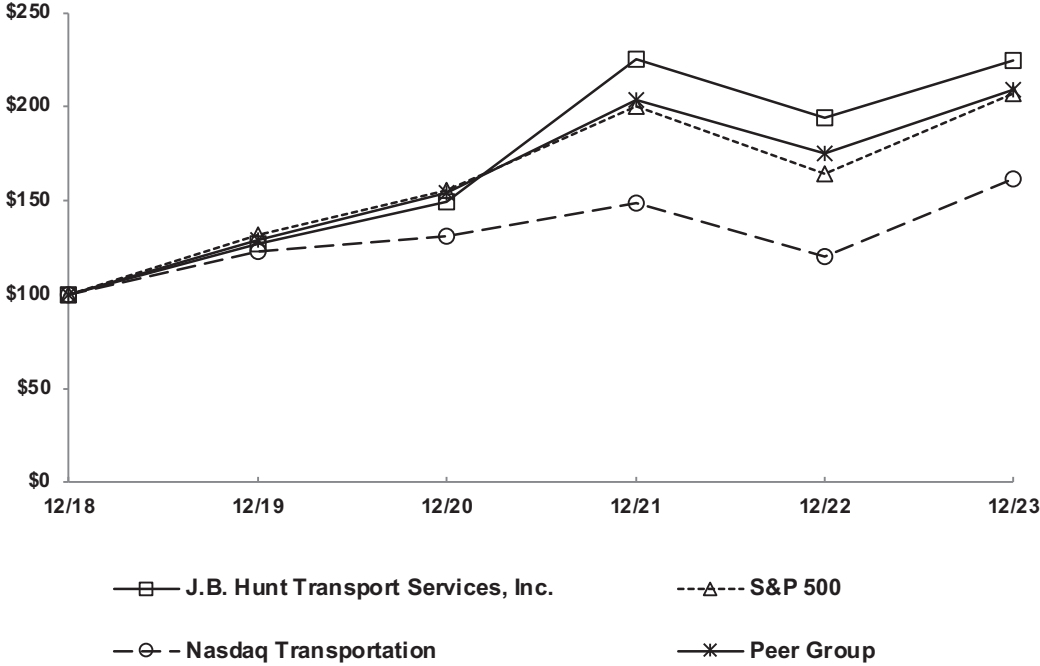
(1) On July 20, 2022, our Board of Directors authorized the purchase of up to \$500 million of our common stock. This stock repurchase program has no expiration date.

Stock Performance Graph

The following graph compares the cumulative 5-year total return of shareholders of our common stock with the cumulative total returns of the S&P 500 index, Nasdaq Transportation index, and a customized peer group. The peer group consists of 14 companies: C.H. Robinson Worldwide Inc., CSX Corporation, Expeditors International of Washington Inc., Hub Group Inc., Knight-Swift Transportation Holdings Inc., Norfolk Southern Corporation, Old Dominion Freight Line Inc., Republic Services Inc., Ryder System Inc., Schneider National Inc., Stericycle Inc., Union Pacific Corporation, Waste Management Inc., and XPO, Inc. The graph assumes the value of the investment in our common stock, in the two indexes, and in the peer group (including reinvestment of dividends) was \$100 on December 31, 2018 and tracks it through December 31, 2023. The stock price performance included in this graph is not necessarily indicative of future stock price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Among J.B. Hunt Transport Services, Inc., the S&P 500 Index, the NASDAQ Transportation Index and a Peer Group



		Years Ended December 31,					
		2018	2019	2020	2021	2022	2023
J.B. Hunt Transport Services, Inc.	\$	100.00	\$ 126.76	\$ 149.71	\$ 225.50	\$ 194.09	\$ 224.36
S&P 500		100.00	131.49	155.68	200.37	164.08	207.21
Nasdaq Transportation		100.00	123.21	130.96	148.36	120.19	161.24
Peer Group		100.00	128.80	154.13	203.71	175.10	208.73

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our results of operations and financial condition should be read in conjunction with our financial statements and related notes in Item 8. This discussion contains forward-looking statements. Please see "Forward-looking Statements" and "Risk Factors" for a discussion of items, uncertainties, assumptions and risks associated with these statements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of our financial statements in accordance with U.S. generally accepted accounting principles requires us to make estimates and assumptions that impact the amounts reported in our Consolidated Financial Statements and accompanying notes. Therefore, the reported amounts of assets, liabilities, revenues, expenses and associated disclosures of contingent liabilities are affected by these estimates. We evaluate these estimates on an ongoing basis, utilizing historical experience, consultation with third parties and other methods considered reasonable in the particular circumstances. Nevertheless, actual results may differ significantly from our estimates. Any effects on our business, financial position or results of operations resulting from revisions to these estimates are recognized in the accounting period in which the facts that give rise to the revision become known. We consider our critical accounting policies and estimates to be those that require us to make more significant judgments and estimates when we prepare our financial statements and include the following:

Workers' Compensation and Accident Costs

We purchase insurance coverage for a portion of expenses related to employee injuries, vehicular collisions, accidents, and cargo damage. Certain insurance arrangements include a level of self-insurance (deductible) coverage applicable to each claim. We have umbrella policies to limit our exposure to catastrophic claim costs which may include certain coverage-layer-specific, aggregated reimbursement limits of covered excess claims. We are substantially self-insured for loss of and damage to our owned and leased revenue equipment.

The amounts of self-insurance change from time to time based on measurement dates, policy expiration dates, and claim type. For 2021 through 2023, we were self-insured for \$500,000 per occurrence as well as subject to coverage-layer-specific, aggregated reimbursement limits of covered excess claims for personal injury and property damage. We were fully insured for workers' compensation claims for nearly all states. We have policies in place for 2024 with substantially the same terms as our 2023 policies for personal injury, property damage, workers' compensation, and cargo loss or damage.

Our claims accrual policy for all self-insured claims is to recognize a liability at the time of the incident based on our analysis of the nature and severity of the claims and analyses provided by third-party claims administrators, as well as legal, economic, and regulatory factors. Our safety and claims personnel work directly with representatives from the insurance companies to continually update the estimated cost of each claim. The ultimate cost of a claim develops over time as additional information regarding the nature, timing, and extent of damages claimed becomes available. Accordingly, we use an actuarial method to develop current claim information to derive an estimate of our ultimate personal injury and property damage claim liability. This process involves the use of expected loss rates, loss-development factors based on our historical claims experience, claim frequencies and severity, and contractual premium adjustment factors, if applicable. In doing so, the recorded liability considers future claims growth and provides a reserve for incurred-but-not-reported claims. We do not discount our estimated losses. At December 31, 2023, we had an accrual of approximately \$523 million for estimated claims. A significant increase in the volume of claims or amount of settlements exceeding our coverage-layer specific, aggregated reimbursement limits could result in a significant increase in our estimated liability for claims in future periods. In addition, we record receivables for amounts expected to be reimbursed for payments made in excess of self-insurance levels on covered claims. At December 31, 2023, we have recorded \$493 million of expected reimbursement for covered excess claims, other insurance deposits, and prepaid insurance premiums.

Revenue Equipment

We operate a significant number of tractors, trucks, containers, chassis and trailers in connection with our business. This equipment may be purchased or acquired under lease agreements. In addition, we may rent revenue equipment from various third parties under short-term rental arrangements. Purchased revenue equipment is depreciated on the straight-line method over the estimated useful life to an estimated salvage or trade-in value. We periodically review the useful lives and salvage values of our revenue equipment and evaluate our long-lived assets for impairment. We have not identified any impairment to our assets at December 31, 2023.

We have agreements with our primary tractor suppliers for residual or trade-in values for certain new equipment. We have utilized these trade-in values, as well as other operational information such as anticipated annual miles, in accounting for depreciation expense.

Revenue Recognition

We record revenues on the gross basis at amounts charged to our customers because we control and are primarily responsible for the fulfillment of promised services. Accordingly, we serve as a principal in the transaction. We invoice our customers, and we maintain discretion over pricing. Additionally, we are responsible for selection of third-party transportation providers to the extent used to satisfy customer freight requirements.

We recognize revenue from customer contracts based on relative transit time in each reporting period and as other performance obligations are provided, with related expenses recognized as incurred. Accordingly, a portion of the total revenue that will be billed to the customer is recognized in each reporting period based on the percentage of the freight pickup and delivery performance obligation that has been completed at the end of the reporting period.

Our trade accounts receivable includes accounts receivable reduced by an allowance for uncollectible accounts. Receivables are recorded at amounts billed to customers when loads are delivered or services are performed. The allowance for uncollectible accounts is calculated over the life of the underlying receivable and is based on historical experience; any known trends or uncertainties related to customer billing and account collectability; current economic conditions; and reasonable and supportable economic forecasts, each applied to segregated risk pools based on the business segment that generated the receivable. The adequacy of our allowance is reviewed quarterly.

Income Taxes

We account for income taxes under the liability method. Our deferred tax assets and liabilities represent items that will result in a tax deduction or taxable income in future years for which we have already recorded the related tax expense or benefit in our statement of earnings. Deferred tax accounts arise as a result of timing differences between when items are recognized in our Consolidated Financial Statements and when they are recognized in our tax returns. We assess the likelihood that deferred tax assets will be recovered from future taxable income or the reversal of temporary timing differences. To the extent we believe recovery does not meet the more likely than not threshold, a valuation allowance is established. To the extent we establish a valuation allowance, we include an expense as part of our income tax provision.

Significant judgment is required in determining and assessing the impact of complex tax laws and certain tax-related contingencies on our provision for income taxes. As part of our calculation of the provision for income taxes, we assess whether the benefits of our tax positions are at least more likely than not to be sustained upon audit based on the technical merits of the tax position. For tax positions that are not more likely than not to be sustained upon audit, we accrue the largest amount of the benefit that is not more likely than not to be sustained in our Consolidated Financial Statements. Such accruals require us to make estimates and judgments, whereby actual results could vary materially from these estimates. Further, a number of years may elapse before a particular matter for which we have established an accrual is audited and resolved. See Note 6, Income Taxes, in our Consolidated Financial Statements for a discussion of our current tax contingencies.

RESULTS OF OPERATIONS

The following table sets forth items in our Consolidated Statements of Earnings as a percentage of operating revenues and the percentage increase or decrease of those items compared with the prior year.

	Percentage of Operating Revenues			Percentage Change Between Years	
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Operating revenues	100.0%	100.0%	100.0%	(13.4)%	21.7%
Operating expenses:					
Rents and purchased transportation	45.8	49.9	53.0	(20.6)	14.6
Salaries, wages and employee benefits	25.4	22.8	22.7	(3.4)	22.1
Fuel and fuel taxes	5.9	6.3	4.4	(19.3)	75.6
Depreciation and amortization	5.8	4.4	4.6	14.5	15.7
Operating supplies and expenses	4.0	3.4	3.0	1.4	36.1
Insurance and claims	2.5	2.1	1.4	(0.8)	92.7
General and administrative expenses, net of asset dispositions	2.0	1.4	1.5	27.5	10.1
Operating taxes and licenses	0.6	0.5	0.5	9.9	14.8
Communication and utilities	0.3	0.2	0.3	15.4	5.3
Total operating expenses	92.3	91.0	91.4	(12.2)	21.2
Operating income	7.7	9.0	8.6	(25.4)	27.4
Net interest expense	0.4	0.4	0.4	16.2	9.7
Earnings before income taxes	7.3	8.6	8.2	(27.0)	28.2
Income taxes	1.6	2.1	1.9	(33.8)	30.6
Net earnings	5.7%	6.5%	6.3%	(24.9)%	27.4%

2023 Compared With 2022

Consolidated Operating Revenues

Our total consolidated operating revenues decreased 13.4% to \$12.83 billion in 2023, compared to \$14.81 billion in 2022. This decrease was primarily due to lower volume and revenue per load within ICS and JBI, decreased revenue per load within JBT, and decreased revenue and stop counts in FMS. Fuel surcharge revenues decreased 23.9% to \$1.85 billion in 2023, compared to \$2.43 billion in 2022. Revenues, excluding fuel surcharge revenues, decreased 11.3% from 2022.

Consolidated Operating Expenses

Our 2023 consolidated operating expenses decreased 12.2% from 2022, while year-over-year revenue decreased 13.4%, resulting in a 2023 operating ratio of 92.3% compared to 91.0% in 2022.

Rents and purchased transportation costs decreased 20.6% in 2023, primarily due to a decrease in rail and truck carrier purchased transportation rates within JBI, ICS and JBT segments and decreased JBI and ICS load volume, which decreased services provided by third-party rail and truck carriers during the current year. Salaries, wages and employee benefit costs decreased 3.4% in 2023 from 2022. This decrease was primarily related to a decrease in employee headcounts and lower incentive compensation, partially offset by increased base driver pay and office personnel compensation in 2023.

Fuel and fuel taxes expense decreased 19.3% in 2023 compared with 2022, due primarily to a decrease in the price of fuel during 2023 and decreased road miles. We have fuel surcharge programs in place with the majority of our customers. These programs typically involve a specified computation based on the change in national, regional or

local fuel prices. While these programs may address fuel cost changes as frequently as weekly, most also reflect a specified miles-per-gallon factor and require a certain minimum change in fuel costs to trigger a change in fuel surcharge revenue. As a result, some of these programs have a time lag between when fuel costs change and when this change is reflected in revenues. Due to these programs, this lag negatively impacts operating income in times of rapidly increasing fuel costs and positively impacts operating income when fuel costs decrease rapidly. It is not meaningful to compare the amount of fuel surcharge revenue or the change in fuel surcharge revenue between reporting periods to fuel and fuel taxes expense, or the change of fuel expense between periods, as a significant portion of fuel cost is included in our payments to railroads, dray carriers and other third parties. These payments are classified as purchased transportation expense.

Depreciation and amortization expense increased 14.5% in 2023, primarily due to equipment purchases related to new DCS long-term customer contracts, the addition of trailing equipment within our JBI and JBT segments and increased truck and tractor trades.

Operating supplies and expenses increased 1.4% in 2023 compared with 2022, driven primarily by higher building and facilities maintenance costs, increased tolls expense, increased towing costs, and higher equipment maintenance costs compared to 2022. Insurance and claims expense decreased 0.8% in 2023, primarily due to lower reserve expense for claims subject to insurance coverage-layer-specific aggregated limits and lower claim volume, partially offset by increased cost per claim and higher insurance policy premium expense. General and administrative expenses increased 27.5% from 2022, primarily due to a decrease in net gains from sale or disposal of assets, higher building and yard rental expense, and higher software subscription expense, partially offset by lower advertising costs and decreased professional service expense. Net loss from sale or disposal of assets was \$27.8 million in 2023, compared to a net gain from sale or disposal of assets of \$25.4 million in 2022.

Net interest expense for 2023 increased by 16.2% compared with 2023, due to higher effective interest rates on our debt and an increase in our average debt balance. Income tax expense decreased 33.8% in 2023, due primarily to decreased taxable earnings in 2023 and the recording of a discrete benefit associated with the favorable settlement of an uncertain tax position which had been reserved in a prior period during the current year. Our effective income tax rate was 22.1% in 2023 and 24.4% in 2022.

Segments

We operated five business segments during 2023. The operation of each of these businesses is described in our Notes to Consolidated Financial Statements. The following tables summarize financial and operating data by segment:

Operating Revenue by Segment			
	Years Ended December 31, (in millions)		
	2023	2022	2021
JBI	\$ 6,208	\$ 7,022	\$ 5,454
DCS	3,543	3,524	2,706
ICS	1,390	2,323	2,471
FMS	918	1,042	909
JBT	789	937	668
Total segment revenues	12,848	14,848	12,208
Intersegment eliminations	(18)	(34)	(40)
Total	\$ 12,830	\$ 14,814	\$ 12,168

Operating Income by Segment			
	Years Ended December 31, (in millions)		
	2023	2022	2021
JBI	\$ 569	\$ 800	\$ 603
DCS	405	361	314
ICS	(44)	57	40
FMS	47	37	34
JBT	16	77	55
Total	\$ 993	\$ 1,332	\$ 1,046

OPERATING DATA BY SEGMENT

Years Ended December 31,

	2023	2022	2021
JBI			
Loads	2,044,980	2,068,278	1,984,834
Average length of haul (miles)	1,673	1,665	1,684
Revenue per load	\$ 3,035	\$ 3,395	\$ 2,748
Average tractors during the period ⁽¹⁾	6,488	6,601	5,904
Tractors (end of period)	6,380	6,696	6,194
Trailing equipment (end of period)	118,171	115,150	104,973
Average effective trailing equipment usage	99,374	107,319	98,798
DCS			
Loads	4,274,677	4,508,864	4,138,889
Average length of haul (miles)	175	168	165
Revenue per truck per week ⁽²⁾	\$ 5,184	\$ 5,214	\$ 4,687
Average trucks during the period ⁽³⁾	13,290	13,131	11,230
Trucks (end of period)	13,252	13,374	12,306
Trailing equipment (end of period)	32,600	30,020	31,209
Average effective trailing equipment	32,408	31,350	30,150
ICS			
Loads	764,839	1,027,529	1,063,473
Revenue per load	\$ 1,818	\$ 2,261	\$ 2,324
Gross profit margin	13.4%	14.6%	11.5%
Employee count (end of period)	861	958	953
Approximate number of third-party carriers (end of period)	122,100	156,400	136,400
Marketplace for J.B. Hunt 360 revenue (millions)	\$765.6	\$1,521.1	\$1,583.8
FMS			
Stops	4,596,715	5,636,432	6,677,186
Average trucks during the period ⁽³⁾	1,540	1,814	1,520
JBT			
Loads	410,091	398,070	327,231
Revenue per load	\$ 1,925	\$ 2,353	\$2,042
Average length of haul	652	570	548
Tractors (end of period)			
Company-owned	27	147	165
Independent contractor	1,931	2,095	1,454
Total tractors	1,958	2,242	1,619
Trailers (end of period)	13,561	13,020	8,785
Average effective trailing equipment usage	13,000	10,611	7,123

(1) Includes company-owned and independent contractor tractors

(2) Using weighted workdays

(3) Includes company-owned, independent contractor, and customer-owned trucks

JBI Segment

JBI segment revenue decreased 12% to \$6.21 billion in 2023, from \$7.02 billion in 2022. This decrease in revenue was primarily a result of an 11% decrease in revenue per load, which is the combination of changes in freight mix, customer rate changes, and fuel surcharge revenue and a 1% decrease in load volume. Eastern network load volumes decreased 2% and transcontinental loads remained flat compared to 2022. Revenue per load excluding fuel surcharges decreased 8% compared to 2022.

Operating income of the JBI segment decreased to \$569 million in 2023, from \$800 million in 2022. The decrease is primarily due to decreased revenue, and an increase in loss on sale of equipment, together with higher driver and non-driver wages, insurance and claims expense, and increased network and equipment-related costs as a percentage of gross revenue, partially offset by lower rail and third-party dray purchased transportation expense. In addition, JBI incurred \$16 million and \$33 million in expense for the segment's portion of the additional casualty claim reserves in 2023 and 2022, respectively.

DCS Segment

DCS segment revenue increased 1% to \$3.54 billion in 2023, from \$3.52 billion in 2022. Productivity, defined as revenue per truck per week, decreased 1% compared to 2022. Productivity excluding fuel surcharge revenue increased 3% from 2022. The increase in productivity excluding fuel surcharge revenue was primarily due to contractual index-based rate increases and improved utilization of equipment. Customer retention rates are approximately 93%.

Operating income of our DCS segment increased to \$405 million in 2023, from \$361 million in 2022. The increase is primarily due to the maturing of new long-term customer contracts, partially offset by higher driver and non-driver wages and benefits, an increase in loss on sale of equipment, higher insurance and claims expense, increased equipment-related costs, and increased bad debt expense when compared to 2022. In addition, DCS incurred \$20 million and \$27 million in expense for the segment's portion of the additional casualty claim reserves in 2023 and 2022, respectively.

ICS Segment

ICS segment revenue decreased 40% to \$1.39 billion in 2023, from \$2.32 billion in 2022. Overall volumes decreased 26%, while revenue per load decreased 20% when compared to 2022, primarily due to lower contractual and spot customer rates and changes in customer freight mix when compared to 2022. The decrease in revenue was partially offset by the acquisition of the brokerage assets of BNSF Logistics, LLC (BNSFL) on September 30, 2023. Contractual business was 64% of the total load volume and 63% of the total revenue in 2023, compared to 48% of the total load volume and 50% of the total revenue in 2022.

Our ICS segment had an operating loss of \$44 million in 2023 compared to operating income of \$57 million in 2022. The decrease in operating income was primarily due to decreased revenue, lower gross profit margins, and integration costs related to the BNSFL acquisition, partially offset by lower personnel expenses and decreased technology cost during 2023. Gross profit margin decreased to 13.4% in the current year versus 14.6% in 2022. Approximately \$766 million of ICS revenue for 2023 was executed through the Marketplace for J.B. Hunt 360° compared to \$1.52 billion in 2022. ICS's carrier base decreased 22% when compared to 2022, primarily due to changes in carrier qualification requirements. In addition, ICS incurred \$10 million and \$22 million in expense for the segment's portion of the additional casualty claim reserves in 2023 and 2022, respectively.

FMS Segment

FMS segment revenue decreased 12% to \$918 million in 2023 from \$1.04 billion in 2022, primarily due to decreased customer demand and the effects of internal efforts to improve revenue quality across certain accounts, partially offset by improved revenue quality at underperforming accounts and the addition of multiple new customer contracts implemented over the past year.

Operating income of our FMS segment increased to \$47 million in 2023, from \$37 million in 2022. The increase in operating income was primarily due to improvements in revenue quality, lower personnel expenses, lower bad debt expense, and overall cost management, partially offset by inflationary increases in facility rental expenses and increased technology costs. In addition, FMS incurred \$3 million and \$5 million in expense for the segment's portion of the additional casualty claim reserves in 2023 and 2022, respectively.

JBT Segment

JBT segment revenue decreased 16% to \$789 million in 2023, from \$937 million in 2022. Excluding fuel surcharges, revenue for 2023 decreased 17% compared to 2022, primarily due to a 19% decrease in revenue excluding fuel surcharge revenue per load, partially offset by a 3% increase in load volume compared to 2022. Load volume growth was primarily related to the continued expansion of J.B. Hunt 360box which leverages the J.B. Hunt 360° platform to access drop trailer capacity for customers across our transportation network. Total average effective trailer count in 2023 was 13,000 compared to 10,611 in 2022. At the end of 2023, JBT operated 1,958 tractors, predominantly independent contractors, compared to 2,242 at the end of 2022.

Operating income of our JBT segment decreased to \$16 million in 2023, from \$77 million in 2022. The decrease in operating income was driven primarily by the decrease in revenue and an increase in loss on sale of equipment, together with higher purchased transportation expense and equipment-related costs as a percentage of gross revenue. In addition, JBT incurred \$4 million and \$7 million in expense for the segment's portion of the additional casualty claim reserves in 2023 and 2022, respectively.

2022 Compared With 2021

Consolidated Operating Revenues

Our total consolidated operating revenues increased 21.7% to \$14.81 billion in 2022, compared to \$12.17 billion in 2021. This increase was primarily due to higher revenue per load and increased load volumes within JBI and JBT, increased average revenue producing trucks and fleet productivity within DCS, and increased revenue in FMS primarily driven by a business acquisition, partially offset by decreased ICS load volume. Fuel surcharge revenues increased 94.2% to \$2.43 billion in 2022, compared to \$1.25 billion in 2021. Revenues excluding fuel surcharge revenues increased 13.4% from 2021.

Consolidated Operating Expenses

Our 2022 consolidated operating expenses increased 21.2% from 2021, while year-over-year revenue increased 21.7%, resulting in a 2022 operating ratio of 91.0% compared to 91.4% in 2021.

Rents and purchased transportation costs increased 14.6% in 2022, primarily due to an increase in rail carrier purchased transportation costs within the JBI segment and an increase in the use of third-party truck carriers by JBT, partially offset by decreased ICS load volume. Salaries, wages and employee benefit costs increased 22.1% in 2022 from 2021. This increase was primarily related to increases in driver pay and office personnel compensation and an increase in the number of employees as well as an increase in group medical expense compared to 2021.

Fuel and fuel taxes expense increased 75.6% in 2022 compared with 2021, due primarily to an increase in the price of fuel during 2022 and increased road miles. Depreciation and amortization expense increased 15.7% in 2022, primarily due to equipment purchases related to new DCS long-term customer contracts, the addition of trailing equipment within our JBI and JBT segments and increased intangible asset amortization expense resulting from the business acquisition within FMS.

Operating supplies and expenses increased 36.1% in 2022 compared with 2021, driven primarily by higher equipment maintenance costs, due to holding equipment longer, increased tire expense, increased tolls expense, and higher travel and entertainment expenses compared to 2021. Insurance and claims expense increased 92.7% in 2022, primarily due to increased cost per claim, higher insurance policy premium expense, and the inclusion of \$94.0 million of expense for additional casualty claim reserves for claims subject to insurance coverage-layer-specific aggregated limits in 2022. General and administrative expenses increased 10.1% from 2021, primarily due to higher building rentals, higher software subscription expense, increased professional services expense, and higher bad debt expense, partially offset by higher net gains from sale or disposals of assets. Net gain from sale or disposal of assets was \$25.4 million in 2022, compared to a net loss from sale or disposals of assets of \$5.5 million in 2021.

Net interest expense for 2022 increased by 9.7% compared with 2021, due to higher effective interest rates on our debt. Income tax expense increased 30.6% in 2022, due primarily to increased taxable earnings in 2022. Our effective income tax rate was 24.4% in 2022 and 23.9% in 2021.

JBI Segment

JBI segment revenue increased 29% to \$7.02 billion in 2022, from \$5.45 billion in 2021. This increase in revenue was primarily a result of a 24% increase in revenue per load, which is the combination of changes in freight mix, customer rate changes, cost recovery efforts, and fuel surcharge revenue and a 4% increase in load volume. Eastern network load volumes increased 9% and transcontinental loads increased 1% compared to 2021. Revenue per load excluding fuel surcharges increased 15% compared to 2021.

Operating income of the JBI segment increased to \$800 million in 2022, from \$603 million in 2021. The increase is primarily due to increased revenue and higher net gains from the sale of equipment during the current year, partially offset by higher rail and third-party dray purchased transportation expense, higher costs to attract and retain drivers, increased non-driver salary and wages, higher equipment-related expenses, increased insurance and claims expense, and higher costs due to rail and port network inefficiencies and customer detention of equipment. In addition, JBI incurred \$33 million in expense for the segment's portion of the additional casualty claim reserves in 2022.

DCS Segment

DCS segment revenue increased 30% to \$3.52 billion in 2022, from \$2.71 billion in 2021. Productivity, defined as revenue per truck per week, increased 11% compared to 2021. Productivity excluding fuel surcharge revenue increased 4% from 2021. The increase in productivity was primarily due to contractual index-based rate increases, partially offset by lower productivity of equipment on start-up accounts. Customer retention rates remained above 98%.

Operating income of our DCS segment increased to \$361 million in 2022, from \$314 million in 2021. Higher revenues and higher net gains from the sale of equipment during 2022 were partially offset by increased driver and non-driver wages, benefits and recruiting costs, higher equipment-related expenses, higher costs related to the implementation of new long-term customer contracts, increased insurance and claims expense, and higher bad debt expense when compared to 2021. In addition, DCS incurred \$27 million in expense for the segment's portion of the additional casualty claim reserves in 2022.

ICS Segment

ICS segment revenue decreased 6% to \$2.32 billion in 2022, from \$2.47 billion in 2021. Overall volumes decreased 3% when compared to 2021. Revenue per load decreased 3% when compared to 2021, primarily due to changes in customer freight mix, partially offset by higher contractual customer rates within the truckload business when compared to 2021. Contractual business was 48% of the total load volume and 50% of the total revenue in 2022, compared to 40% of the total load volume and 37% of the total revenue in 2021.

Operating income of our ICS segment increased to \$57 million in 2022, from \$40 million in 2021. The increase in operating income was primarily due to higher gross profit margins, partially offset by higher personnel costs, increased technology spending, increased insurance and claims expense, and higher bad debt expense during 2022. In addition, ICS incurred \$22 million in expense for the segment's portion of the additional casualty claim reserves in 2022. Gross profit margin increased to 14.6% in the current year versus 11.5% in 2021. Approximately \$1.52 billion of ICS revenue for 2022 was executed through the Marketplace for J.B. Hunt 360° compared to \$1.58 billion in 2021. ICS's carrier base increased 15% when compared to 2021.

FMS Segment

FMS segment revenue increased 15% to \$1.04 billion in 2022 from \$909 million in 2021, primarily due to the implementation of multiple new customer contracts and the acquisition of Zenith Freight Lines, LLC (Zenith) in 2022. The increase in revenue was partially offset by the effects of internal efforts to improve revenue quality across certain accounts as well as supply-chain related constraints for goods in the primary markets served by FMS.

Operating income of our FMS segment increased to \$37 million in 2022, from \$34 million in 2021. The increase in operating income was primarily due to increased revenues, partially offset by higher personnel salary, wages and benefits expense, higher equipment-related expenses, increased insurance and claims expense, increased driver recruiting costs, increased technology costs, and implementation costs related to new long-term contractual business. In addition, FMS incurred \$5 million in expense for the segment's portion of the additional casualty claim reserves in 2022, while 2021 included an aggregated benefit of \$9 million from the net settlement of claims and the reduction of a contingent liability.

JBT Segment

JBT segment revenue increased 40% to \$937 million in 2022, from \$668 million in 2021. Excluding fuel surcharges, revenue for 2022 increased 31% compared to 2021, primarily due to a 22% increase in load volume and a 8% increase in revenue excluding fuel surcharge revenue per load compared to 2021. The 2022 growth in load count was primarily due to the continued expansion of J.B. Hunt 360box which leverages the J.B. Hunt 360° platform to access drop trailer capacity for customers across our transportation network. Total average effective trailer count in 2022 was 10,611 compared to 7,123 in 2021. At the end of 2022, JBT operated 2,242 tractors compared to 1,619 at the end of 2021.

Operating income of our JBT segment increased to \$77 million in 2022, from \$55 million in 2021. The increase in operating income was driven primarily by increased load counts and revenue per load during the current year, which were partially offset by higher purchased transportation expense, higher equipment-related expenses, increased personnel costs, increased insurance and claims expense, and increased technology spending related to the continued expansion of J.B. Hunt 360box. In addition, JBT incurred \$7 million in expense for the segment's portion of the additional casualty claim reserves in 2022.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities totaled \$1.74 billion in 2023, compared to \$1.78 billion in 2022. The decrease was primarily due to decreased earnings of approximately \$241 million, mostly offset by the timing of general working capital activities.

Net cash used in investing activities totaled \$1.69 billion in 2023, compared with \$1.55 billion in 2022. The increase resulted primarily from an increase in equipment purchases, net of proceeds from the sale of equipment, partially offset by lower business acquisitions in 2023.

Net cash used in financing activities was \$58 million in 2023, compared with \$530 million in 2022. This decrease resulted primarily from a decrease in current year treasury stock purchases and the fact that 2022 included the full retirement of our \$350 million of 3.30% senior notes that matured in August 2022.

Our dividend policy is subject to review and revision by the Board of Directors, and payments are dependent upon our financial condition, liquidity, earnings, capital requirements, and other factors the Board of Directors may deem relevant. We paid a \$0.28 per share quarterly dividend in the first quarter of 2021, a \$0.30 per share quarterly dividend in the last three quarters of 2021, a \$0.40 per share quarterly dividend in 2022, and a \$0.42 per share quarterly dividend in 2023. On January 18, 2024, we announced an increase in our quarterly cash dividend from \$0.42 to \$0.43 per share, which was paid February 23, 2024, to shareholders of record on February 9, 2024. We currently intend to continue paying cash dividends on a quarterly basis. However, no assurance can be given that future dividends will be paid.

Liquidity

Our need for capital has typically resulted from the acquisition of containers and chassis, trucks, tractors, and trailers required to support our growth and the replacement of older equipment as well as periodic business acquisitions and real estate transactions. We are frequently able to accelerate or postpone a portion of equipment replacements or other capital expenditures depending on market and overall economic conditions. In recent years, we have obtained capital through cash generated from operations, revolving lines of credit and long-term debt issuances. We have also periodically utilized operating leases to acquire revenue equipment. For our senior notes maturing in 2024, it is our intent to pay the entire outstanding balances in full, on or before the maturity dates, using our existing cash balance, revolving line of credit or other sources of long-term financing.

We believe our liquid assets, cash generated from operations, and revolving line of credit will provide sufficient funds for our operating and capital requirements for the foreseeable future. At December 31, 2023, we were authorized to borrow up to \$1.5 billion through a revolving line of credit and committed term loans, which is

supported by a credit agreement with a group of banks. The revolving line of credit authorizes us to borrow up to \$1.0 billion under a five-year term expiring September 2027, and allows us to request an increase in the revolving line of credit total commitment by up to \$300 million and to request two one-year extensions of the maturity date. The committed term loans authorized us to borrow up to an additional \$500 million during the nine-month period beginning September 27, 2022, due September 2025, which we exercised in June 2023. The applicable interest rates under this agreement are based on either the Secured Overnight Financing Rate (SOFR), or a Base Rate, depending upon the specific type of borrowing, plus an applicable margin and other fees. At December 31, 2023, we had a cash balance of \$53.3 million. Under our senior credit facility, we had a \$130.0 million outstanding balance on the revolving line of credit and a \$500.0 million outstanding balance of term loans at an average interest rate of 6.44%.

We continue to evaluate the possible effects of current economic conditions and reasonable and supportable economic forecasts on operational cash flows, including the risks of declines in the overall freight market and our customers' liquidity and ability to pay. We regularly monitor working capital and maintain frequent communication with our customers, suppliers and service providers. A large portion of our cost structure is variable. Purchased transportation expense represents more than half of our total costs and is heavily tied to load volumes. Our second largest cost item is salaries and wages, the largest portion of which is driver pay, which includes a large variable component.

Our senior notes consist of two separate issuances. The first is \$250 million of 3.85% senior notes due March 2024, which was issued in March 2014. Interest payments under these notes are due semiannually in March and September of each year, beginning September 2014. The second is \$700 million of 3.875% senior notes due March 2026, issued in March 2019. Interest payments under these notes are due semiannually in March and September of each year, beginning September 2019. We may redeem for cash some or all of the notes based on a redemption price set forth in the note indenture.

Our financing arrangements require us to maintain certain covenants and financial ratios. At December 31, 2023, we were in compliance with all covenants and financial ratios.

We are currently committed to spend approximately \$868 million, net of proceeds from sales or trade-ins, during the years 2024 and 2025, as well as an additional \$381 million thereafter. These expenditures will relate primarily to the acquisition of tractors, containers, chassis, and other trailing equipment. We had no other off-balance sheet arrangements as of December 31, 2023.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate risk can be quantified by measuring the financial impact of a near-term adverse increase in short-term interest rates on variable-rate debt outstanding. Our total long-term debt consists of both fixed and variable interest rate facilities. Our senior notes have fixed interest rates ranging from 3.85% to 3.875%. These fixed-rate facilities reduce the impact of changes to market interest rates on future interest expense. Our senior credit facility has variable interest rates, which are based on either SOFR or a Base Rate, depending upon the specific type of borrowing, plus an applicable margin and other fees. At December 31, 2023, the average interest rate under our senior credit facility was 6.44%. Our earnings would be affected by changes in these short-term variable interest rates. At our current level of borrowing, a one-percentage-point increase in our applicable rate would reduce annual pretax earnings by \$6.3 million.

Although we conduct business in foreign countries, international operations are not material to our consolidated financial position, results of operations, or cash flows. Additionally, foreign currency transaction gains and losses were not material to our results of operations for the year ended December 31, 2023. Accordingly, we are not currently subject to material foreign currency exchange rate risks from the effects that exchange rate movements of foreign currencies would have on our future costs or on future cash flows we would receive from our foreign investment. To date, we have not entered into any foreign currency forward exchange contracts or other derivative financial instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

The price and availability of diesel fuel are subject to fluctuations due to changes in the level of global oil production, seasonality, weather, and other market factors. Historically, we have been able to recover a majority of fuel-price increases from our customers in the form of fuel surcharges. We cannot predict the extent to which volatile fluctuations in fuel prices will continue in the future or the extent to which fuel surcharges could be collected to offset fuel-price increases. As of December 31, 2023, we had no derivative financial instruments to reduce our exposure to fuel-price fluctuations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our Consolidated Financial Statements, Notes to Consolidated Financial Statements, and reports thereon of our independent registered public accounting firm as specified by this Item are presented following Item 15 of this report and include:

Management's Report on Internal Control Over Financial Reporting
Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheets as of December 31, 2023 and 2022
Consolidated Statements of Earnings for years ended December 31, 2023, 2022, and 2021
Consolidated Statements of Shareholders' Equity for years ended December 31, 2023, 2022, and 2021
Consolidated Statements of Cash Flows for years ended December 31, 2023, 2022, and 2021
Notes to Consolidated Financial Statements

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain controls and procedures designed to ensure that the information we are required to disclose in the reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2023.

The certifications of our Chief Executive Officer and Chief Financial Officer required under Section 302 of the Sarbanes-Oxley Act have been filed as Exhibits 31.1 and 31.2 to this report.

Management's Report on Internal Control Over Financial Reporting

Management's Report on Internal Control Over Financial Reporting is included herein (following Item 15) and is incorporated by reference herein.

The effectiveness of internal control over financial reporting as of December 31, 2023, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm that also audited our Consolidated Financial Statements. PricewaterhouseCoopers LLP's report on internal control over financial reporting is included herein (following Item 15).

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during the fourth quarter ended December 31, 2023, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

During the three months ended December 31, 2023, none of our directors or officers adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required for Item 10 is hereby incorporated by reference from the Notice and Proxy Statement for the Annual Meeting of Shareholders to be held April 25, 2024.

ITEM 11. EXECUTIVE COMPENSATION

The information required for Item 11 is hereby incorporated by reference from the Notice and Proxy Statement for the Annual Meeting of Shareholders to be held April 25, 2024.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

Except as set forth below, the information required for Item 12 is hereby incorporated by reference from the Notice and Proxy Statement for the Annual Meeting of Shareholders to be held April 25, 2024.

Securities Authorized For Issuance Under Equity Compensation Plans

The following table summarizes, as of December 31, 2023, information about compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category ⁽¹⁾	Number of Securities To Be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	Weighted-average Exercise Price of Outstanding Options, Warrants, and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A))
	(A)	(B)	(C)
Equity compensation plans approved by security holders	1,323,215	\$ - ⁽²⁾	3,866,900

(1) We have no equity compensation plans that are not approved by security holders.

(2) Currently, only restricted share units remain outstanding under our equity compensation plan. Upon vesting, restricted share units are settled with shares of our common stock on a one-for-one basis and, accordingly, do not include an exercise price.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required for Item 13 is hereby incorporated by reference from the Notice and Proxy Statement for the Annual Meeting of Shareholders to be held April 25, 2024.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required for Item 14 is hereby incorporated by reference from the Notice and Proxy Statement for the Annual Meeting of Shareholders to be held April 25, 2024.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(A) Financial Statements, Financial Statement Schedules and Exhibits:

(1) Financial Statements

The financial statements included in Item 8 above are filed as part of this annual report.

(2) Financial Statement Schedules

Schedule II – Valuation and Qualifying Accounts (in millions)

Allowance for Doubtful Accounts and Other Receivables for the Years Ended:	Balance at Beginning of Year	Charged to Expense	Write-Offs, Net of Recoveries	Balance at End of Year
December 31, 2021	\$ 18.4	\$ 2.6	\$ (4.2)	\$ 16.8
December 31, 2022	16.8	9.0	(3.5)	22.3
December 31, 2023	22.3	9.0	(6.7)	24.6

The above schedule reports allowances related to trade accounts receivable and other receivables.

All other schedules have been omitted either because they are not applicable or because the required information is included in our Consolidated Financial Statements or the notes thereto.

(3) Exhibits

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation of J.B. Hunt Transport Services, Inc. dated May 19, 1988 (incorporated by reference from Exhibit 3.1 of the Company's quarterly report on Form 10-Q for the period ended March 31, 2005, filed April 29, 2005)
3.2	Second Amended and Restated Bylaws of J.B. Hunt Transport Services, Inc. dated October 21, 2021 (incorporated by reference from Exhibit 3.1 of the Company's current report on Form 8-K, filed October 27, 2021)
3.3	Amendment No. 1 to the Second Amended and Restated Bylaws J.B. Hunt Transport Services, Inc., dated July 20, 2022 (incorporated by reference from Exhibit 3.1 of the Company's current report on Form 8-K filed July 26, 2022)
3.4	Amendment No. 2 to the Second Amended and Restated Bylaws of J.B. Hunt Transport Services, Inc. dated January 19, 2023 (incorporated by reference from Exhibit 3.1 of the Company's current report on Form 8-K, filed January 24, 2023)
3.5	Amendment No. 3 to the Second Amended and Restated Bylaws of J.B. Hunt Transport Services, Inc., dated October 19, 2023 (incorporated by reference from Exhibit 3.1 of the Company's current report on Form 8-K, filed October 24, 2023)
4.1	Description of Capital Stock of J.B. Hunt Transport Services, Inc.
4.2	Indenture (incorporated by reference from Exhibit 4.1 of the Company's registration statement on Form S-3ASR (File No. 333-169365), filed September 14, 2010)
4.3	Third Supplemental Indenture (incorporated by reference from Exhibit 4.4 of the Company's current report on Form 8-K, filed March 6, 2014)
4.4	Base Indenture, dated as of March 1, 2019 (incorporated by reference from Exhibit 4.1 of the Company's current report on Form 8-K, filed March 1, 2019)
4.5	First Supplemental Indenture, dated as of March 1, 2019 (incorporated by reference from Exhibit 4.2 of the Company's current report on Form 8-K, filed March 1, 2019)
10.1	Third Amended and Restated Management Incentive Plan (incorporated by reference from Appendix A of the Company's definitive proxy statement on Schedule 14A, filed March 9, 2017)
10.2	Amendment to J.B. Hunt Transport Services, Inc. Third Amended and Restated Management Incentive Plan (incorporated by reference from Exhibit 10.2 of the Company's current report on Form 8-K, filed April 22, 2019)
10.3	Summary of Compensation Arrangements with Named Executive Officers for 2022 (incorporated by reference from Exhibit 99.1 of the Company's current report on Form 8-K, filed January 24, 2022)
10.4	Summary of Compensation Arrangements with Named Executive Officers for 2023 (incorporated by reference from Exhibit 99.1 of the Company's current report on Form 8-K, filed January 24, 2023)
10.5	Amended and Restated Credit Agreement and related documents (incorporated by reference from Exhibit 10.1 of the Company's current report on Form 8-K, filed October 3, 2022)
21.1	Subsidiaries of J.B. Hunt Transport Services, Inc.
22.1	List of Guarantor Subsidiaries of J.B. Hunt Transport Services, Inc.
23.1	Consent of PricewaterhouseCoopers LLP
24.1	Powers of Attorney of Members of J.B. Hunt Transport Services, Inc. Board of Directors
31.1	Rule 13a-14(a)/15d-14(a) Certification
31.2	Rule 13a-14(a)/15d-14(a) Certification
32.1	Section 1350 Certification
97.1	Policy relating to recovery of erroneously awarded compensation, as required by applicable listing standards adopted pursuant to 17 C.F.R. 240.10D-1.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Lowell, Arkansas, on the 23rd day of February 2024.

J.B. HUNT TRANSPORT SERVICES, INC.
(Registrant)

By: /s/ John N. Roberts, III
John N. Roberts, III
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on the 23rd day of February 2024, on behalf of the registrant and in the capacities indicated.

<u>/s/ John N. Roberts, III</u> John N. Roberts, III	Chief Executive Officer, Member of the Board of Directors (Principal Executive Officer)
<u>/s/ John Kuhlow</u> John Kuhlow	Chief Financial Officer, Executive Vice President (Principal Financial and Accounting Officer)
<u>*</u> Kirk Thompson	Chairman of the Board of Directors
<u>*</u> James L. Robo	Member of the Board of Directors (Independent Lead Director)
<u>*</u> Francesca M. Edwardson	Member of the Board of Directors
<u>*</u> Wayne Garrison	Member of the Board of Directors
<u>*</u> Sharilyn S. Gasaway	Member of the Board of Directors
<u>*</u> John B. Hill, III	Member of the Board of Directors
<u>*</u> J. Bryan Hunt, Jr.	Member of the Board of Directors
<u>*</u> Persio Lisboa	Member of the Board of Directors
<u>*</u> Patrick Ottensmeyer	Member of the Board of Directors

*By /s/ John N. Roberts, III
John N. Roberts, III
As Attorney-in-Fact Pursuant to Powers of Attorney filed herewith

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

We are responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, and effected by the Company's Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitation, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. We assessed the effectiveness of our internal control over financial reporting as of December 31, 2023. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework (2013 Framework). Based on our assessment, our management has concluded that as of December 31, 2023, our internal control over financial reporting is effective based on those criteria.

The effectiveness of our internal control over financial reporting as of December 31, 2023, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm that also audited our Consolidated Financial Statements. PricewaterhouseCoopers LLP's report on internal control over financial reporting is included herein.

/s/ John N. Roberts, III

John N. Roberts, III
Chief Executive Officer
(Principal Executive Officer)

/s/ John Kuhlow

John Kuhlow
Chief Financial Officer,
Executive Vice President
(Principal Financial and Accounting Officer)

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of J.B. Hunt Transport Services, Inc. and its subsidiaries (the “Company”)

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of J.B. Hunt Transport Services, Inc. and its subsidiaries (the “Company”) as of December 31, 2023 and 2022, and the related consolidated statements of earnings, of shareholders’ equity and of cash flows for each of the three years in the period ended December 31, 2023, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended December 31, 2023 appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made

only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Personal injury and property damage claims accruals

As described in Note 2 to the consolidated financial statements, the Company maintains insurance coverage for loss of a portion of expenses related to employee injuries, vehicular collisions, accidents and cargo damage which include a level of self-insurance coverage applicable to each claim. As of December 31, 2023, the Company's claims accrual balance for self-insured claims was \$523 million, of which a significant portion of claims related to personal injury and property damage. The Company recognizes a liability at the time of the incident based on an analysis of the nature and severity of the claims and analyses provided by third-party claims administrators, as well as legal, economic, and regulatory factors. Management uses an actuarial method to develop current claim information to derive an estimate of the ultimate personal injury and property damage claim liability, which involves the use of expected loss rates, loss-development factors based on historical claims experience, and claim frequencies and severity.

The principal considerations for our determination that performing procedures relating to the personal injury and property damage claims accrual is a critical audit matter are (i) the significant judgment by management when developing the claims accrual estimate; (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management's significant assumptions related to the expected loss rates, loss-development factors based on historical claims experience, and claim frequencies and severity, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's personal injury and property damage claims accrual process, including controls over the development of expected loss rates, loss-development factors based on historical claims experience, and claim frequencies and severity. These procedures also included, among others, (i) testing management's process for developing the claims accrual estimate; (ii) evaluating the appropriateness of the actuarial method; (iii) testing the completeness and accuracy of underlying data used in the personal injury and property damage claims accrual estimate; and (iv) evaluating the reasonableness of management's significant assumptions related to the expected loss rates, loss-development factors based on historical claims experience, and claim frequencies and severity used in the calculation of the estimate. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the Company's claims accrual process, (ii) the appropriateness of the actuarial method, and (iii) the reasonableness of the expected loss rate, loss-development factors, and claim frequencies and severity used in developing the estimate.

/s/ PricewaterhouseCoopers LLP

Springdale, Arkansas
February 23, 2024

We have served as the Company's auditor since 2021.

J.B. HUNT TRANSPORT SERVICES, INC.

Consolidated Balance Sheets

December 31, 2023 and 2022

(in thousands, except share data)

Assets	2023		2022	
Current assets:				
Cash and cash equivalents	\$	53,344	\$	51,927
Trade accounts receivable, net		1,334,912		1,528,075
Other receivables		354,968		330,764
Inventories		42,186		40,602
Prepaid expenses and other current assets		299,502		260,410
Total current assets		2,084,912		2,211,778
Property and equipment, at cost:				
Revenue and service equipment		7,293,093		6,815,776
Land		258,144		88,699
Structures and improvements		462,536		382,007
Software, office equipment and furniture		754,099		712,998
Total property and equipment		8,767,872		7,999,480
Less accumulated depreciation		2,993,959		3,019,663
Net property and equipment		5,773,913		4,979,817
Goodwill		134,057		120,449
Other intangible assets, net		133,896		115,941
Other assets		411,482		358,597
Total assets	\$	8,538,260	\$	\$7,786,582
Liabilities and Shareholders' Equity				
Current liabilities:				
Current portion of long-term debt	\$	249,961	\$	-
Trade accounts payable		737,364		798,776
Claims accruals		547,277		452,149
Accrued payroll and payroll taxes		94,563		188,252
Other accrued expenses		150,256		129,054
Total current liabilities		1,779,421		1,568,231
Long-term debt		1,326,107		1,261,738
Other long-term liabilities		392,766		369,314
Deferred income taxes		936,208		920,531
Total liabilities		4,434,502		4,119,814
Commitments and contingencies (Note 10)				
Shareholders' equity:				
Preferred stock, \$100 par value. 10 million shares authorized; none outstanding		-		-
Common stock, \$.01 par value. 1 billion shares authorized; (167,099,432 shares issued at December 31, 2023 and 2022, of which 103,220,027 and 103,743,382 shares were outstanding at December 31, 2023 and 2022, respectively)		1,671		1,671
Additional paid-in capital		549,132		499,897
Retained earnings		6,978,119		6,423,730
Treasury stock, at cost (63,879,405 shares at December 31, 2023, and 63,356,050 shares at December 31, 2022)		(3,425,164)		(3,258,530)
Total shareholders' equity:		4,103,758		3,666,768
Total liabilities and shareholders' equity	\$	8,538,260	\$	\$ 7,786,582

See Notes to Consolidated Financial Statements.

J.B. HUNT TRANSPORT SERVICES, INC.

Consolidated Statements of Earnings

Years Ended December 31, 2023, 2022 and 2021
(in thousands, except per share amounts)

	2023	2022	2021
Operating revenues, excluding fuel surcharge revenues	\$ 10,978,387	\$ 12,381,359	\$ 10,915,442
Fuel surcharge revenues	1,851,278	2,432,640	1,252,860
Total operating revenues	12,829,665	14,813,999	12,168,302
Operating expenses:			
Rents and purchased transportation	5,872,591	7,392,179	6,449,068
Salaries, wages and employee benefits	3,257,484	3,373,063	2,761,680
Fuel and fuel taxes	751,497	931,710	530,642
Depreciation and amortization	737,954	644,520	557,093
Operating supplies and expenses	509,354	502,553	369,294
Insurance and claims	315,678	318,123	165,052
General and administrative expenses, net of asset dispositions	274,564	215,361	195,616
Operating taxes and licenses	74,996	68,230	59,462
Communication and utilities	42,351	36,707	34,865
Total operating expenses	11,836,469	13,482,446	11,122,772
Operating income	993,196	1,331,553	1,045,530
Interest income	7,624	1,069	493
Interest expense	65,933	51,249	46,251
Earnings before income taxes	934,887	1,281,373	999,772
Income taxes	206,600	312,022	238,966
Net earnings	\$ 728,287	\$ 969,351	\$ 760,806
Weighted average basic shares outstanding	103,440	104,141	105,359
Basic earnings per share	\$ 7.04	\$ 9.31	\$ 7.22
Weighted average diluted shares outstanding	104,451	105,276	106,593
Diluted earnings per share	\$ 6.97	\$ 9.21	\$ 7.14

See Notes to Consolidated Financial Statements.

J.B. HUNT TRANSPORT SERVICES, INC.

Consolidated Statements of Shareholders' Equity

Years Ended December 31, 2023, 2022 and 2021

(in thousands, except per share amounts)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Shareholders' Equity
Balances at December 31, 2020	\$ 1,671	\$ 408,244	\$ 4,984,739	\$ (2,794,516)	\$ 2,600,138
Comprehensive income:					
Net earnings	-	-	760,806	-	760,806
Cash dividend declared and paid (\$1.18 per share)	-	-	(124,442)	-	(124,442)
Purchase of treasury shares	-	-	-	(151,720)	(151,720)
Share-based compensation	-	61,505	-	-	61,505
Restricted share issuances, net of stock repurchased for payroll taxes and other	-	(21,532)	-	(6,939)	(28,471)
Balances at December 31, 2021	\$ 1,671	\$ 448,217	\$ 5,621,103	\$ (2,953,175)	\$ 3,117,816
Comprehensive income:					
Net earnings	-	-	969,351	-	969,351
Cash dividend declared and paid (\$1.60 per share)	-	-	(166,724)	-	(166,724)
Purchase of treasury shares	-	-	-	(300,030)	(300,030)
Share-based compensation	-	77,535	-	-	77,535
Restricted share issuances, net of stock repurchased for payroll taxes and other	-	(25,855)	-	(5,325)	(31,180)
Balances at December 31, 2022	\$ 1,671	\$ 499,897	\$ 6,423,730	\$ (3,258,530)	\$ 3,666,768
Comprehensive income:					
Net earnings	-	-	728,287	-	728,287
Cash dividend declared and paid (\$1.68 per share)	-	-	(173,898)	-	(173,898)
Purchase of treasury shares	-	-	-	(159,576)	(159,576)
Share-based compensation	-	79,189	-	-	79,189
Restricted share issuances, net of stock repurchased for payroll taxes and other	-	(29,954)	-	(7,058)	(37,012)
Balances at December 31, 2023	\$ 1,671	\$ 549,132	\$ 6,978,119	\$ (3,425,164)	\$ 4,103,758

See Notes to Consolidated Financial Statements.

J.B. HUNT TRANSPORT SERVICES, INC.

Consolidated Statements of Cash Flows

Years Ended December 31, 2023, 2022 and 2021
(in thousands)

	2023	2022	2021
Cash flows from operating activities:			
Net earnings	\$ 728,287	\$ 969,351	\$ 760,806
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	737,954	644,520	557,093
Noncash lease expense	97,666	83,797	55,137
Share-based compensation	79,189	77,535	61,505
(Gain)/loss on sale of revenue equipment and other	27,806	(25,422)	5,540
Deferred income taxes	15,677	175,089	53,420
Changes in operating assets and liabilities:			
Trade accounts receivable	259,449	(13,950)	(382,216)
Income taxes receivable or payable	62,054	(69,025)	(30,633)
Other current assets	(39,351)	(83,892)	(15,252)
Trade accounts payable	(48,346)	(23,838)	140,295
Claims accruals	18,429	117,887	35,051
Accrued payroll and other accrued expenses	(194,196)	(75,170)	(16,848)
Net cash provided by operating activities	1,744,618	1,776,882	1,223,898
Cash flows from investing activities:			
Additions to property and equipment	(1,862,431)	(1,540,796)	(947,563)
Proceeds from sale of equipment	262,216	108,901	70,545
Business acquisitions	(85,000)	(118,175)	-
Net cash used in investing activities	(1,685,215)	(1,550,070)	(877,018)
Cash flows from financing activities:			
Payments on long-term debt	-	(350,000)	-
Proceeds from revolving lines of credit and other	2,223,600	1,738,100	-
Payments on revolving lines of credit and other	(1,911,100)	(1,420,600)	-
Purchase of treasury stock	(159,576)	(300,030)	(151,720)
Stock repurchased for payroll taxes and other	(37,012)	(31,180)	(28,471)
Dividends paid	(173,898)	(166,724)	(124,442)
Net cash used in financing activities	(57,986)	(530,434)	(304,633)
Net (decrease)/increase in cash and cash equivalents	1,417	(303,622)	42,247
Cash and cash equivalents at beginning of year	51,927	355,549	313,302
Cash and cash equivalents at end of year	\$ 53,344	\$ 51,927	\$ 355,549
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest	\$ 65,561	\$ 50,433	\$ 47,016
Income taxes	\$ 135,385	\$ 195,827	\$ 203,740
Noncash investing activities			
Accruals for equipment received	\$ 44,692	\$ 107,474	\$ 60,464

See Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. Business

J.B. Hunt Transport Services, Inc. is one of the largest surface transportation and delivery service companies in North America. We operate five distinct, but complementary, business segments and provide a wide range of general and specifically tailored freight and logistics services to our customers. We generate revenues from the actual movement of freight from shippers to consignees, customized labor and delivery services, and serving as a logistics provider by offering or arranging for others to provide the transportation service. Unless otherwise indicated by the context, “we,” “us,” “our” and “JBHT” refer to J.B. Hunt Transport Services, Inc. and its consolidated subsidiaries.

2. Summary of Significant Accounting Policies

Basis of Consolidation

Our Consolidated Financial Statements include all of our wholly owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation. J.B. Hunt Transport Services, Inc. is a parent-level holding company with no significant assets or operations. J.B. Hunt Transport, Inc. is a wholly owned subsidiary of J.B. Hunt Transport Services, Inc. and is the primary operating subsidiary. All other subsidiaries of J.B. Hunt Transport Services, Inc. are insignificant.

Use of Estimates

The Consolidated Financial Statements contained in this report have been prepared in conformity with accounting principles generally accepted in the United States of America. The preparation of these statements requires us to make estimates and assumptions that directly affect the amounts reported in such statements and accompanying notes. We evaluate these estimates on an ongoing basis utilizing historical experience, consulting with experts and using other methods we consider reasonable in the particular circumstances. Nevertheless, our actual results may differ significantly from our estimates.

We believe certain accounting policies and estimates are of more significance in our financial statement preparation process than others. We believe the most critical accounting policies and estimates include the economic useful lives and salvage values of our assets, provisions for uncollectible accounts receivable, estimates of exposures under our insurance and claims policies, and estimates for taxes. To the extent that actual, final outcomes are different from our estimates, or that additional facts and circumstances cause us to revise our estimates, our earnings during that accounting period will be affected.

Cash and Cash Equivalents

Cash in excess of current operating requirements is invested in short-term, highly liquid investments. We consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Accounts Receivable and Allowance

Our trade accounts receivable includes accounts receivable reduced by an allowance for uncollectible accounts. Receivables are recorded at amounts billed to customers when loads are delivered or services are performed. The allowance for uncollectible accounts is calculated over the life of the underlying receivable and is based on historical experience; any known trends or uncertainties related to customer billing and account collectability; current economic conditions; and reasonable and supportable economic forecasts, each applied to segregated risk pools based on the business segment that generated the receivable. The adequacy of our allowance is reviewed quarterly. Balances are charged against the allowance when it is determined the receivable will not be recovered. The allowance for uncollectible accounts for our trade accounts receivable was \$24.6 million at December 31, 2023 and \$22.3 million at December 31, 2022. During 2023, the allowance for uncollectible accounts increased by \$9.0 million and was reduced \$6.7 million by write-offs. During 2022, the allowance for uncollectible accounts increased by \$9.0 million and was reduced \$3.5 million by write-offs.

Inventory

Our inventories consist primarily of revenue equipment parts, tires, supplies, and fuel and are valued using the lower of average cost or net realizable value.

Investments in Marketable Equity Securities

Our investments consist of marketable equity securities stated at fair value and are designated as either trading securities or available-for-sale securities at the time of purchase based upon the intended holding period. Changes in the fair value of our trading securities are recognized currently in “general and administrative expenses, net of asset dispositions” in our Consolidated Statements of Earnings. Changes in the fair value of our available-for-sale securities are recognized in “accumulated other comprehensive income” on our Consolidated Balance Sheets, unless we determine that an unrealized loss is other-than-temporary. If we determine that an unrealized loss is other-than-temporary, we recognize the loss in earnings. Cost basis is determined using average cost.

At December 31, 2023 and 2022, we had no available-for-sale securities. See Note 7, Employee Benefit Plans, for a discussion of our trading securities.

Property and Equipment

Depreciation of property and equipment is calculated on the straight-line method over the estimated useful lives of 4 to 10 years for tractors, 7 to 20 years for trailing equipment, 10 to 40 years for structures and improvements, 3 to 10 years for computer hardware and software, and 3 to 10 years for furniture and other office equipment. Salvage values are typically 10% to 30% of original cost for tractors and trailing equipment and reflect any agreements with tractor suppliers for residual or trade-in values for certain new equipment. We periodically review these useful lives and salvage values. We capitalize tires placed in service on new revenue equipment as a part of the equipment cost. Replacement tires and costs for recapping tires are expensed at the time the tires are placed in service. Gains and losses on the sale or other disposition of equipment are recognized at the time of the disposition and are classified in general and administrative expenses, net of asset dispositions in the Consolidated Statements of Earnings.

We continually evaluate the carrying value of our assets for events or changes in circumstances that indicate the carrying value may not be recoverable. Recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell.

Leases

We recognize a right-of-use asset and a lease liability on the effective date of a lease agreement. Right-of-use assets represent our right to use an underlying asset over the lease term and lease liabilities represent the obligation to make lease payments resulting from the lease agreement. We initially record these assets and liabilities based on the present value of lease payments over the lease term calculated using our incremental borrowing rate applicable to the leased asset or the implicit rate within the agreement if it is readily determinable. Lease agreements with lease and non-lease components are combined as a single lease component. Right-of-use assets additionally include net prepaid lease expenses. Options to extend or terminate an agreement are included in the lease term when it becomes reasonably certain the option will be exercised. Leases with an initial term of 12 months or less, short-term leases, are not recorded on the balance sheet. Lease expense for short-term and long-term operating leases is recognized on a straight-line basis over the lease term, while variable lease payments are expensed as incurred.

Revenue Recognition

We record revenues on the gross basis at amounts charged to our customers because we control and are primarily responsible for the fulfillment of promised services. Accordingly, we serve as a principal in the transaction. We invoice our customers, and we maintain discretion over pricing. Additionally, we are responsible for selection of third-party transportation providers to the extent used to satisfy customer freight requirements.

Our revenue is earned through the service offerings of our five reportable business segments. See Note 13, Segment Information, for revenue reported by segment. All revenue transactions between reporting segments are eliminated in consolidation.

Intermodal (JBI) - JBI segment includes freight that is transported by rail over at least some portion of the movement and also includes certain repositioning truck freight moved by JBI equipment or third-party carriers, when such highway movement is intended to direct JBI equipment back toward intermodal operations. JBI performs these services primarily through contractual rate quotes with customers that are held static for a period of time, usually one year.

Dedicated Contract Services® (DCS®) - DCS segment business includes company-owned and customer-owned, DCS-operated revenue equipment and employee drivers assigned to a specific customer, traffic lane, or service. DCS operations usually include formal, written longer-term agreements or contracts that govern services performed and applicable rates.

Integrated Capacity Solutions (ICS) - ICS provides non-asset and asset-light transportation solutions to customers through relationships with third-party carriers and integration with company-owned equipment. ICS services include flatbed, refrigerated, and expedited, as well as a variety of dry-van and intermodal solutions. ICS performs these services through customer contractual rate quotes as well as spot quotes that are one-time rate quotes issued for a single transaction or group of transactions. ICS offers the majority of these services through an online multimodal marketplace via J.B. Hunt 360°® that matches the right load with the right carrier and the best mode.

Final Mile Services® (FMS) - FMS provides last-mile delivery services to customers through a nationwide network of cross-dock and other delivery system network locations. FMS provides both asset and non-asset big and bulky delivery and installation services, as well as fulfillment, retail-pooling distributions, and less-than-truckload (LTL) services. FMS operations usually include formal, written long-term agreements or contracts that govern services performed and applicable rates.

Truckload (JBT) - JBT business includes full-load, dry-van freight that is typically transported utilizing company-owned or company-controlled revenue equipment as well as services through our J.B. Hunt 360box® program which utilizes our J.B. Hunt 360° platform to access capacity and offer efficient drop trailer solutions to our customers. This freight is typically transported over roads and highways and does not move by rail. JBT utilizes both contractual rate quotes and spot rate quotes with customers.

We recognize revenue from customer contracts based on relative transit time in each reporting period and as other performance obligations are provided, with related expenses recognized as incurred. Accordingly, a portion of the total revenue that will be billed to the customer is recognized in each reporting period based on the percentage of the freight pickup and delivery performance obligation that has been completed at the end of the reporting period.

Derivative Instruments

We periodically utilize derivative instruments to manage exposure to changes in interest rates. At inception of a derivative contract, we document relationships between derivative instruments and hedged items, as well as our risk-management objective and strategy for undertaking various derivative transactions, and assess hedge effectiveness. If it is determined that a derivative is not highly effective as a hedge, or if a derivative ceases to be a highly effective hedge, we discontinue hedge accounting prospectively. At December 31, 2023 and 2022, we had no derivative instruments.

Income Taxes

Income taxes are accounted for under the liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period that includes the enactment date. We record valuation allowances for deferred tax assets to the extent we believe these assets are not more likely than not to be realized through the reversal of existing taxable temporary differences, projected future taxable

income, or tax-planning strategies. We record a liability for unrecognized tax benefits when the benefits of tax positions taken on a tax return are not more likely than not to be sustained upon audit. Interest and penalties related to uncertain tax positions are classified as interest expense in the Consolidated Statements of Earnings.

Earnings Per Share

We compute basic earnings per share by dividing net earnings available to common shareholders by the actual weighted average number of common shares outstanding for the reporting period. Diluted earnings per share reflect the potential dilution that could occur if holders of unvested restricted and performance share units converted their holdings into common stock. Outstanding unvested restricted share units represent the dilutive effects on weighted average shares. A reconciliation of the number of shares used in computing basic and diluted earnings per share is shown below (in thousands):

	Years ended December 31,		
	2023	2022	2021
Weighted average shares outstanding – basic	103,440	104,141	105,359
Effect of common stock equivalents	1,011	1,135	1,234
Weighted average shares outstanding – diluted	104,451	105,276	106,593

Concentrations of Credit Risk

Financial instruments, which potentially subject us to concentrations of credit risk, include trade receivables. For each of the years ended December 31, 2023, 2022, and 2021, our top 10 customers, based on revenue, accounted for approximately 36%, 38%, and 39% of our total revenue. Our top 10 customers, based on revenue, accounted for approximately 34% and 36% of our total trade accounts receivable at December 31, 2023 and 2022, respectively. One customer accounted for approximately 13%, 14%, and 12% of our total revenue for the years ended December 31, 2023, 2022, and 2021, respectively. Each of our five business segments conduct business with this customer.

Share-based Compensation

We have a share-based compensation plan covering certain employees, including officers and directors. We account for share-based compensation utilizing the fair value recognition provisions of current accounting standards for share-based payments. We currently utilize restricted share units and performance share units. Issuances of our stock upon restricted share unit and performance share unit vesting are made from treasury stock. Our restricted share unit and performance share unit awards may include both graded-vesting and cliff-vesting awards and therefore vest in increments during the requisite service period or at the end of the requisite service period, as appropriate for each type of vesting. We recognize compensation expense on a straight-line basis over the requisite service periods within each award. The benefit for the forfeiture of an award is recorded in the period in which it occurs.

Claims Accruals

We purchase insurance coverage for a portion of expenses related to employee injuries, vehicular collisions, accidents, and cargo damage. We are substantially self-insured for loss of and damage to our owned and leased revenue equipment. Certain insurance arrangements include a level of self-insurance (deductible) coverage applicable to each claim. We have umbrella policies to limit our exposure to catastrophic claim costs which may include certain coverage-layer-specific, aggregated reimbursement limits of covered excess claims.

The amounts of self-insurance change from time to time based on measurement dates, policy expiration dates, and claim type. For 2021 through 2023, we were self-insured for \$500,000 per occurrence as well as subject to coverage-layer-specific, aggregated reimbursement limits of covered excess claims for personal injury and property damage. We were fully insured for workers' compensation claims for nearly all states. We have policies in place for 2024 with substantially the same terms as our 2023 policies for personal injury, property damage, workers' compensation, and cargo loss or damage.

Our claims accrual policy for all self-insured claims is to recognize a liability at the time of the incident based on our analysis of the nature and severity of the claims and analyses provided by third-party claims administrators, as well as legal, economic, and regulatory factors. Our safety and claims personnel work directly with representatives from the insurance companies to continually update the estimated cost of each claim. The ultimate cost of a claim develops over time as additional information regarding the nature, timing, and extent of damages claimed becomes available. Accordingly, we use an actuarial method to develop current claim information to derive an estimate of our ultimate personal injury and property damage claim liability. This process involves the use of expected loss rates, loss-development factors based on our historical claims experience, claim frequencies and severity, and contractual premium adjustment factors, if applicable. In doing so, the recorded liability considers future claims growth and provides a reserve for incurred-but-not-reported claims. We do not discount our estimated losses. At December 31, 2023 and 2022, we had an accrual of approximately \$523 million and \$427 million, respectively, for estimated claims, which are recorded in claims accruals in our Consolidated Balance Sheets. A significant increase in the volume of claims or amount of settlements exceeding our coverage-layer specific, aggregated reimbursement limits could result in significant increase in our estimated liability for claims in future periods. In addition, we record receivables for amounts expected to be reimbursed for payments made in excess of self-insurance levels on covered claims. At December 31, 2023 and 2022, we have recorded \$493 million and \$374 million, respectively, of expected reimbursement for covered excess claims, other insurance deposits, and prepaid insurance premiums. Of these total asset balances, \$276 million and \$198 million have been included in other receivables, with the remaining balance included in prepaid expenses and other current assets in our Consolidated Balance Sheets at December 31, 2023 and 2022, respectively.

Business Combinations

The purchase price of our acquisitions is the aggregate of the consideration transferred, including liabilities incurred, measured at the acquisition date. We allocate the purchase price of acquisitions to tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. This assignment of fair values to the assets acquired and liabilities assumed requires the use of estimates, judgments, inputs, and assumptions. The excess of the purchase price over those estimated fair values is recorded as goodwill. Changes to the acquisition date provisional fair values prior to the end of the measurement period are recorded as adjustments to the associated goodwill. Acquisition-related expenses and restructuring costs, if any, are expensed as incurred.

Goodwill and Other Intangible Assets

Goodwill represents the excess of cost over the fair value of net identifiable tangible and intangible assets acquired in a business combination. Goodwill and intangible assets with indefinite lives are not amortized. Goodwill is reviewed, using a weighted market and income based approach, for potential impairment as of October 1st on an annual basis or, more frequently, if circumstances indicate a potential impairment is present. Intangible assets with finite lives are amortized on the straight-line method over the estimated useful lives of 2 to 15 years.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-07, Segment Reporting: Improvements to Reportable Segment Disclosures, which requires disclosure of significant segment expense categories and amounts for each of our reportable segments. The new standard is effective retrospectively for us on January 1, 2024, for annual periods, and January 1, 2025, for interim periods, with early adoption permitted. We are currently evaluating the impact of the adoption of this accounting pronouncement on our Consolidated Financial Statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes: Improvements to Income Tax Disclosures, which enhances income tax disclosures to provide more transparency about income tax information, primarily related to the rate reconciliation and income taxes paid by jurisdiction information. These disclosures will include consistent categories and greater disaggregation of information in the rate reconciliation and require income taxes paid to be disaggregated by jurisdiction as well as additional amendments to improve the effectiveness of income tax disclosures. The new standard is effective prospectively for us on January 1, 2025, with retrospective adoption permitted. We are currently evaluating the impact of the adoption of this accounting pronouncement on our Consolidated Financial Statements.

3. Financing Arrangements

Outstanding borrowings, net of unamortized discount and unamortized debt issuance cost under our current financing arrangements consist of the following (in millions):

	December 31,	
	2023	2022
Senior credit facility	\$627.9	\$314.7
Senior notes	948.2	947.0
Less current portion of long-term debt	(250.0)	-
Total long-term debt	\$1,326.1	\$1,261.7

Aggregate maturities of long-term debt subsequent to December 31, 2023, are as follows: \$250.0 million in 2024, \$698.2 million in 2026, and \$627.9 million in 2027.

Senior Credit Facility

At December 31, 2023, we were authorized to borrow up to \$1.5 billion through a revolving line of credit and committed term loans, which is supported by a credit agreement with a group of banks. The revolving line of credit authorizes us to borrow up to \$1.0 billion under a five-year term expiring September 2027, and allows us to request an increase in the revolving line of credit total commitment by up to \$300 million and to request two one-year extensions of the maturity date. The committed term loans authorized us to borrow up to an additional \$500 million during the nine-month period beginning September 27, 2022, due September 2025, which we exercised in June 2023. The applicable interest rates under this agreement are based on either the Secured Overnight Financing Rate (SOFR), or a Base Rate, depending upon the specific type of borrowing, plus an applicable margin and other fees. At December 31, 2023, we had \$130.0 million outstanding on the revolving line of credit and a \$500.0 million outstanding balance of term loans, at an average interest rate of 6.44%, under this agreement.

Senior Notes

Our senior notes consist of two separate issuances. The first is \$250 million of 3.85% senior notes due March 2024, which was issued in March 2014. Interest payments under these notes are due semiannually in March and September of each year, beginning September 2014. The second is \$700 million of 3.875% senior notes due March 2026, issued in March 2019. Interest payments under these notes are due semiannually in March and September of each year, beginning September 2019. Both senior notes were issued by J.B. Hunt Transport Services, Inc., a parent-level holding company with no significant assets or operations. The notes are guaranteed on a full and unconditional basis by a wholly-owned subsidiary. All other subsidiaries of the parent are minor. We registered these offerings and the sale of the notes under the Securities Act of 1933, pursuant to shelf registration statements filed in February 2014 and January 2019. Both notes are unsecured obligations and rank equally with our existing and future senior unsecured debt. We may redeem for cash some or all of the notes based on a redemption price set forth in the note indenture.

Our financing arrangements require us to maintain certain covenants and financial ratios. We were in compliance with all covenants and financial ratios at December 31, 2023.

4. Capital Stock

We have one class of preferred stock and one class of common stock. We had no outstanding shares of preferred stock at December 31, 2023 or 2022. Holders of shares of common stock are entitled to receive dividends when and if declared by the Board of Directors and are entitled to one vote per share on all matters submitted to a vote of the shareholders. On January 18, 2024, we announced an increase in our quarterly cash dividend from \$0.42 to \$0.43 per share, which was paid February 23, 2024, to shareholders of record on February 9, 2024. At December 31, 2023, we had 1.3 million shares of common stock to be issued upon the vesting of equity awards and 3.9 million shares reserved for future issuance pursuant to share-based payment plans. During calendar year

2023, we purchased approximately 902,100 shares, or \$159.6 million, of our common stock in accordance with plans authorized by our Board. At December 31, 2023, we had \$391.5 million available under an authorized plan to purchase our common stock.

5. Share-based Compensation

We maintain a Management Incentive Plan (the “Plan”) that provides various share-based financial methods to compensate our key employees with shares of our common stock or common stock equivalents. Under the Plan, as amended, we have, from time to time, utilized restricted share units, performance share units, restricted shares, and non-statutory stock options to compensate our employees and directors. We currently are utilizing restricted and performance share units.

Our restricted share units have various vesting schedules generally ranging from 4 to 10 years when awarded. These restricted share units do not contain rights to vote or receive dividends until the vesting date. Unvested restricted share units are forfeited if the employee terminates for any reason other than death, disability, or special circumstances as determined by the Compensation Committee. Restricted share units are valued based on the fair value of the award on the grant date, adjusted for dividend estimates based on grant date dividend rates.

Our performance share units vest based on the passage of time (generally 3 to 10 years) and achievement of performance criteria. Performance share units do not contain rights to vote or receive dividends until the vesting date. Unvested performance share units are forfeited if the employee terminates for any reason other than death, disability, or special circumstances as determined by the Compensation Committee. Performance shares are valued based on the fair value of the award on the grant date, adjusted for dividend estimates based on grant date dividend rates.

An employee is allowed to surrender shares of common stock received upon vesting to satisfy tax withholding obligations incident to the vesting of restricted share units and performance share units.

We account for our restricted share units and performance share units in accordance with current accounting standards for share-based payments. These standards require that the cost of all share-based payments to employees be recognized in our Consolidated Financial Statements based on the grant date fair value of those awards. This cost is recognized over the period for which an employee is required to provide service in exchange for the award, subject to the attainment of performance metrics established for performance share units. The quantity of performance share units for which it is probable that the performance conditions will be achieved is estimated each reporting period, with any necessary adjustments recorded as a cumulative cost adjustment in the current period. Share-based compensation expense is recorded in salaries, wages, and employee benefits in our Consolidated Statements of Earnings, along with other compensation expenses to employees. The following table summarizes the components of our share-based compensation program expense (in thousands):

	Years ended December 31,		
	2023	2022	2021
Restricted share units			
Pretax compensation expense	\$ 56,837	\$ 54,276	\$ 44,505
Tax benefit	12,561	13,216	10,637
Restricted share units, net of tax	\$ 44,276	\$ 41,060	\$ 33,868
Performance share units			
Pretax compensation expense	\$ 22,352	\$ 23,259	\$ 17,000
Tax benefit	4,940	5,664	4,063
Performance share awards, net of tax	\$ 17,412	\$ 17,595	\$ 12,937

A summary of our restricted share units and performance share units is as follows:

Restricted Share Units	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at December 31, 2020	1,345,146	\$ 97.22
Granted	360,734	150.33
Vested	(387,948)	100.36
Forfeited	(27,700)	118.20
Unvested at December 31, 2021	1,290,232	\$ 110.83
Granted	317,751	189.66
Vested	(427,942)	118.00
Forfeited	(38,704)	138.94
Unvested at December 31, 2022	1,141,337	\$ 129.75
Granted	277,234	180.00
Vested	(443,883)	125.36
Forfeited	(38,196)	143.45
Unvested at December 31, 2023	936,492	\$ 147.02

Performance Share Units	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at December 31, 2020	333,925	\$ 109.57
Granted	135,500	143.32
Vested	(95,415)	103.21
Forfeited	-	-
Unvested at December 31, 2021	374,010	\$ 123.42
Granted	135,842	189.05
Vested	(108,823)	117.57
Forfeited	-	-
Unvested at December 31, 2022	401,029	\$ 146.96
Granted	150,051	174.23
Vested	(142,346)	127.36
Forfeited	(22,011)	170.87
Unvested at December 31, 2023	386,723	\$ 163.87

At December 31, 2023, we had \$60.8 million and \$24.7 million of total unrecognized compensation expense related to restricted share units and performance share units, respectively, that is expected to be recognized over the remaining weighted average vesting period of approximately 2.6 years for restricted share units and 2.3 years for performance share units.

The aggregate intrinsic value of restricted and performance share units vested during the years ended December 31, 2023, 2022, and 2021, was \$104.0 million, \$94.0 million, and \$84.9 million, respectively. The aggregate intrinsic value of unvested restricted and performance share units was \$264.3 million at December 31, 2023. The total fair value of shares vested for restricted share and performance share units during the years ended December 31, 2023, 2022, and 2021, was \$73.8 million, \$63.1 million, and \$48.8 million, respectively.

6. Income Taxes

Income tax expense attributable to earnings before income taxes consists of (in thousands):

	Years ended December 31,		
	2023	2022	2021
Current:			
Federal	\$ 146,595	\$ 85,855	\$ 142,542
State and local	44,328	51,078	43,004
	190,923	136,933	185,546
Deferred:			
Federal	23,544	172,334	43,900
State and local	(7,867)	2,755	9,520
	15,677	175,089	53,420
Total tax expense/(benefit)	\$ 206,600	\$ 312,022	\$ 238,966

Income tax expense attributable to earnings before income taxes differed from the amounts computed using the statutory federal income tax rate of 21% as follows (in thousands):

	Years ended December 31,		
	2023	2022	2021
Income tax at federal statutory rate	\$ 196,326	\$ 269,088	\$ 209,952
State tax, net of federal effect	28,997	41,624	37,223
Benefit of stock compensation	(7,442)	(7,584)	(7,583)
199/R&D credit, net of FIN 48	(622)	5,839	(1,524)
Federal 1341 Claim	(14,616)	-	-
Nondeductible meals and entertainment	2,331	294	130
Change in effective state tax rate, net of federal benefit	(193)	1,561	(724)
Other, net	1,819	1,200	1,492
Total tax expense	\$ 206,600	\$ 312,022	\$ 238,966

Income taxes receivable was \$40.7 million and \$102.7 million at December 31, 2023 and 2022, respectively. These amounts have been included in other receivables in our Consolidated Balance Sheets. The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2023 and 2022, are presented below (in thousands):

	December 31,	
	2023	2022
<u>Deferred tax assets:</u>		
Insurance accruals	\$ 104,720	\$ 54,047
Allowance for doubtful accounts	10,766	10,230
Compensation accrual	8,003	30,492
Deferred compensation accrual	36,309	28,249
Federal benefit of state uncertain tax positions	17,491	16,280
Lease liabilities	82,048	71,732
State NOL carry-forward	5,478	6,765
Other	7,673	7,361
Total gross deferred tax assets	272,488	225,156
Valuation allowance	(5,478)	(6,765)
Total deferred tax assets, net of valuation allowance	267,010	218,391
<u>Deferred tax liabilities:</u>		
Plant and equipment, principally due to differences in depreciation	1,057,922	1,011,963
Prepaid permits and insurance, principally due to expensing for income tax purposes	63,880	55,132
Lease right-of-use assets	81,416	71,827
Total gross deferred tax liabilities	1,203,218	1,138,922
Net deferred tax liability	\$ 936,208	\$ 920,531

Guidance on accounting for uncertainty in income taxes prescribes recognition and measurement criteria and requires that we assess whether the benefits of our tax positions taken are more likely than not of being sustained under tax audits. We have made adjustments to the balance of unrecognized tax benefits, a component of other long-term liabilities on our Consolidated Balance Sheets, as follows (in millions):

	December 31,		
	2023	2022	2021
Beginning balance	\$ 89.1	\$ 78.5	\$ 66.1
Additions based on tax positions related to the current year	16.2	25.8	14.9
Additions/(reductions) based on tax positions taken in prior years	0.5	2.8	4.8
Reductions due to settlements	(14.6)	(8.0)	(0.9)
Reductions due to lapse of applicable statute of limitations	(10.3)	(10.0)	(6.4)
Ending balance	\$ 80.9	\$ 89.1	\$ 78.5

At December 31, 2023 and 2022, we had a total of \$80.9 million and \$89.1 million, respectively, in gross unrecognized tax benefits. Of these amounts, \$65.6 million and \$72.6 million represent the amount of unrecognized tax benefits that, if recognized, would impact our effective tax rate in 2023 and 2022, respectively. Interest and penalties related to income taxes are classified as interest expense in our Consolidated Statements of Earnings. The amount of accrued interest and penalties recognized during the years ended December 31, 2023, 2022, and 2021, was \$5.3 million, \$4.3 million, and \$3.5 million, respectively. Future changes to unrecognized tax benefits will be recognized as income tax expense and interest expense, as appropriate. The total amount of accrued interest and penalties for such unrecognized tax benefits at December 31, 2023 and 2022, was \$9.0 million and \$7.9 million, respectively. No material change in unrecognized tax benefits is expected in the next 12 months.

Tax years 2017 and forward remain subject to examination by federal tax jurisdictions, while tax years 2013 and forward remain open for state jurisdictions.

7. Employee Benefit Plans

We maintain a defined contribution employee retirement plan, which includes a 401(k) option, under which all employees are eligible to participate. We match a specified percentage of employee contributions, subject to certain limitations. For the years ended December 31, 2023, 2022, and 2021, our matching contributions to the plan were \$34.3 million, \$32.5 million, and \$28.1 million, respectively.

We have a nonqualified deferred compensation plan that allows eligible employees to defer a portion of their compensation. The compensation deferred under this plan is credited with earnings or losses on investments elected by plan participants. Each participant is fully vested in all deferred compensation and earnings; however, these amounts are subject to general creditor claims until actually distributed to the employee. A participant may elect to receive deferred amounts in one payment or in quarterly installments payable over a period of 2 to 25 years upon reaching age 55, having 15 years of service, or becoming disabled. Our total liability under this plan was \$31.6 million as of December 31, 2023, and \$25.1 million as of December 31, 2022. These amounts are included in other long-term liabilities in our Consolidated Balance Sheets. Participant withholdings are held by a trustee and invested in equity securities as directed by participants. These investments are classified as trading securities and recorded at fair value. Realized and unrealized gains and losses are recognized currently in earnings. The investments are included in other assets in our Consolidated Balance Sheets and totaled \$31.6 million as of December 31, 2023, and \$25.1 million as of December 31, 2022.

8. Fair Value Measurements

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Our assets and liabilities measured at fair value are based on valuation techniques which consider prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. These valuation methods are based on either quoted market prices (Level 1) or inputs, other than quoted prices in active markets, that are observable either directly or indirectly (Level 2). The following are assets and liabilities measured at fair value on a recurring basis (in millions):

Asset/(Liability) Balance

	December 31,		Input Level
	2023	2022	
Trading investments	\$ 31.6	\$ 25.1	1

The fair value of trading investments has been measured using the market approach (Level 1) and reflect quoted market prices. Trading investments are classified in other assets in our Consolidated Balance Sheets.

Financial Instruments

The carrying amount of our senior credit facility and senior notes not measured at fair value on a recurring basis was \$1.58 billion and \$1.26 billion at December 31, 2023 and 2022, respectively. The estimated fair value of these liabilities using the income approach (Level 2), based on their net present value, discounted at our current borrowing rate, was \$1.57 billion and \$1.24 billion at December 31, 2023 and 2022, respectively.

The carrying amounts of all other instruments at December 31, 2023 and 2022, approximate their fair value due to the short maturity of these instruments.

9. Commitments and Contingencies

At December 31, 2023, we had outstanding commitments of approximately \$1.3 billion, net of proceeds from sales or trade-ins during 2024 and 2025, which is primarily related to the acquisition of tractors, containers, chassis, and other trailing equipment.

During 2023, we issued financial standby letters of credit as a guaranty of our performance under certain operating agreements and self-insurance arrangements. If we default on our commitments under the agreements or other arrangements, we are required to perform under these guaranties. The undiscounted maximum amount of our obligation to make future payments in the event of defaults is approximately \$3.6 million as of December 31, 2023.

As the result of state use tax audits, we have been assessed amounts owed from which we are vigorously appealing. We have recorded a liability for the estimated probable exposure under these audits and await resolution of the matter.

We purchase insurance coverage for a portion of expenses related to vehicular collisions and accidents. These policies include a level of self-insurance (deductible) coverage applicable to each claim as well as certain coverage-layer-specific, aggregated reimbursement limits of covered excess claims. Our claims from time to time exceed some of these existing coverage layer aggregate reimbursement limits. We have recorded liabilities to reflect our estimate of exposure for excess claims which have developed in maturity and severity, which are included in our total claims accrual, discussed further in Note 2, Summary of Significant Accounting Policies.

We are involved in certain other claims and pending litigation arising from the normal conduct of business. Based on present knowledge of the facts and, in certain cases, opinions of outside counsel, we believe the resolution of these claims and pending litigation will not have a material adverse effect on our financial condition, results of operations or liquidity.

10. Leases

As of December 31, 2023, we had various obligations remaining under operating lease arrangements related primarily to the rental of maintenance and support facilities, cross-dock and delivery system facilities, office space, parking yards and equipment. Many of these leases include one or more options, at our discretion, to renew and extend the agreement beyond the current lease expiration date or to terminate the agreement prior to the lease expiration date. These options are included in the calculation of our operating lease right-of-use asset and liability when it becomes reasonably certain the option will be exercised. Our lease obligations typically do not include options to purchase the leased property, nor do they contain residual value guarantees or material restrictive covenants. Operating leases with an initial term of more than 12 months are included in our Consolidated Balance Sheets as discounted liabilities and corresponding right-of-use assets consisting of the following (in millions):

	Asset/(Liability) Balance	
	December 31,	
	2023	2022
Right-of-use assets	\$350.2	\$309.9
Lease liabilities, current	(99.9)	(86.0)
Lease liabilities, long-term	(252.9)	(223.5)

Right-of-use assets are classified in other assets in our Consolidated Balance Sheets. Operating lease liability, current is classified in other accrued expenses, while operating lease liability, long-term is classified in other long-term liabilities in our Consolidated Balance Sheets.

As of December 31, 2023 and 2022, the weighted-average remaining lease term for our outstanding operating lease obligations was 5.0 years and 5.4 years, respectively. As of December 31, 2023 and 2022, the weighted-average discount rate was 3.73% and 2.27%, respectively. Future minimum lease payments under these operating leases as of December 31, 2023, are as follows (in millions):

2024	\$	101.9
2025		90.1
2026		66.9
2027		47.7
2028		29.5
Thereafter		48.0
Total lease payments		384.1
Less interest		(31.3)
Present value of lease liabilities	\$	352.8

During the years ended December 31, 2023, 2022, and 2021, cash paid for amounts included in the measurement of operating lease liabilities was \$106.2 million, \$87.6 million, and \$59.5 million, while \$106.8 million, \$87.7 million, and \$58.6 million of operating lease expense was recognized on a straight-line basis, respectively. Operating lease expense is recorded in general and administrative expenses, net of asset dispositions in our Consolidated Statements of Earnings. During the years ended December 31, 2023, 2022, and 2021, a total of \$159.7 million, \$213.9 million, and \$101.9 million of right-of-use assets were obtained in exchange for new operating lease liabilities, of which, \$9.1 million and \$28.6 million was obtained through business combinations in 2023 and 2022, respectively.

11. Acquisitions

On September 14, 2023, we entered into an asset purchase agreement to acquire substantially all of the brokerage assets and assume certain specified liabilities of BNSF Logistics, LLC (BNSFL), an affiliate of Burlington Northern Santa Fe, LLC, subject to customary closing conditions. The closing of the transaction was effective on September 30, 2023, with a purchase price of \$85.0 million. Total consideration to be paid in cash under the BNSFL agreement is \$81.2 million and consists of the agreed upon purchase price adjusted for estimated work capital adjustments. Transaction costs incurred were not material. The BNSFL acquisition was accounted for as a business combination and will operate within our Integrated Capacity Solutions business segment. Assets acquired and liabilities assumed were recorded in our Consolidated Balance Sheet at their estimated fair values, as of the closing date, using cost, market data and valuation techniques that reflect management's judgment and estimates. As a result of the acquisition, we recorded approximately \$38.5 million of definite-lived intangible assets and approximately \$13.6 million of goodwill. Goodwill consists of acquiring and retaining the BNSFL existing brokerage network and expected synergies from the combination of operations. The following table outlines the expected consideration transferred and preliminary purchase price allocation at their respective estimated fair values as of September 30, 2023 (in millions):

Consideration	\$ 81.2
Accounts receivable	66.3
Other current assets	1.8
Property and equipment	12.9
Other assets	0.1
Right-of-use assets	9.1
Intangibles	38.5
Accounts payable and accrued liabilities	(52.0)
Lease liabilities	(9.1)
Goodwill	\$ 13.6

On September 14, 2022, we entered into purchase agreements to acquire substantially all of the assets and assume certain specified liabilities of Alterri Distribution Center, LLC and to acquire all the real property and other assets of related entities (Alterri), subject to customary closing conditions. The closing of the transaction was effective on September 14, 2022, with a purchase price and total consideration paid in cash of \$31.0 million. Total consideration paid in cash under the Alterri agreement was \$31.1 million and consisted of the agreed upon purchase price adjusted for estimated working capital adjustments. Transaction costs incurred were not material. The Alterri acquisition was accounted for as a business combination and will operate within our JBI business segment. Assets acquired and liabilities assumed were recorded in our Consolidated Balance Sheet at their estimated fair values, as of the closing date, using cost, market data and valuation techniques that reflect management's judgment and estimates. As a result of the acquisition, we recorded approximately \$0.9 million of definite-lived intangible assets and approximately \$8.8 million of goodwill in 2022. Goodwill consists of acquiring and retaining Alterri's existing operating model and strategic geographic location as well as expected synergies from the combination of operations.

On January 31, 2022, we entered into an asset purchase agreement to acquire substantially all of the assets and assume certain specified liabilities of Zenith Freight Lines, LLC (Zenith), a wholly-owned subsidiary of Bassett Furniture Industries, Inc., subject to customary closing conditions. The closing of the transaction was effective on February 28, 2022, with a purchase price of \$86.9 million. Total consideration paid in cash under the Zenith agreement was \$87.1 million and consisted of the agreed upon purchase price adjusted for estimated working capital adjustments. Transaction costs incurred were not material. The Zenith acquisition was accounted for as a business combination and will operate within our FMS business segment. Assets acquired and liabilities assumed were recorded in our Consolidated Balance Sheet at their estimated fair values, as of the closing date, using cost, market data and valuation techniques that reflect management's judgment and estimates. As a result of the acquisition, we recorded approximately \$42.7 million of definite-lived intangible assets and approximately \$11.1 million of goodwill. Goodwill consists of acquiring and retaining the Zenith existing network and expected synergies from the combination of operations.

12. Goodwill and Other Intangible Assets

Total goodwill was \$134.0 million, \$120.4 million, and \$100.5 million at December 31, 2023, 2022, and 2021 respectively. At December 31, 2023, \$111.6 million, \$13.6 million and \$8.8 million of our goodwill was assigned to our FMS, ICS, and JBI business segments, respectively. No impairment losses have been recorded for goodwill as of December 31, 2023. Prior to the BNSFL acquisition, our intangible assets consisted of those arising from previous business acquisitions within our FMS and JBI segments. Identifiable intangible assets consist of the following (in millions):

	December 31,		Weighted Average Amortization Period
	2023	2022	
Finite-lived intangibles:			
Customer relationships	\$ 206.3	\$ 169.0	10.7
Non-competition agreements	10.8	9.6	6.0
Trade names	6.5	6.4	2.1
Total finite-lived intangibles	223.6	185.0	
Less accumulated amortization	(89.7)	(69.1)	
Total identifiable intangible assets, net	\$ 133.9	\$ 115.9	

Our finite-lived intangible assets have no assigned residual values.

During the years ending December 31, 2023, 2022, and 2021, intangible asset amortization expense was \$20.5 million, \$18.2 million and \$14.3 million, respectively. Estimated amortization expense for our finite-lived intangible assets is expected to be approximately \$22.6 million for 2024, \$22.3 million for 2025, \$21.3 million for 2026, \$17.3 million for 2027, and \$11.4 million for 2028. Actual amounts of amortization expense may differ from estimated amounts due to additional intangible asset acquisitions, impairment or accelerated amortization of intangible assets, and other events.

13. Segment Information

We have five reportable business segments which are based primarily on the services each segment provides. The JBI segment includes freight that is transported by rail over at least some portion of the movement and also includes certain repositioning truck freight moved by JBI equipment or third-party carriers, when such highway movement is intended to direct JBI equipment back toward intermodal operations. DCS segment business includes company-owned and customer-owned, DCS-operated revenue equipment and employee drivers assigned to a specific customer, traffic lane, or service. DCS operations usually include formal, written longer-term agreements or contracts that govern services performed and applicable rates. ICS provides non-asset and asset-light transportation solutions to customers through relationships with third-party carriers and integration with company-owned equipment. ICS services include flatbed, refrigerated, and expedited, as well as a variety of dry-van and intermodal solutions. ICS offers the majority of these services through an online multimodal marketplace via J.B. Hunt 360° that matches the right load with the right carrier and the best mode. FMS provides last-mile delivery services to customers through a nationwide network of cross-dock and other delivery system network locations. FMS provides both asset and non-asset big and bulky delivery and installation services, as well as fulfillment, retail-pooling distributions, and LTL services. JBT business includes full-load, dry-van freight that is transported utilizing company-owned revenue equipment or third-party carriers utilizing company-owned trailing equipment as well as services through our J.B. Hunt 360box program which utilizes the J.B. Hunt 360° platform to access capacity and offer efficient drop trailer solutions to customers. This freight is typically transported over roads and highways and does not move by rail. All transactions between reporting segments are eliminated in consolidation.

On January 1, 2023, we transferred the majority of the company owned trucking operations in our JBT business segment to our DCS business segment and transferred our LTL brokerage operations from our ICS business segment to our FMS business segment. Accordingly, the prior period segment information reported below has been reclassified to conform to the current period presentation. These reclassifications have no impact on our historical consolidated balance sheets, statements of earnings or cash flows.

Our customers are geographically dispersed across the United States. A summary of certain segment information is presented below (in millions):

Assets
(Excludes intercompany accounts)

December 31,

	2023	2022
JBI	\$ 3,391	\$ 3,270
DCS	2,355	1,989
ICS	350	311
FMS	634	620
JBT	419	437
Other (includes corporate)	1,389	1,160
Total	\$ 8,538	\$ 7,787

Revenues

Years ended December 31,

	2023	2022	2021
JBI	\$ 6,208	\$ 7,022	\$ 5,454
DCS	3,543	3,524	2,706
ICS	1,390	2,323	2,471
FMS	918	1,042	909
JBT	789	937	668
Total segment revenues	12,848	14,848	12,208
Intersegment eliminations	(18)	(34)	(40)
Total	\$ 12,830	\$ 14,814	\$ 12,168

Operating Income

Years ended December 31,

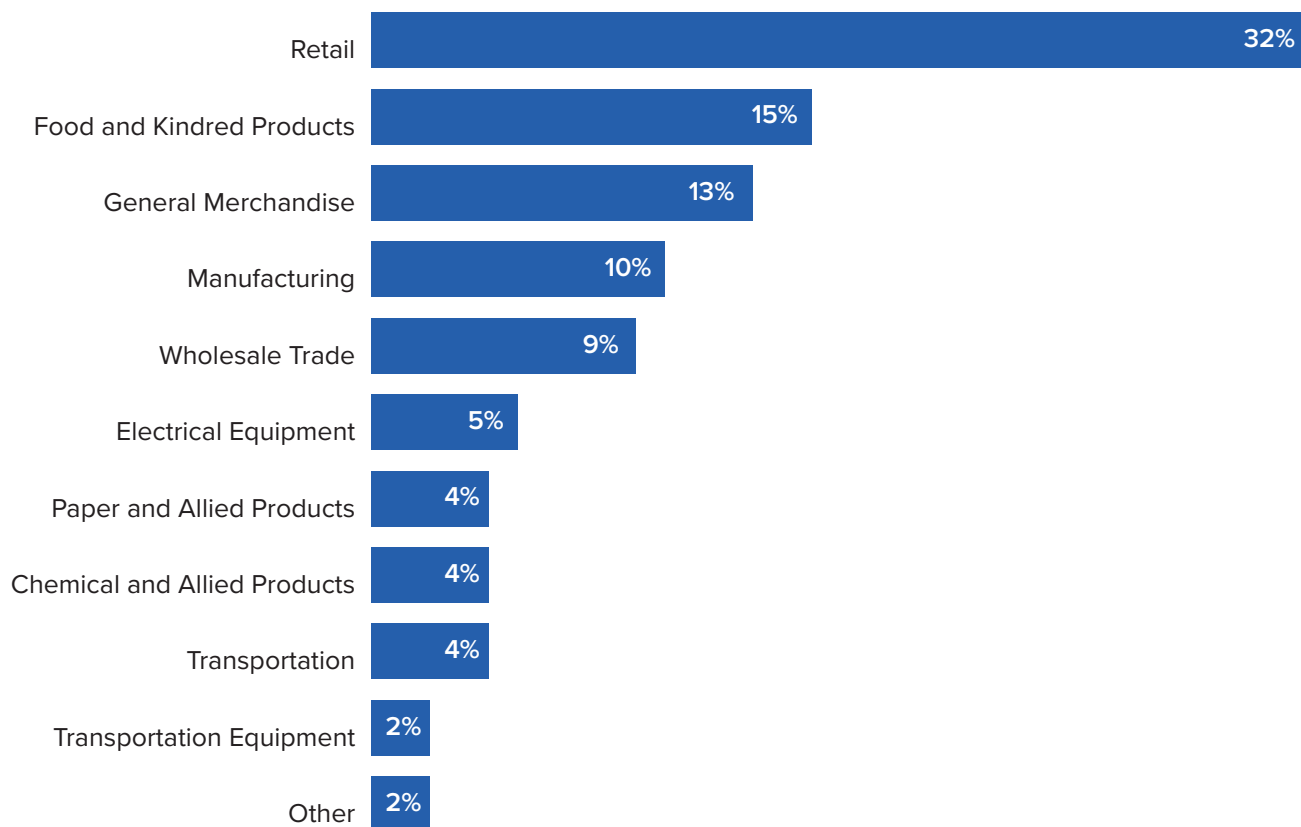
	2023	2022	2021
JBI	\$ 569	\$ 800	\$ 603
DCS	405	361	314
ICS	(44)	57	40
FMS	47	37	34
JBT	16	77	55
Total	\$ 993	\$ 1,332	\$ 1,046

Depreciation and Amortization Expense

Years ended December 31,

	2023	2022	2021
JBI	\$ 256	\$ 226	\$ 198
DCS	327	280	244
FMS	48	44	35
JBT	44	35	25
Other	63	60	55
Total	\$ 738	\$ 645	\$ 557

2023 Percent of Revenue by Industry



SHAREHOLDER INFORMATION

Corporate Address

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615 J.B. Hunt Corporate Drive
Lowell, AR 72745
479-820-0000

Internet Address

jbhunt.com

Auditors

PricewaterhouseCoopers LLP
Springdale, Arkansas

Counsel

Mitchell, Williams, Selig, Gates & Woodyard PLLC
Little Rock, Arkansas

Annual Meeting

The Annual Meeting of Shareholders will be held at 10:00 a.m. (CDT), on Thursday April 25, 2024, at the corporate headquarters of J.B. Hunt Transport Services, Inc., Lowell, Arkansas, located on Interstate 49 at Lowell Exit 78.

Stock Exchange Listing

J.B. Hunt Transport Services, Inc.
Class A Common Stock is listed on
NASDAQ National Market System

Stock Symbol

JBHT

Stock Transfer Agent and Registrar

Computershare Trust Company, N.A.
150 Royall St., Suite 101
Canton, MA 02021
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