

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	71-0335111
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
615 J.B. Hunt Corporate Drive	72745-0130
Lowell, Arkansas	(ZIP Code)
(Address of principal executive offices)	

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.

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) .

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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.

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**J.B. HUNT TRANSPORT SERVICES, INC.**

**Form 10-K**

**For The Fiscal Year Ended December 31, 2023**

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## 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.*

## PART I

### **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](http://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 twelve 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	<u>137,308</u>	<u>\$ 178.72</u>	<u>137,308</u>	<u>\$ 392</u>

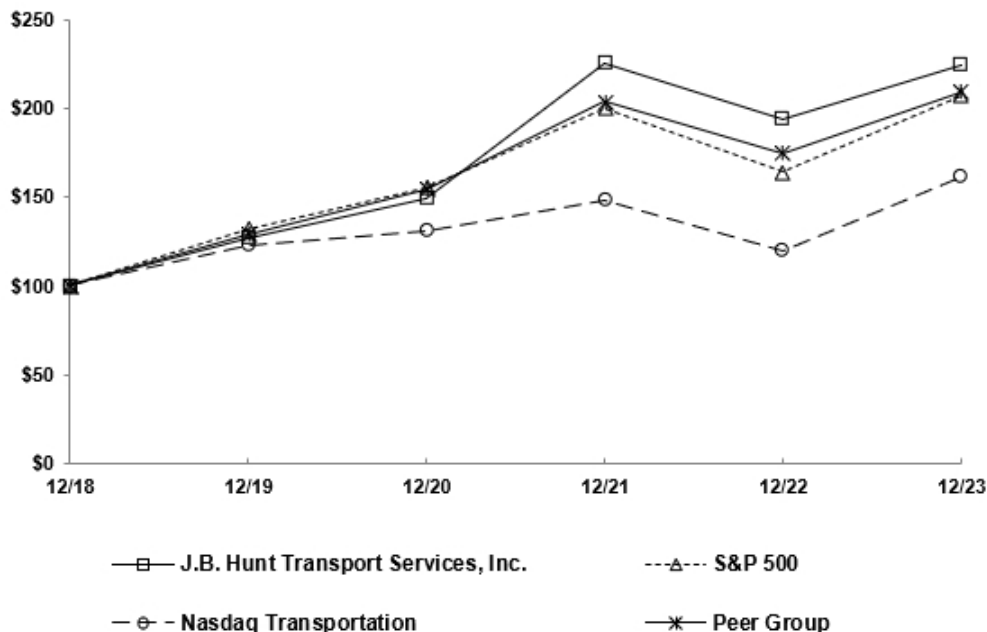
(1) On July 20, 2022, our Board of Directors authorized the purchase of up to \$500 million of our common stock. This stock repurchase program has no expiration date.

## 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%
<b>Operating expenses:</b>					
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
<b>Total operating expenses</b>	<b>92.3</b>	<b>91.0</b>	<b>91.4</b>	<b>(12.2)</b>	<b>21.2</b>
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:

	<b>Operating Revenue by Segment</b>					
	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

	<b>Operating Income by Segment</b>					
	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
<b>JBI</b>			
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 <sup>(1)</sup>	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
<b>DCS</b>			
Loads	4,274,677	4,508,864	4,138,889
Average length of haul (miles)	175	168	165
Revenue per truck per week <sup>(2)</sup>	\$ 5,184	\$ 5,214	\$ 4,687
Average trucks during the period <sup>(3)</sup>	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
<b>ICS</b>			
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
<b>FMS</b>			
Stops	4,596,715	5,636,432	6,677,186
Average trucks during the period <sup>(3)</sup>	1,540	1,814	1,520
<b>JBT</b>			
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.

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

(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	<a href="#">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)</a>
3.2	<a href="#">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)</a>
3.3	<a href="#">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)</a>
3.4	<a href="#">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)</a>
3.5	<a href="#">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)</a>
4.1	<a href="#">Description of Capital Stock of J.B. Hunt Transport Services, Inc.</a>
4.2	<a href="#">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)</a>
4.3	<a href="#">Third Supplemental Indenture (incorporated by reference from Exhibit 4.4 of the Company's current report on Form 8-K, filed March 6, 2014)</a>
4.4	<a href="#">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)</a>
4.5	<a href="#">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)</a>
10.1	<a href="#">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)</a>
10.2	<a href="#">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)</a>
10.3	<a href="#">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)</a>
10.4	<a href="#">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)</a>
10.5	<a href="#">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)</a>
21.1	<a href="#">Subsidiaries of J.B. Hunt Transport Services, Inc.</a>
22.1	<a href="#">List of Guarantor Subsidiaries of J.B. Hunt Transport Services, Inc.</a>

23.1	<a href="#">Consent of PricewaterhouseCoopers LLP</a>
24.1	<a href="#">Powers of Attorney of Members of J.B. Hunt Transport Services, Inc. Board of Directors</a>
31.1	<a href="#">Rule 13a-14(a)/15d-14(a) Certification</a>
31.2	<a href="#">Rule 13a-14(a)/15d-14(a) Certification</a>
32.1	<a href="#">Section 1350 Certification</a>
97.1	<a href="#">Policy relating to recovery of erroneously awarded compensation, as required by applicable listing standards adopted pursuant to 17 C.F.R. 240.10D-1.</a>
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

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

/s/ John Kuhlow

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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 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 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)

	2023	2022
<b>Assets</b>		
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
<b>Liabilities and Shareholders' Equity</b>		
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)

	<u>2023</u>	<u>2022</u>	<u>2021</u>
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	<u>12,829,665</u>	<u>14,813,999</u>	<u>12,168,302</u>
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	<u>11,836,469</u>	<u>13,482,446</u>	<u>11,122,772</u>
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	<u>934,887</u>	<u>1,281,373</u>	<u>999,772</u>
Income taxes	206,600	312,022	238,966
Net earnings	<u>\$ 728,287</u>	<u>\$ 969,351</u>	<u>\$ 760,806</u>
Weighted average basic shares outstanding	<u>103,440</u>	<u>104,141</u>	<u>105,359</u>
Basic earnings per share	<u>\$ 7.04</u>	<u>\$ 9.31</u>	<u>\$ 7.22</u>
Weighted average diluted shares outstanding	<u>104,451</u>	<u>105,276</u>	<u>106,593</u>
Diluted earnings per share	<u>\$ 6.97</u>	<u>\$ 9.21</u>	<u>\$ 7.14</u>

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)

	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Treasury Stock</u>	<u>Shareholders' Equity</u>
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)

	<u>2023</u>	<u>2022</u>	<u>2021</u>
<b>Cash flows from operating activities:</b>			
Net earnings	\$ 728,287	\$ 969,351	\$ 760,806
<b>Adjustments to reconcile net earnings to net cash provided by operating activities:</b>			
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
<b>Changes in operating assets and liabilities:</b>			
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	<u>1,744,618</u>	<u>1,776,882</u>	<u>1,223,898</u>
<b>Cash flows from investing activities:</b>			
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	<u>(1,685,215)</u>	<u>(1,550,070)</u>	<u>(877,018)</u>
<b>Cash flows from financing activities:</b>			
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	<u>(57,986)</u>	<u>(530,434)</u>	<u>(304,633)</u>
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	<u>\$ 53,344</u>	<u>\$ 51,927</u>	<u>\$ 355,549</u>
<b>Supplemental disclosure of cash flow information:</b>			
<b>Cash paid during the year for:</b>			
Interest	<u>\$ 65,561</u>	<u>\$ 50,433</u>	<u>\$ 47,016</u>
Income taxes	<u>\$ 135,385</u>	<u>\$ 195,827</u>	<u>\$ 203,740</u>
<b>Noncash investing activities</b>			
Accruals for equipment received	<u>\$ 44,692</u>	<u>\$ 107,474</u>	<u>\$ 60,464</u>

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 1<sup>st</sup> 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
<b>Restricted share units</b>			
Pretax compensation expense	\$ 56,837	\$ 54,276	\$ 44,505
Tax benefit	12,561	13,216	10,637
Restricted share units, net of tax	<u>\$ 44,276</u>	<u>\$ 41,060</u>	<u>\$ 33,868</u>
<b>Performance share units</b>			
Pretax compensation expense	\$ 22,352	\$ 23,259	\$ 17,000
Tax benefit	4,940	5,664	4,063
Performance share awards, net of tax	<u>\$ 17,412</u>	<u>\$ 17,595</u>	<u>\$ 12,937</u>

A summary of our restricted share units and performance share units is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
<i>Restricted Share Units</i>		
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
<i>Performance Share Units</i>		
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
<b>Current:</b>			
Federal	\$ 146,595	\$ 85,855	\$ 142,542
State and local	44,328	51,078	43,004
	<u>190,923</u>	<u>136,933</u>	<u>185,546</u>
<b>Deferred:</b>			
Federal	23,544	172,334	43,900
State and local	(7,867)	2,755	9,520
	<u>15,677</u>	<u>175,089</u>	<u>53,420</u>
<b>Total tax expense/(benefit)</b>	<u>\$ 206,600</u>	<u>\$ 312,022</u>	<u>\$ 238,966</u>

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
<b>Total tax expense</b>	<u>\$ 206,600</u>	<u>\$ 312,022</u>	<u>\$ 238,966</u>

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
<b>Deferred tax assets:</b>		
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
<b>Total gross deferred tax assets</b>	<u>272,488</u>	<u>225,156</u>
Valuation allowance	(5,478)	(6,765)
<b>Total deferred tax assets, net of valuation allowance</b>	<u>267,010</u>	<u>218,391</u>
<b>Deferred tax liabilities:</b>		
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
<b>Total gross deferred tax liabilities</b>	<u>1,203,218</u>	<u>1,138,922</u>
<b>Net deferred tax liability</b>	<u>\$ 936,208</u>	<u>\$ 920,531</u>

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	<u>\$ 80.9</u>	<u>\$ 89.1</u>	<u>\$ 78.5</u>

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,		
	2023	2022	Input Level
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 \$3.6million 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	\$	<u>13.6</u>

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
JB I	\$ 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
JB I	\$ 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
JB I	\$ 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
JB I	\$ 256	\$ 226	\$ 198
DCS	327	280	244
FMS	48	44	35
JBT	44	35	25
Other	63	60	55
Total	\$ 738	\$ 645	\$ 557

## DESCRIPTION OF CAPITAL STOCK

The following is a description of the capital stock of J.B. Hunt Transport Services, Inc. (the “Company”) and certain provisions of the Company’s Amended and Restated Articles of Incorporation (“Articles of Incorporation”), Second Amended and Restated Bylaws, as amended (“Bylaws”), and certain provisions of applicable law. The following is only a summary and is qualified by applicable law and by the provisions of the Company’s Articles of Incorporation and Bylaws, copies of which have been filed with the Securities and Exchange Commission.

### General

Under our Articles of Incorporation, we have authority to issue up to 1,000,000,000 shares of common stock, par value \$0.01 per share, and up to 10,000,000 shares of preferred stock, par value \$100.00 per share. Each share of our common stock has the same relative rights as, and is identical in all respects to, each other share of our common stock.

As of December 31, 2023, 103,220,027 shares of our common stock were issued and outstanding, and 3,866,900 shares of common stock were reserved for issuance pursuant our Management Incentive Plan. Our common stock is listed on the NASDAQ Global Select Market. The outstanding shares of our common stock are validly issued, fully paid and non-assessable.

As of December 31, 2023, no shares of our preferred stock were issued and outstanding.

### Common Stock

*Voting Rights.* Holders of our common stock are entitled to one vote per share on all matters submitted to a vote of shareholders. Holders of our common stock do not have cumulative voting rights.

*Dividend Rights.* Holders of our common stock are entitled to dividends when, as, and if declared by our board of directors out of funds legally available for the payment of dividends. Holders of any series of preferred stock we may issue in the future may have a priority over holders of common stock with respect to dividends.

*Liquidation and Dissolution.* In the event of the liquidation, dissolution or winding up of the Company, the holders of our common stock are entitled to receive ratably all of the assets of the Company available for distribution after satisfaction of all liabilities of the Company, subject to the rights of the holders of any of the Company’s preferred stock that may be issued from time to time.

*Other Rights.* Holders of our common stock have no preferential or preemptive rights with respect to any securities of the Company, and there are no conversion rights or redemption or sinking fund provisions applicable to our common stock.

*Modification of Rights.* Our board of directors acting by a majority vote of the members present, without shareholder approval, may amend our Bylaws and may issue shares of our preferred stock under terms as described below under “Preferred Stock.” Rights of the holders of our common stock may not otherwise be modified by less than a majority vote of the common stock outstanding. Additionally, under the Arkansas Business Corporation Act of 1987, a majority vote is required for the approval of a merger or consolidation with another corporation, and for the sale of all or substantially all of our assets and liquidation or dissolution of the Company.

*Transfer Agent.* The transfer agent and registrar for our common stock is Computershare Trust Company, N.A.

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## **Preferred Stock**

*Voting Rights.* Holders of our preferred stock are not entitled to vote, except as required by statute.

*Dividend Rights.* Holders of our preferred stock are entitled to dividends when and as declared by our board of directors out of the surplus or net profits of the Company at the rate of 10% annually, before any dividends on our common stock may be paid or declared and set apart for payment.

*Redemption.* The board of directors of the Company may redeem our preferred stock at any time, upon at least 30 days notice by mail to the holders of such preferred stock, by paying \$100.00 in cash for each share of preferred stock to be redeemed. In the event of a partial redemption, the board of directors may determine the terms and conditions of any redemption and the shares to be redeemed.

*Liquidation and Dissolution.* In the event of the liquidation, dissolution or winding up of the Company, the holders of our preferred stock are entitled to receive the sum of \$100.00 per share.

*Other Rights.* Holders of our preferred stock have no preemptive rights with respect to any securities of the Company, and there are no conversion rights or sinking fund provisions applicable to our preferred stock.

## **Provisions That May Discourage Takeovers**

Arkansas law and our Articles of Incorporation, Bylaws and corporate governance policies contain provisions that may have the effect of discouraging transactions involving an actual or threatened change of control. These provisions could protect the continuity of our directors and management and possibly deprive shareholders of an opportunity to sell their shares of common stock at prices higher than the prevailing market prices. The following description is subject in its entirety to applicable Arkansas law and our Articles of Incorporation and Bylaws.

*Availability of Authorized but Unissued Shares.* All of our preferred stock and a substantial amount of our common stock are authorized but unissued and not reserved for any particular purpose. Our board of directors may issue shares of authorized common or preferred stock without shareholder approval. If our board of directors decides to issue shares to persons friendly to current management, this could render more difficult or discourage an attempt to obtain control of the Company by means of a merger, tender offer, proxy contest or otherwise. Authorized but unissued shares also could be used to dilute the stock ownership of persons seeking to obtain control of the Company, including dilution through a shareholder rights plan of the type commonly known as a “poison pill,” which the board of directors could adopt without a shareholder vote.

*Issuance of Preferred Stock.* In addition, our common shareholders could amend our Articles of Incorporation to allow our board of directors to issue preferred shares having voting rights that could have the effect of delaying, deferring or impeding a change in control of the Company.

*Classification of the Board of Directors.* As permitted by Arkansas law, our Articles of Incorporation provide that, if we have nine or more directors, our board of directors may at any time elect to classify our board of directors into two or three classes, with each class serving a staggered two-year or three-year term, as the case may be. Our board of directors currently consists of eleven directors. Our Bylaws provide that all directors shall be elected to one-year terms, expiring at the next annual meeting of our shareholders. However, as long as we have nine or more directors, our board of directors could at any time amend our Bylaws to classify our board of directors with staggered terms without any action on the part of our shareholders. A classified board with staggered terms could make it more difficult for a shareholder or group of shareholders to assume control of the board of directors by replacing a majority of the board of directors with their own candidates.

*No Cumulative Voting.* Under Arkansas law, shareholders do not have cumulative voting rights for the election of directors unless the Articles of Incorporation so provide. Our Articles of Incorporation do not provide for cumulative voting.

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*Limitations on Nomination of Directors.* Under our corporate governance policy regarding director recommendations by shareholders, in order for a shareholder or group of shareholders to recommend a candidate for director to be nominated by our board of directors, such recommendation must be submitted to us not less than 120 days before the first anniversary of the date of the proxy statement for the preceding year's annual meeting. The shareholder or group of shareholders submitting the recommendation must have beneficially owned at least two percent of our outstanding common stock for at least one year and must provide certain information as specified in the policy, including the name and address of the 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; proof of beneficial ownership of such shares if the recommending shareholder is not the registered holder of such shares; the name, age and address of the candidate; his or her occupation for the past five years; a description of the candidate's qualifications to serve as a director and why the candidate does or does not qualify as "independent" under the NASDAQ corporate governance listing standards; the number of shares held 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 order for a shareholder to nominate a director candidate for election at our annual 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 if such meeting is held on a day not more than 30 days before and not later than 60 days after the anniversary of the previous year's annual meeting. With respect to any other annual meeting of shareholders, including in the event that we did not hold an annual meeting the previous year, the shareholder's notice is timely only if it is delivered to the Secretary at the Company's principal executive offices no earlier than the close of business on the 120th day prior to the annual meeting and no later than the close of business on the later of the 90th day prior to the annual meeting and the 10th day after the Company publicly announces the date of the current year's annual meeting. To be in proper written form, a shareholder's notice to the Secretary, including a notice pursuant to Rule 14a-19 under the Securities Exchange Act of 1934, must comply with all requirements contained in our Bylaws, a copy of which may be obtained upon written request to the Secretary.

*Limitation on Calling Special Meetings of Shareholders.* Arkansas law allows the board of directors or persons authorized in our Articles of Incorporation or Bylaws to call special meetings of shareholders. Our Bylaws provide that a special meeting may be called by our board of directors, the Chairman of the Board, the Chief Executive Officer, the President, the Secretary or by the holders of not less than one-third of all the shares of stock entitled to vote at the proposed special meeting. Under Arkansas law, business to be transacted at a special meeting is limited to the purpose or purposes described in the notice of the meeting.

SUBSIDIARIES OF J.B. HUNT TRANSPORT SERVICES, INC.

- (A) J.B. Hunt Transport, Inc., a Georgia corporation
- (B) L.A., Inc., an Arkansas corporation
- (C) J.B. Hunt Corp., a Delaware corporation
- (D) J.B. Hunt Logistics, Inc., an Arkansas corporation
- (E) Hunt Mexicana, S.A. de C.V., a Mexican corporation
- (F) FIS, Inc., a Nevada corporation
- (G) J.B. Hunt Mexico, S.C., a Mexican partnership

GUARANTOR SUBSIDIARIES OF J.B. HUNT TRANSPORT SERVICES, INC.

The following subsidiary of J.B. Hunt Transport Services, Inc. is guarantor with respect to our senior notes:

J.B. Hunt Transport, Inc., a Georgia corporation

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-126325 and 333-103748) and Form S-3 (No. 333-270011) of J.B. Hunt Transport Services, Inc. of our report dated February 23, 2024 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Springdale, Arkansas  
February 23, 2024



**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ Kirk Thompson  
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Kirk Thompson

Date: January 26, 2024

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ James L. Robo

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James L. Robo

Date: January 9, 2024

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ Francesca M. Edwardson  
Francesca M. Edwardson

Date: January 14, 2024

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ Wayne Garrison

Wayne Garrison

Date: January 9, 2024

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ Sharilyn S. Gasaway

Sharilyn S. Gasaway

Date: January 13, 2024

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ John B. Hill, III

John B. Hill, III

Date: January 15, 2024

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ J. Bryan Hunt, Jr

J. Bryan Hunt, Jr

Date: January 17, 2024

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ Persio V. Lisboa

Persio V. Lisboa

Date: January 16, 2024

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Director of J.B. Hunt Transport Services, Inc. does hereby constitute and appoint Kirk Thompson and John Roberts, and each of them severally, his or her lawful attorneys and agents, for him or her and in his or her name and in the capacity indicated below, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary, advisable, or required to enable said Corporation to comply with the Securities and Exchange Act of 1934, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in connection with the Form 10-K for the calendar year foregoing, the powers granted include the power and authority to execute and file the Form 10-K, any and all exhibits and amendments thereto and any and all documents in conjunction with the Form 10-K. The undersigned hereby ratifies and confirms his or her signature as it may be signed by said attorneys and all that said attorneys and agents shall do or cause to be done by virtue hereof.

/s/ Patrick Ottensmeyer  
Patrick Ottensmeyer

Date: January 17, 2024

## CERTIFICATIONS

I, John N. Roberts, III, certify that:

1. I have reviewed this report on Form 10-K of J.B. Hunt Transport Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2024

/s/ John N. Roberts, III

John N. Roberts, III

Chief Executive Officer

(Principal Executive Officer)

## CERTIFICATIONS

I, John Kuhlow, certify that:

1. I have reviewed this report on Form 10-K of J.B. Hunt Transport Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2024

/s/ John Kuhlow

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

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of J.B. Hunt Transport Services, Inc. (the “Company”) for the period ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, in the capacities and on the dates indicated below, each hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 23, 2024

/s/ John N. Roberts, III  
\_\_\_\_\_  
John N. Roberts, III  
Chief Executive Officer  
(Principal Executive Officer)

Date: February 23, 2024

/s/ John Kuhlow  
\_\_\_\_\_  
John Kuhlow  
Chief Financial Officer,  
Executive Vice President  
(Principal Financial and Accounting Officer)

**POLICY FOR THE  
RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION**

Adopted July 19, 2023

**I. Purpose**

In accordance with the applicable rules of The Nasdaq Stock Market ("NASDAQ"), Section 10D and Rule 10D-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") ("Rule 10D-1"), the Board of Directors (the "Board") of J.B. Hunt Transport Services, Inc. (the "Company") adopts this Policy for the Recovery of Erroneously Awarded Compensation (the "Policy") to provide for the recoupment of erroneously awarded incentive-based compensation from executive officers.

**II. Administration**

This Policy shall be administered by the Compensation Committee of the Board (the "Committee") or, if so designated by the Committee or in the absence of a Compensation Committee composed entirely of independent directors, the independent directors of the Board, in which case references herein to the Committee shall be deemed references to such independent directors. Any determinations made by the Committee shall be final and binding on all Covered Executives (as defined below).

**III. Covered Executives**

This Policy applies to all current and former officers of the Company who are or were subject to reporting requirements under Section 16 of the Exchange Act (collectively, "Covered Executives"). Covered Executives shall include, without limitation, all officers identified as executive officers in the Company's annual proxy statement pursuant to Item 401(b) of Regulation S-K.

**IV. Recoupment; Accounting Restatement**

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, the Committee will recover reasonably promptly any excess Clawback-Eligible Incentive Compensation (defined below). For purposes of this Policy, "accounting restatement" includes any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

**V. Clawback-Eligible Incentive Compensation**

For purposes of this Policy, "Incentive Compensation" means any compensation granted, earned, or vested based wholly or in part on the attainment of a financial reporting measure.

Financial reporting measures are measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures. For purposes of this Policy, stock price and total shareholder return are deemed financial reporting measures.

"Clawback-Eligible Incentive Compensation" means Incentive Compensation received by any Covered Executive: (i) on or after October 2, 2023; (ii) after beginning service as a Covered Executive; (iii) who served as an Covered Officer at any time during the applicable performance period relating to any Incentive Compensation; and (iv) during the three (3) completed fiscal years immediately preceding the date on which the Board, a committee of the Board or the officers of the Company authorized to take such action if the Board action is not required, concludes the Company is required to prepare an accounting restatement.

Incentive Compensation is deemed received in the fiscal period during which the specified financial reporting measure is attained, even if the payment, grant or vesting of the Incentive Compensation occurs after the end of that period.

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## **VI. Excess Incentive Compensation; Amounts Subject to Recovery**

The amount to be recovered with respect to each Covered Officer will be the amount of Clawback-Eligible Incentive Compensation that exceeds the amount of Incentive Compensation the Covered Executive otherwise would have received had it been determined based on the restated amounts, as determined by the Committee and computed without regard to any taxes paid.

If the Committee cannot determine the amount of excess Clawback-Eligible Incentive Compensation received by the Covered Executive directly from the information in the accounting restatement, the Committee shall make its determination based on a reasonable estimate of the effect of the accounting restatement. The Committee shall document its determination of such reasonable estimate and, if necessary, provide such documentation to NASDAQ in accordance with applicable NASDAQ listing standards.

## **VII. Method of Recoupment**

The Committee will determine, in its sole discretion, the method for recouping Clawback-Eligible Incentive Compensation hereunder, which may include, without limitation:

1. Requiring reimbursement of cash Clawback-Eligible Incentive Compensation previously paid;
2. Seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
3. Offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;
4. Cancelling outstanding vested or unvested equity awards; and/or
5. Taking any other remedial and recovery action permitted by law, as determined by the Committee.

## **VIII. No Indemnification**

The Company shall not indemnify any Covered Executive against the loss of any erroneously awarded Clawback-Eligible Incentive Compensation.

## **IX. Interpretation**

The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the Securities and Exchange Commission ("SEC") or NASDAQ.

## **X. Effective Date**

This Policy shall be effective as of the date it is adopted by the Board (the "Effective Date").

## **XI. Amendment; Termination**

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to comply with any rules or standards adopted by NASDAQ or by the SEC under Section 10D of the Exchange Act. The Board may terminate this Policy at any time.

## **XII. Other Recoupment Rights**

The Board intends that this Policy will be applied to the fullest extent of the law. The Committee may require that any annual cash bonus plan or award, employment agreement, equity incentive plan or award agreement, or similar agreement adopted, made or entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy.

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Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy or provision in any annual cash bonus plan or award, employment agreement, equity incentive plan or award agreement, or similar agreement and any other legal remedies available to the Company.

### **XIII. Impracticability**

The Committee shall recover any excess Clawback-Eligible Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Committee in accordance with Rule 10D-1 under the Exchange Act and the applicable NASDAQ listing standards.