

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

- Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2026

or

- Transition Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Commission File Number 0-15010

MARTEN TRANSPORT, LTD.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or
organization)

39-1140809

(I.R.S. employer identification no.)

129 Marten Street

Mondovi, Wisconsin 54755

(Address of principal executive offices) (Zip
Code)

715-926-4216

(Registrant's telephone number, including
area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:
COMMON STOCK, PAR VALUE
\$.01 PER SHARE

Trading symbol:
MRTN

Name of each exchange on which registered:
THE NASDAQ STOCK MARKET LLC
(NASDAQ GLOBAL SELECT MARKET)

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 (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit 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," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Smaller reporting company

Non-accelerated filer

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the Registrant's Common Stock, par value \$.01 per share, was 81,589,135 as of April 28, 2026.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

**MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED BALANCE SHEETS**

(In thousands, except share information)	March 31, 2026	December 31, 2025
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 69,786	\$ 43,278
Escrow deposit	5,000	5,000
Receivables:		
Trade, net	91,911	85,807
Other	8,114	13,084
Prepaid expenses and other	20,792	24,532
Total current assets	195,603	171,701
Property and equipment:		
Revenue equipment, buildings and land, office equipment and other	1,112,817	1,128,932
Accumulated depreciation	(362,739)	(352,426)
Net property and equipment	750,078	776,506
Other noncurrent assets	1,546	1,560
Total assets	\$ 947,227	\$ 949,767
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 27,756	\$ 28,769
Insurance and claims accruals	44,853	43,700
Accrued and other current liabilities	21,641	19,763
Total current liabilities	94,250	92,232
Deferred income taxes	88,612	89,716
Noncurrent operating lease liabilities	157	194
Total liabilities	183,019	182,142
Stockholders' equity:		
Preferred stock, \$.01 par value per share; 2,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, \$.01 par value per share; 192,000,000 shares authorized; 81,589,135 shares at March 31, 2026, and 81,542,174 shares at December 31, 2025, issued and outstanding	816	815
Additional paid-in capital	54,858	54,762
Retained earnings	708,534	712,048
Total stockholders' equity	764,208	767,625
Total liabilities and stockholders' equity	\$ 947,227	\$ 949,767

The accompanying notes are an integral part of these consolidated condensed financial statements.

MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

(In thousands, except per share information)	Three Months Ended March 31,	
	2026	2025
Operating revenue	\$ 203,526	\$ 223,152
Operating expenses (income):		
Salaries, wages and benefits	72,119	78,800
Purchased transportation	33,468	37,656
Fuel and fuel taxes	33,907	33,117
Supplies and maintenance	15,128	15,513
Depreciation	25,006	27,470
Operating taxes and licenses	2,245	2,417
Insurance and claims	13,245	13,377
Communications and utilities	2,105	2,279
Gain on disposition of revenue equipment	(1,420)	(1,665)
Other	6,131	8,329
Total operating expenses	201,934	217,293
Operating income	1,592	5,859
Other	(457)	(349)
Income before income taxes	2,049	6,208
Income taxes expense	667	1,873
Net income	\$ 1,382	\$ 4,335
Basic earnings per common share	\$ 0.02	\$ 0.05
Diluted earnings per common share	\$ 0.02	\$ 0.05
Dividends declared per common share	\$ 0.06	\$ 0.06

The accompanying notes are an integral part of these consolidated condensed financial statements.

MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

(In thousands)	Common Stock		Additional Paid-In Capital	Retained Earnings	Total Stock- holders' Equity
	Shares	Amount			
Balance at December 31, 2024	81,464	\$ 815	\$ 52,941	\$ 714,166	\$ 767,922
Net income	-	-	-	4,335	4,335
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	29	-	9	-	9
Employee taxes paid in exchange for shares withheld	-	-	(284)	-	(284)
Share-based payment arrangement compensation expense	-	-	407	-	407
Dividends on common stock, \$0.06 per share	-	-	-	(4,889)	(4,889)
Balance at March 31, 2025	81,493	815	53,073	713,612	767,500
Net income	-	-	-	13,109	13,109
Issuance of common stock from share-based payment arrangement exercises	49	-	237	-	237
Share-based payment arrangement compensation expense	-	-	1,452	-	1,452
Dividends on common stock, \$0.18 per share	-	-	-	(14,673)	(14,673)
Balance at December 31, 2025	81,542	815	54,762	712,048	767,625
Net income	-	-	-	1,382	1,382
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	47	1	237	-	238
Employee taxes paid in exchange for shares withheld	-	-	(276)	-	(276)
Share-based payment arrangement compensation expense	-	-	135	-	135
Dividends on common stock, \$0.06 per share	-	-	-	(4,896)	(4,896)
Balance at March 31, 2026	81,589	\$ 816	\$ 54,858	\$ 708,534	\$ 764,208

The accompanying notes are an integral part of these consolidated condensed financial statements.

MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)	Three Months Ended March 31,	
	2026	2025
Cash flows provided by operating activities:		
Operations:		
Net income	\$ 1,382	\$ 4,335
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	25,006	27,470
Tires in service amortization	1,492	1,584
Gain on disposition of revenue equipment	(1,420)	(1,665)
Deferred income taxes	(1,104)	(1,210)
Share-based payment arrangement compensation expense	135	407
Changes in other current operating items:		
Receivables	(2,699)	(3,571)
Prepaid expenses and other	3,023	2,387
Accounts payable	4,240	2,282
Insurance and claims accruals	1,153	(760)
Accrued and other current liabilities	1,841	4,956
Net cash provided by operating activities	33,049	36,215
Cash flows used for investing activities:		
Revenue equipment additions	(11,935)	(16,454)
Proceeds from revenue equipment dispositions	9,211	10,481
Buildings and land, office equipment and other additions	-	(2,388)
Proceeds from buildings and land, office equipment and other dispositions	1,171	-
Other	(54)	(52)
Net cash used for investing activities	(1,607)	(8,413)
Cash flows used for financing activities:		
Dividends on common stock	(4,896)	(4,889)
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	238	9
Employee taxes paid in exchange for shares withheld	(276)	(284)
Net cash used for financing activities	(4,934)	(5,164)
Net change in cash and cash equivalents and escrow deposit	26,508	22,638
Cash and cash equivalents and escrow deposit:		
Beginning of period	48,278	17,267
End of period	\$ 74,786	\$ 39,905
Supplemental non-cash disclosure:		
Change in property and equipment not yet paid	\$ (3,688)	\$ 8,673
Operating lease assets and liabilities acquired	\$ -	\$ 171
Reconciliation of cash and cash equivalents and escrow deposit in the consolidated condensed balance sheets:		
Cash and cash equivalents	\$ 69,786	\$ 39,905
Escrow deposit	5,000	-
Total cash and cash equivalents and escrow deposit shown above	\$ 74,786	\$ 39,905

The accompanying notes are an integral part of these consolidated condensed financial statements.

MARTEN TRANSPORT, LTD.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2026
(Unaudited)

(1) Consolidated Condensed Financial Statements

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements, and therefore, do not include all information and disclosures required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, such statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary to fairly present our consolidated financial condition, results of operations and cash flows for the interim periods presented. The results of operations for any interim period do not necessarily indicate the results for the full year. The unaudited interim consolidated condensed financial statements should be read with reference to the consolidated financial statements and notes to consolidated financial statements in our 2025 Annual Report on Form 10-K.

(2) Earnings per Common Share

Basic and diluted earnings per common share were computed as follows:

	Three Months Ended March 31,	
(In thousands, except per share amounts)	2026	2025
Numerator:		
Net income	\$ 1,382	\$ 4,335
Denominator:		
Basic earnings per common share - weighted-average shares	81,579	81,493
Effect of dilutive stock options	-	15
Diluted earnings per common share - weighted-average shares and assumed conversions	81,579	81,508
Basic earnings per common share	\$ 0.02	\$ 0.05
Diluted earnings per common share	\$ 0.02	\$ 0.05

Options totaling 572,100 and 605,371 equivalent shares were outstanding but were not included in the calculation of diluted earnings per share for the three-month periods ended March 31, 2026 and March 31, 2025, respectively, because including the options in the denominator would be antidilutive, or decrease the number of weighted-average shares, due to their exercise prices exceeding the average market price of the common shares, or because inclusion of average unrecognized compensation expense in the calculation would cause the options to be antidilutive.

Unvested performance awards totaling 108,512 and 114,276 equivalent shares for the three-month periods ended March 31, 2026 and March 31, 2025, respectively, were considered outstanding but were not included in the calculation of diluted earnings per share because inclusion of average unrecognized compensation expense in the calculation would cause the performance awards to be antidilutive.

(3) Long-Term Debt

In August 2022, we entered into a credit agreement that provides for an unsecured committed credit facility with an aggregate principal amount of \$30.0 million which matures in August 2027. The credit agreement amends, restates and continues in its entirety our previous credit agreement, as amended. At March 31, 2026, there was no outstanding principal balance on the facility. As of that date, we had outstanding standby letters of credit to guarantee settlement of self-insurance claims of \$24.1 million and remaining borrowing availability of \$5.9 million. At December 31, 2025, there was also no outstanding principal balance on the facility. As of that date, we had outstanding standby letters of credit of \$24.1 million on the facility. This facility bears interest at a variable rate based on the Term SOFR Rate plus applicable margins. The interest rate for the facility that would apply to outstanding principal balances was 6.75% at March 31, 2026.

Our credit agreement effective in August 2022 prohibits us from paying, in any fiscal year, stock redemptions and dividends in excess of \$150 million. The credit agreement also contains restrictive covenants which, among other matters, require us to maintain compliance with cash flow leverage and fixed charge coverage ratios. We were in compliance with all covenants at March 31, 2026 and December 31, 2025.

(4) Related Party Transactions

We purchase tires and obtain related services from a company in which one of our directors is the chairman of the board and chief executive officer. We paid that company \$40,000 in the first three months of 2026 and \$100 in the first three months of 2025 for tires and related services. In addition, we paid \$289,000 in the first three months of 2026 and \$166,000 in the first three months of 2025 to tire manufacturers for tires that were provided by the same company. The same company received commissions from the tire manufacturers related to these purchases.

(5) Share Repurchase Program

Our existing share repurchase program currently provides for the repurchase of up to \$50.0 million. The share repurchase program allows purchases on the open market or through private transactions in accordance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The timing and extent to which we repurchase shares depends on market conditions and other corporate considerations. The repurchase program does not have an expiration date.

We have not repurchased any shares under this program since the second quarter of 2022. As of March 31, 2026, future repurchases of up to \$33.2 million were available in the share repurchase program.

(6) Dividends

In 2010, we announced a regular cash dividend program to our stockholders, subject to approval each quarter. Quarterly cash dividends of \$0.06 per share of common stock were paid in each of the first quarters of 2026 and 2025 which totaled \$4.9 million in each period.

(7) Accounting for Share-based Payment Arrangement Compensation

We account for share-based payment arrangements in accordance with Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC, 718, *Compensation – Stock Compensation*. During the first three months of 2026, there were no significant changes to the structure of our stock-based award plans. Pre-tax compensation expense related to stock options and performance awards recorded in the first three months of 2026 and 2025 was \$135,000 and \$407,000, respectively.

(8) Fair Value of Financial Instruments

The carrying amounts of cash equivalents, accounts receivable and accounts payable approximate fair value because of the short maturity of these instruments.

(9) Commitments and Contingencies

We are committed to new revenue equipment purchases of \$130.4 million in the remainder of 2026 and \$31.2 million in 2027. Operating lease obligation expenditures through 2028 total \$434,000.

We self-insure, in part, for losses relating to workers' compensation, auto liability, general liability, cargo and property damage claims, along with employees' health insurance, with varying risk retention levels. We renewed our liability insurance policies effective June 1, 2025, and are responsible for the first \$3.0 million on each auto liability claim. For the policy year effective June 1, 2024, we are responsible for the first \$2.0 million on each auto liability claim. For both policy years, we are also responsible for an annual \$5.0 million aggregate for claims between \$10.0 million and \$20.0 million. We continue to be responsible for the first \$750,000 on each workers' compensation claim. We maintain insurance coverage with licensed insurance carriers for per-incident and total losses in excess of the amounts for which we self-insure up to specified policy limits and outside of certain liability tiers for which we retain liability. The level of our insurance coverage is in amounts we consider adequate based upon historical experience and our ongoing review. We reserve currently for the estimated cost of the uninsured portion of pending claims.

We are also involved in other legal actions that arise in the ordinary course of business. A number of trucking companies, including us, have been subject to lawsuits, including class action lawsuits, alleging violations of various federal and state wage and hour laws. A number of these lawsuits have resulted in the payment of substantial settlements or damages by the defendants. We self-insure for such claims and record a liability when we believe that it is probable that a loss has been incurred and the amount can be reasonably estimated.

The outcome of litigation, particularly class action lawsuits, is difficult to assess or quantify, and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. The cost to defend litigation may also be significant. Not all claims are covered by our insurance, and there can be no assurance that our coverage limits will be adequate to cover all amounts in dispute. To the extent we experience claims that are uninsured, exceed our coverage limits, involve significant aggregate use of our self-insured retention amounts or cause increases in future premiums, the resulting expense could have a materially adverse effect on our business and operating results. Based on our present knowledge of the facts and, in certain cases, advice of outside counsel, management believes the resolution of open claims and pending litigation, taking into account existing reserves, is not likely or probable to have a materially adverse effect on our consolidated condensed financial statements; however, the final disposition of these matters and the impact of such final dispositions cannot be determined at this time. As such, future liability claims or adverse developments in existing claims could have a materially adverse effect on our consolidated condensed financial statements. Information is provided below for such existing claims, with the eventual outcome for each claim dependent on the results of additional discovery, future court rulings, and potentially trial and appeal. Marten intends to continue to vigorously defend itself in each matter.

On July 8, 2020, a lawsuit was filed against us on behalf of Raul Martinez, individually and all others similarly situated. The lawsuit, which was filed in and is currently pending in the Superior Court of the State of California for the County of San Diego, alleges that we did not properly compensate drivers for sleeper berth time, layover time, meal breaks, rest periods, and personal cell phone usage, did not provide drivers with proper wage statements or final pay in violation of California law, and violated California's Unfair Competition Law and Labor Code.

On May 9, 2024, a lawsuit was filed against us on behalf of Malik Wallace, Duane Partridge and Anthony Rogers, individually and all others similarly situated. The lawsuit, which was filed in Washington State Court and removed to the United States District Court, Western District of Washington in Seattle, alleges that we violated Washington's wage transparency law.

On August 21, 2024, a lawsuit was filed against us on behalf of Alexander W. Jackson, individually and all others similarly situated. The lawsuit, which was filed in the Superior Court of the State of California for the County of Riverside and removed to the United States District Court, Central District of California in Riverside, alleges that we failed to properly compensate drivers relating to minimum wages, meal periods and rest breaks, failed to provide proper wage statements, and violated California's Unfair Competition Law and Labor Code.

On January 16, 2026, a lawsuit was filed against us on behalf of Harley Courtney, individually and all others similarly situated. The lawsuit, which was filed in the Superior Court for the State of Washington in and for the County of King County, alleges that we did not properly compensate drivers for overtime wages in violation of Washington law.

(10) Sale of Intermodal Business Assets

On September 30, 2025, we closed on the previously announced agreement to sell the assets related to our Intermodal business to Hub Group, Inc. The transaction was structured as an asset sale of certain Intermodal equipment, including over 1,200 refrigerated containers, and associated customer contracts to Hub Group, Inc. for \$51.8 million in cash. No gain or loss on disposition of assets resulted from the transaction.

In connection with this transaction, \$5.0 million was placed in an escrow account to secure potential indemnity claims by Hub Group, Inc. These funds are restricted from use for general corporate purposes. The escrow agreement is set to expire in December 2026. Accordingly, the escrow deposit is classified as a current asset.

(11) Revenue and Business Segments

We account for our revenue in accordance with FASB ASC 606, *Revenue from Contracts with Customers*. We combine our five current operating segments (Temperature-Sensitive and Dry Truckload, Dedicated, Brokerage and MRTN de Mexico), along with our Intermodal operating segment which was sold effective September 30, 2025, into four reporting segments (Truckload, Dedicated, Brokerage and Intermodal) for financial reporting purposes. These four reporting segments are also the appropriate categories for the disaggregation of our revenue under FASB ASC 606.

Our Truckload segment provides a combination of regional short-haul and medium-to-long-haul full-load transportation services. We transport food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight, across the United States and into and out of Mexico and Canada. Our agreements with customers are typically for one year.

Our Dedicated segment provides customized transportation solutions tailored to meet each individual customer's requirements, utilizing temperature-controlled trailers, dry vans and other specialized equipment within the United States. Our agreements with customers range from three to five years and are subject to annual rate reviews.

Generally, we are paid by the mile for our Truckload and Dedicated services. We also derive Truckload and Dedicated revenue from fuel surcharges, loading and unloading activities, equipment detention and other accessorial services. The main factors that affect our Truckload and Dedicated revenue are the rate per mile we receive from our customers, the percentage of miles for which we are compensated, the number of miles we generate with our equipment and changes in fuel prices. We monitor our revenue production primarily through average Truckload and Dedicated revenue, net of fuel surcharges, per tractor per week. We also analyze our average Truckload and Dedicated revenue, net of fuel surcharges, per total mile, non-revenue miles percentage, the miles per tractor we generate, our fuel surcharge revenue, our accessorial revenue and our other sources of operating revenue.

Our Brokerage segment develops contractual relationships with and arranges for third-party carriers to transport freight for our customers in temperature-controlled trailers and dry vans within the United States and into and out of Mexico through Marten Transport Logistics, LLC, which was established in 2007 and operates pursuant to brokerage authority granted by the United States Department of Transportation, or DOT. We retain the billing, collection and customer management responsibilities. The main factors that affect our Brokerage revenue are the rate per mile and other charges that we receive from our customers.

Operating results of our MRTN de Mexico business, which offers our customers door-to-door service between the United States and Mexico with our Mexican partner carriers, is reported within our Truckload and Brokerage segments.

Our Intermodal segment transported our customers' freight within the United States utilizing our refrigerated containers on railroad flatcars for portions of trips, with the balance of the trips using our tractors or, to a lesser extent, contracted carriers. The main factors that affected our Intermodal revenue were the rate per mile and other charges we received from our customers. As discussed in Note 10, our Intermodal operations were sold effective September 30, 2025.

Our customer agreements are typically for one-year terms except for our Dedicated agreements which range from three to five years with annual rate reviews. Under FASB ASC 606, the contract date for each individual load within each of our four reporting segments is generally the date that each load is tendered to and accepted by us. For each load transported within each of our four reporting segments, the entire amount of revenue to be recognized is a single performance obligation and our agreements with our customers detail the per-mile charges for line haul and fuel surcharges, along with the rates for loading and unloading, stop offs and drops, equipment detention and other accessorial services, which is the transaction price. There are no discounts that would be a material right or consideration payable to a customer. We are required to recognize revenue and related expenses over time, from load pickup to delivery, for each load within each of our four reporting segments. We base our calculation of the amount of revenue to record in each period for individual loads picking up in one period and delivering in the following period using the number of hours estimated to be incurred within each period applied to each estimated transaction price. Contract assets for this estimated revenue which are classified within prepaid expenses and other within our consolidated condensed balance sheets were \$1.8 million and \$1.4 million as of March 31, 2026 and December 31, 2025, respectively. We had no impairment losses on contract assets in the first three months of 2026 or in 2025. We bill our customers for loads after delivery is complete with standard payment terms of 30 days.

We account for revenue of our Brokerage segment and formerly of our Intermodal segment, along with revenue on freight transported by independent contractors within our Truckload and Dedicated segments, on a gross basis because we are the principal service provider controlling the promised service before it is transferred to each customer. We are primarily responsible for fulfilling the promise to provide each specified service to each customer. We bear the primary risk of loss in the event of cargo claims by our customers. We also have complete control and discretion in establishing the price for each specified service. Accordingly, all such revenue billed to customers is classified as operating revenue and all corresponding payments to carriers for transportation services we arrange in connection with brokerage and formerly intermodal activities and to independent contractor providers of revenue equipment are classified as purchased transportation expense within our consolidated condensed statements of operations.

The following table sets forth for the periods indicated our operating revenue and operating income by segment.

(In thousands)	Three Months Ended March 31,	
	2026	2025
Operating revenue:		
Truckload revenue, net of fuel surcharge revenue	\$ 89,310	\$ 90,106
Truckload fuel surcharge revenue	16,080	14,285
Total Truckload revenue	<u>105,390</u>	<u>104,391</u>
Dedicated revenue, net of fuel surcharge revenue	53,174	62,405
Dedicated fuel surcharge revenue	10,289	11,220
Total Dedicated revenue	<u>63,463</u>	<u>73,625</u>
Brokerage revenue	<u>34,673</u>	<u>33,019</u>
Intermodal revenue, net of fuel surcharge revenue	-	10,268
Intermodal fuel surcharge revenue	-	1,849
Total Intermodal revenue	<u>-</u>	<u>12,117</u>
Total operating revenue	<u>\$ 203,526</u>	<u>\$ 223,152</u>
Operating income/(loss):		
Truckload	\$ (944)	\$ (300)
Dedicated	1,622	4,854
Brokerage	914	2,160
Intermodal	-	(855)
Total operating income	<u>\$ 1,592</u>	<u>\$ 5,859</u>

The following segment operating results for the periods indicated are provided monthly to our chief operating decision maker, our Chairman of the Board and Chief Executive Officer, and used in assessing segment performance and allocating resources, primarily based upon each segment's variances in operating revenue, operating income and operating ratio. We do not prepare separate balance sheets by segment and, as a result, assets are not separately identifiable by segment.

Three Months Ended March 31, 2026 Segment Operating Results

<i>(In thousands)</i>	Truckload	Dedicated	Brokerage	Intermodal	Total
Operating revenue	\$ 105,390	\$ 63,463	\$ 34,673	\$ -	\$ 203,526
Operating expense (income):					
Salaries, wages and benefits	42,512	27,715	1,892	-	72,119
Purchased transportation	1,068	2,404	29,996	-	33,468
Fuel and fuel taxes	22,815	11,092	-	-	33,907
Supplies and maintenance	11,001	4,122	5	-	15,128
Depreciation	16,204	8,383	419	-	25,006
Operating taxes and licenses	1,341	852	52	-	2,245
Insurance and claims	7,470	5,003	772	-	13,245
Communications and utilities	1,254	638	213	-	2,105
Gain on disposition of revenue equipment	(832)	(588)	-	-	(1,420)
Other	3,501	2,220	410	-	6,131
Total operating expenses	106,334	61,841	33,759	-	201,934
Operating income/(loss)	\$ (944)	\$ 1,622	\$ 914	\$ -	\$ 1,592
Operating ratio	100.9%	97.4%	97.4%	-%	99.2%
Operating ratio, net of fuel surcharges	101.1%	96.9%	97.4%	-%	99.1%

Three Months Ended March 31, 2025 Segment Operating Results

<i>(In thousands)</i>	Truckload	Dedicated	Brokerage	Intermodal	Total
Operating revenue	\$ 104,391	\$ 73,625	\$ 33,019	\$ 12,117	\$ 223,152
Operating expense (income):					
Salaries, wages and benefits	43,430	31,434	1,788	2,148	78,800
Purchased transportation	1,055	2,344	27,705	6,552	37,656
Fuel and fuel taxes	20,453	11,747	-	917	33,117
Supplies and maintenance	10,249	4,532	2	730	15,513
Depreciation	16,054	9,551	506	1,359	27,470
Operating taxes and licenses	1,367	967	21	62	2,417
Insurance and claims	7,486	5,345	195	351	13,377
Communications and utilities	1,265	746	213	55	2,279
Gain on disposition of revenue equipment	(915)	(708)	-	(42)	(1,665)
Other	4,247	2,813	429	840	8,329
Total operating expenses	104,691	68,771	30,859	12,972	217,293
Operating income/(loss)	\$ (300)	\$ 4,854	\$ 2,160	\$ (855)	\$ 5,859
Operating ratio	100.3%	93.4%	93.5%	107.1%	97.4%
Operating ratio, net of fuel surcharges	100.3%	92.2%	93.5%	108.3%	97.0%

(12) Use of Estimates

We must make estimates and assumptions to prepare the consolidated condensed financial statements in conformity with U.S. generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities in the consolidated condensed financial statements and the reported amount of revenue and expenses during the reporting period. These estimates are primarily related to insurance and claims accruals and depreciation. Ultimate results could differ from these estimates.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read together with the selected consolidated financial data and our consolidated condensed financial statements and the related notes appearing elsewhere in this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those included in our Form 10-K, Part I, Item 1A for the year ended December 31, 2025, and in this Form 10-Q, Part II, Item 1A. We do not assume, and specifically disclaim, any obligation to update any forward-looking statement contained in this report.

Overview

We have strategically transitioned from a refrigerated long-haul carrier to a multifaceted business offering a network of time and temperature-sensitive and dry truck-based transportation and distribution capabilities across our current five distinct business platforms – Temperature-Sensitive and Dry Truckload, Dedicated, Brokerage and MRTN de Mexico. As discussed in Note 10, our Intermodal operations were sold effective September 30, 2025.

Our Truckload segment provides a combination of regional short-haul and medium-to-long-haul full-load transportation services. We transport food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight, across the United States and into and out of Mexico and Canada. Our agreements with customers are typically for one year.

Our Dedicated segment provides customized transportation solutions tailored to meet each individual customer's requirements, utilizing temperature-controlled trailers, dry vans and other specialized equipment within the United States. Our agreements with customers range from three to five years and are subject to annual rate reviews.

Generally, we are paid by the mile for our Truckload and Dedicated services. We also derive Truckload and Dedicated revenue from fuel surcharges, loading and unloading activities, equipment detention and other accessorial services. The main factors that affect our Truckload and Dedicated revenue are the rate per mile we receive from our customers, the percentage of miles for which we are compensated, the number of miles we generate with our equipment and changes in fuel prices. We monitor our revenue production primarily through average Truckload and Dedicated revenue, net of fuel surcharges, per tractor per week. We also analyze our average Truckload and Dedicated revenue, net of fuel surcharges, per total mile, non-revenue miles percentage, the miles per tractor we generate, our fuel surcharge revenue, our accessorial revenue and our other sources of operating revenue.

Our Brokerage segment develops contractual relationships with and arranges for third-party carriers to transport freight for our customers in temperature-controlled trailers and dry vans within the United States and into and out of Mexico through Marten Transport Logistics, LLC, which was established in 2007 and operates pursuant to brokerage authority granted by the DOT. We retain the billing, collection and customer management responsibilities. The main factors that affect our Brokerage revenue are the rate per mile and other charges that we receive from our customers.

Operating results of our MRTN de Mexico business, which offers our customers door-to-door service between the United States and Mexico with our Mexican partner carriers, is reported within our Truckload and Brokerage segments.

Our Intermodal segment transported our customers' freight within the United States utilizing our refrigerated containers on railroad flatcars for portions of trips, with the balance of the trips using our tractors or, to a lesser extent, contracted carriers. The main factors that affected our Intermodal revenue were the rate per mile and other charges we received from our customers. As discussed in Note 10, our Intermodal operations were sold effective September 30, 2025.

In addition to the factors discussed above, our operating revenue is also affected by, among other things, the United States economy, inventory levels, the level of truck and rail capacity in the transportation market, a contracting driver market, severe weather conditions and specific customer demand.

Our operating revenue decreased \$19.6 million, or 8.8%, in the first three months of 2026 from the first three months of 2025. Our operating revenue, net of fuel surcharges, decreased \$18.6 million, or 9.5%, compared with the first three months of 2025. Truckload segment revenue, net of fuel surcharges, decreased 0.9% from the first three months of 2025, primarily due to a decrease in our average fleet size, partially offset by an increase in our average revenue per tractor. Dedicated segment revenue, net of fuel surcharges, decreased 14.8% from the first three months of 2025, also primarily due to a decrease in our average fleet size, partially offset by an increase in our average revenue per tractor. Brokerage segment revenue increased 5.0% from the first three months of 2025, primarily due to an increase in our number of loads, partially offset by a decrease in our revenue per load. Intermodal segment revenue, net of fuel surcharges, decreased 100% from the first three months of 2025. Fuel surcharge revenue decreased to \$26.4 million in the first three months of 2026 from \$27.4 million in the first three months of 2025.

Our profitability is impacted by the variable costs of transporting freight for our customers, fixed costs, and expenses containing both fixed and variable components. The variable costs include fuel expense, driver-related expenses, such as wages, benefits, training and recruitment, and independent contractor costs, which are recorded under purchased transportation. Expenses that have both fixed and variable components include maintenance and tire expense and our cost of insurance and claims. These expenses generally vary with the miles we travel, but also have a controllable component based on safety, fleet age, efficiency and other factors. Our main fixed costs relate to the acquisition and subsequent depreciation of long-term assets, such as revenue equipment and operating terminals. We expect our annual cost of tractor and trailer ownership will increase in future periods as a result of higher prices of new equipment, along with any increases in fleet size. Although certain factors affecting our expenses are beyond our control, we monitor them closely and attempt to anticipate changes in these factors in managing our business. For example, fuel prices have significantly fluctuated over the past several years. We manage our exposure to changes in fuel prices primarily through fuel surcharge programs with our customers, as well as through volume fuel purchasing arrangements with national fuel centers and bulk purchases of fuel at our terminals. To help further reduce fuel expense, we have installed and tightly manage the use of auxiliary power units in our tractors to provide climate control and electrical power for our drivers without idling the tractor engine, and also have improved the fuel usage in the temperature-control units on our trailers. For our Brokerage segment and formerly our Intermodal segment, our profitability is impacted by the percentage of revenue which is payable to the providers of the transportation services we arrange. This expense is included within purchased transportation in our consolidated condensed statements of operations.

Our operating income declined 72.8% to \$1.6 million in the first three months of 2026 from \$5.9 million in the first three months of 2025. Our operating expenses as a percentage of operating revenue, or “operating ratio,” was 99.2% in the first three months of 2026 and 97.4% in the first three months of 2025. Operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharges, increased to 99.1% in the first three months of 2026 from 97.0% in the first three months of 2025. Our net income declined 68.1% to \$1.4 million, or \$0.02 per diluted share, in the first three months of 2026 from \$4.3 million, or \$0.05 per diluted share, in the first three months of 2025.

Our business requires substantial ongoing capital investments, particularly for new tractors and trailers. At March 31, 2026, we had \$74.8 million of cash and cash equivalents and an escrow deposit, \$764.2 million in stockholders’ equity and no long-term debt outstanding. In the first three months of 2026, net cash flows provided by operating activities of \$33.0 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of \$2.7 million and to pay cash dividends of \$4.9 million, resulting in a \$26.5 million increase in cash and cash equivalents and an escrow deposit. We estimate that capital expenditures, net of proceeds from dispositions, will be approximately \$100 million for the remainder of 2026. Quarterly cash dividends of \$0.06 per share of common stock were paid in the first three months of 2026, which totaled \$4.9 million. We believe our sources of liquidity are adequate to meet our current and anticipated needs for at least the next twelve months. Based upon anticipated cash flows, existing cash and cash equivalents balances, current borrowing availability and other sources of financing we expect to be available to us, we do not anticipate any significant liquidity constraints in the foreseeable future.

We continue to invest considerable time and capital resources to actively implement and promote long-term environmentally sustainable solutions that drive reductions in our fuel and electricity consumption and decrease our carbon footprint. These initiatives include (i) reducing idle time for our tractors by installing and tightly managing the use of auxiliary power units, which are powered by solar panels and provide climate control and electrical power for our drivers without idling the tractor engine, (ii) improving the energy efficiency of our newer, more aerodynamic and well-maintained tractor and trailer fleets by optimizing the equipment's specifications, weight and tractor speed, equipping our tractors with automatic transmissions, converting the refrigeration units in our refrigerated trailers to the new, more-efficient CARB refrigeration units along with increasing the insulation in the trailer walls and installing trailer skirts, and using ultra-fuel efficient and wide-based tires, and (iii) upgrading all of our facilities to indoor and outdoor LED lighting along with converting all of our facilities to solar power. Additionally, we are an active participant in the United States Environmental Protection Agency, or EPA, SmartWay Transport Partnership, in which freight shippers, carriers, logistics companies and other voluntary stakeholders partner with the EPA to measure, benchmark and improve logistics operations to reduce their environmental footprint.

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes discussions of operating revenue, net of fuel surcharge revenue; Truckload, Dedicated and Intermodal revenue, net of fuel surcharge revenue; operating expenses as a percentage of operating revenue, each net of fuel surcharge revenue; and net fuel expense (fuel and fuel taxes net of fuel surcharge revenue and surcharges passed through to independent contractors, outside drayage carriers and railroads). We provide these additional disclosures because management believes these measures provide a more consistent basis for comparing results of operations from period to period. These financial measures in this report have not been determined in accordance with U.S. generally accepted accounting principles (GAAP). Pursuant to Item 10(e) of Regulation S-K, we have included the amounts necessary to reconcile these non-GAAP financial measures to the most directly comparable GAAP financial measures of operating revenue, operating expenses divided by operating revenue, and fuel and fuel taxes.

Results of Operations

The following table sets forth for the periods indicated certain operating statistics regarding our revenue and operations:

	Three Months Ended March 31,	
	2026	2025
Truckload Segment:		
Revenue (in thousands)	\$ 105,390	\$ 104,391
Average revenue, net of fuel surcharges, per tractor per week ⁽¹⁾	\$ 4,425	\$ 4,196
Average tractors ⁽¹⁾	1,570	1,670
Average miles per trip	518	537
Total miles (in thousands)	36,887	38,273
Dedicated Segment:		
Revenue (in thousands)	\$ 63,463	\$ 73,625
Average revenue, net of fuel surcharges, per tractor per week ⁽¹⁾	\$ 3,909	\$ 3,846
Average tractors ⁽¹⁾	1,058	1,262
Average miles per trip	298	308
Total miles (in thousands)	21,905	25,236
Brokerage Segment:		
Revenue (in thousands)	\$ 34,673	\$ 33,019
Loads	23,882	20,416
Intermodal Segment:		
Revenue (in thousands)	\$ -	\$ 12,117
Loads	-	3,657
Average tractors	-	77

(1) Includes tractors driven by both company-employed drivers and independent contractors. Independent contractors provided 77 and 82 tractors as of March 31, 2026 and 2025, respectively.

Comparison of Three Months Ended March 31, 2026 to Three Months Ended March 31, 2025

The following table sets forth for the periods indicated our operating revenue, operating income and operating ratio by segment, along with the change for each component:

(Dollars in thousands)	Three Months Ended March 31,		Dollar Change	Percentage Change
	2026	2025	Three Months Ended March 31, 2026 vs. 2025	Three Months Ended March 31, 2026 vs. 2025
Operating revenue:				
Truckload revenue, net of fuel surcharge revenue	\$ 89,310	\$ 90,106	\$ (796)	(0.9)%
Truckload fuel surcharge revenue	16,080	14,285	1,795	12.6
Total Truckload revenue	105,390	104,391	999	1.0
Dedicated revenue, net of fuel surcharge revenue	53,174	62,405	(9,231)	(14.8)
Dedicated fuel surcharge revenue	10,289	11,220	(931)	(8.3)
Total Dedicated revenue	63,463	73,625	(10,162)	(13.8)
Brokerage revenue	34,673	33,019	1,654	5.0
Intermodal revenue, net of fuel surcharge revenue	-	10,268	(10,268)	(100.0)
Intermodal fuel surcharge revenue	-	1,849	(1,849)	(100.0)
Total Intermodal revenue	-	12,117	(12,117)	(100.0)
Total operating revenue	\$ 203,526	\$ 223,152	\$ (19,626)	(8.8)%
Operating income/(loss):				
Truckload	\$ (944)	\$ (300)	\$ (644)	(214.7)%
Dedicated	1,622	4,854	(3,232)	(66.6)
Brokerage	914	2,160	(1,246)	(57.7)
Intermodal	-	(855)	855	100.0
Total operating income	\$ 1,592	\$ 5,859	\$ (4,267)	(72.8)%
Operating ratio:				
Truckload	100.9%	100.3%		
Dedicated	97.4	93.4		
Brokerage	97.4	93.5		
Intermodal	-	107.1		
Consolidated operating ratio	99.2%	97.4%		
Operating ratio, net of fuel surcharges:				
Truckload	101.1%	100.3%		
Dedicated	96.9	92.2		
Brokerage	97.4	93.5		
Intermodal	-	108.3		
Consolidated operating ratio, net of fuel surcharges	99.1%	97.0%		

Our operating revenue decreased \$19.6 million, or 8.8%, to \$203.5 million in the 2026 period from \$223.2 million in the 2025 period. Our operating revenue, net of fuel surcharges, decreased \$18.6 million, or 9.5%, to \$177.2 million in the 2026 period from \$195.8 million in the 2025 period. This decrease in the 2026 period was primarily due to a \$9.2 million decrease in Dedicated revenue, net of fuel surcharges, a \$796,000 decrease in Truckload revenue, net of fuel surcharges, a \$1.7 million increase in Brokerage revenue and a \$10.3 million decrease in Intermodal revenue, net of fuel surcharges. Fuel surcharge revenue decreased to \$26.4 million in the 2026 period from \$27.4 million in the 2025 period.

Truckload segment revenue increased \$999,000, or 1.0%, to \$105.4 million in the 2026 period from \$104.4 million in the 2025 period. Truckload segment revenue, net of fuel surcharges, decreased \$796,000, or 0.9%, to \$89.3 million in the 2026 period from \$90.1 million in the 2025 period, primarily due to a decrease in our average fleet size, partially offset by an increase in our average revenue per tractor. The operating ratio was 100.9% in the 2026 period and 100.3% in the 2025 period. Impacting the 2026 period operating ratio was higher fuel costs, partially offset by lower company driver compensation, both as a percentage of revenue, along with improved average revenue per tractor.

Dedicated segment revenue decreased \$10.2 million, or 13.8%, to \$63.5 million in the 2026 period from \$73.6 million in the 2025 period. Dedicated segment revenue, net of fuel surcharges, decreased 14.8%, primarily due to a decrease in our average fleet size, partially offset by an increase in our average revenue per tractor. The operating ratio increased to 97.4% in the 2026 period from 93.4% in the 2025 period. Impacting the 2026 period operating ratio was higher fuel, non-driver compensation and insurance and claims costs, all as a percentage of revenue, partially offset by increased average revenue per tractor.

Brokerage segment revenue increased \$1.7 million, or 5.0%, to \$34.7 million in the 2026 period from \$33.0 million in the 2025 period, primarily due to an increase in our number of loads, partially offset by a decrease in our revenue per load. The operating ratio in the 2026 period of 97.4% was up from 93.5% in the 2025 period. This increase was primarily due to an increase in the amounts payable to carriers for transportation services which we arranged and higher insurance and claims costs, both as a percentage of revenue.

Intermodal segment revenue was \$12.1 million and revenue net of fuel surcharges was \$10.3 million in the 2025 period. The operating ratio was 107.1% in the 2025 period.

The following table sets forth for the periods indicated the dollar and percentage increase or decrease of the items in our unaudited consolidated condensed statements of operations, and those items as a percentage of operating revenue:

	Dollar	Percentage	Percentage of	
	Change	Change	Operating Revenue	
	Three Months	Three Months	Three Months	
	Ended	Ended	Ended	
	March 31,	March 31,	March 31,	
(Dollars in thousands)	2026 vs. 2025	2026 vs. 2025	2026	2025
Operating revenue	\$ (19,626)	(8.8)%	100.0%	100.0%
Operating expenses (income):				
Salaries, wages and benefits	(6,681)	(8.5)	35.4	35.3
Purchased transportation	(4,188)	(11.1)	16.4	16.9
Fuel and fuel taxes	790	2.4	16.7	14.8
Supplies and maintenance	(385)	(2.5)	7.4	7.0
Depreciation	(2,464)	(9.0)	12.3	12.3
Operating taxes and licenses	(172)	(7.1)	1.1	1.1
Insurance and claims	(132)	(1.0)	6.5	6.0
Communications and utilities	(174)	(7.6)	1.0	1.0
Gain on disposition of revenue equipment	245	14.7	(0.7)	(0.7)
Other	(2,198)	(26.4)	3.0	3.7
Total operating expenses	(15,359)	(7.1)	99.2	97.4
Operating income	(4,267)	(72.8)	0.8	2.6
Other	(108)	(30.9)	(0.2)	(0.2)
Income before income taxes	(4,159)	(67.0)	1.0	2.8
Income taxes expense	(1,206)	(64.4)	0.3	0.8
Net income	\$ (2,953)	(68.1)%	0.7%	1.9%

Salaries, wages and benefits consist of compensation for our employees, including both driver and non-driver employees, employees' health insurance, 401(k) plan contributions and other fringe benefits. These expenses vary depending upon the size of our Truckload, Dedicated and formerly our Intermodal tractor fleets, the ratio of company drivers to independent contractors, our efficiency, our experience with employees' health insurance claims, changes in health care premiums and other factors. Salaries, wages and benefits expense decreased \$6.7 million, or 8.5%, in the 2026 period from the 2025 period. This decrease resulted primarily from reductions in company driver compensation expense of \$6.0 million.

Purchased transportation consists of amounts payable to carriers and railroads for transportation services we arrange in connection with our Brokerage and formerly our Intermodal operations, and to independent contractor providers of revenue equipment. This category will vary depending upon the amount and rates, including fuel surcharges, we pay to motor carriers and third-party railroads, the ratio of company drivers versus independent contractors and the amount of fuel surcharges passed through to independent contractors. Purchased transportation expense decreased \$4.2 million in total, or 11.1%, in the 2026 period from the 2025 period. Amounts payable to carriers for transportation services we arranged in our Brokerage segment increased \$2.3 million to \$30.0 million in the 2026 period from \$27.7 million in the 2025 period, primarily due to an increase in our number of loads. Amounts payable to railroads and drayage carriers for transportation services within our Intermodal operations that were sold effective September 30, 2025 decreased by \$6.5 million from the 2025 period. The portion of purchased transportation expense related to independent contractors within our Truckload and Dedicated segments, including fuel surcharges, increased by \$22,000 in the 2026 period.

Fuel and fuel taxes increased by \$790,000, or 2.4%, in the 2026 period from the 2025 period. Net fuel expense (fuel and fuel taxes net of fuel surcharge revenue and surcharges passed through to independent contractors, outside drayage carriers and railroads) increased \$518,000, or 6.7%, to \$8.2 million in the 2026 period from \$7.7 million in the 2025 period. Fuel surcharges passed through to independent contractors, outside drayage carriers and railroads decreased to \$658,000 from \$1.9 million in the 2025 period. The United States Department of Energy, or DOE, national average cost of fuel increased to \$4.12 per gallon from \$3.63 per gallon in the 2025 period. This price increase primarily drove the increase in our net fuel expense to 5.8% of Truckload, Dedicated and Intermodal segment revenue, net of fuel surcharges, in the 2026 period from 4.7% in the 2025 period. We have worked diligently to control fuel usage and costs by improving our volume purchasing arrangements and optimizing our drivers' fuel purchases with national fuel centers, focusing on shorter lengths of haul, installing and tightly managing the use of auxiliary power units in our tractors to minimize engine idling and improving fuel usage in the temperature-control units on our trailers. Auxiliary power units, which we have installed in our company-owned tractors, provide climate control and electrical power for our drivers without idling the tractor engine.

Depreciation relates to owned tractors, trailers, auxiliary power units, communication units, terminal facilities, other assets and formerly containers. The \$2.5 million, or 9.0%, decrease in depreciation in the 2026 period was primarily due to a decrease in our average tractor, trailer and refrigerated container fleet size, partially offset by higher prices of new equipment. We expect our annual cost of tractor and trailer ownership will increase in future periods as a result of continued higher prices of new equipment, which will result in greater depreciation over the useful life.

Insurance and claims consist of the costs of insurance premiums and accruals we make for claims within our self-insured retention amounts, primarily for personal injury, property damage, physical damage to our equipment, cargo claims and workers' compensation claims. These expenses will vary primarily based upon the frequency and severity of our accident experience, our self-insured retention levels and the market for insurance. The \$132,000, or 1.0%, decrease in insurance and claims in the 2026 period was primarily due to a decrease in our self-insured auto liability claim costs, partially offset by increases in both our self-insured costs of physical damage claims related to our revenue equipment and brokerage claim costs. Our significant self-insured retention exposes us to the possibility of significant fluctuations in claims expense between periods which could materially impact our financial results depending on the frequency, severity and timing of claims.

Gain on disposition of revenue equipment decreased to \$1.4 million in the 2026 period from \$1.7 million in the 2025 period due to a reduction in the number of units sold, partially offset by an increase in the average gain for our tractor and trailer sales. Future gains or losses on dispositions of revenue equipment will be impacted by the market for used revenue equipment, which is beyond our control.

The \$2.2 million, or 26.4%, decrease in other operating expenses in the 2026 period was primarily due to decreases in legal costs and chassis rental expense.

Our operating income declined 72.8% to \$1.6 million in the 2026 period from \$5.9 million in the 2025 period as a result of the foregoing factors. Our operating expenses as a percentage of operating revenue, or "operating ratio," was 99.2% in the 2026 period and 97.4% in the 2025 period. The operating ratio for our Truckload segment was 100.9% in the 2026 period and 100.3% in the 2025 period, for our Dedicated segment was 97.4% in the 2026 period and 93.4% in the 2025 period, for our Brokerage segment was 97.4% in the 2026 period and 93.5% in the 2025 period and for our Intermodal segment was 107.1% in the 2025 period. Operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharges, was 99.1% in the 2026 period and 97.0% in the 2025 period.

Our effective income tax rate increased to 32.6% in the 2026 period from 30.2% in the 2025 period primarily due to increases in per diem and other non-deductible expenses as a percentage of earnings.

As a result of the factors described above, net income declined 68.1% to \$1.4 million, or \$0.02 per diluted share, in the 2026 period from \$4.3 million, or \$0.05 per diluted share, in the 2025 period.

Liquidity and Capital Resources

Our business requires substantial ongoing capital investments, particularly for new tractors and trailers. Our primary sources of liquidity are funds provided by operations and our revolving credit facility. A portion of our tractor fleet is provided by independent contractors who own and operate their own equipment. We have no capital expenditure requirements relating to those drivers who own their tractors or obtain financing through third parties.

The table below reflects our net cash flows provided by operating activities, net cash flows used for investing activities and net cash flows used for financing activities for the periods indicated.

(In thousands)	Three Months Ended March 31,	
	2026	2025
Net cash flows provided by operating activities	\$ 33,049	\$ 36,215
Net cash flows used for investing activities	(1,607)	(8,413)
Net cash flows used for financing activities	(4,934)	(5,164)

Our existing share repurchase program currently provides for the repurchase of up to \$50.0 million. The share repurchase program allows purchases on the open market or through private transactions in accordance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The timing and extent to which we repurchase shares depends on market conditions and other corporate considerations. The repurchase program does not have an expiration date.

We have not repurchased any shares under this program since the second quarter of 2022. As of March 31, 2026, future repurchases of up to \$33.2 million were available in the share repurchase program.

In the first three months of 2026, net cash flows provided by operating activities of \$33.0 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of \$2.7 million and to pay cash dividends of \$4.9 million, resulting in a \$26.5 million increase in cash and cash equivalents and an escrow deposit. In the first three months of 2025, net cash flows provided by operating activities of \$36.2 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of \$6.0 million, to pay cash dividends of \$4.9 million and to purchase other assets in the amount of \$2.4 million, resulting in a \$22.6 million increase in cash and cash equivalents.

We estimate that capital expenditures, net of proceeds from dispositions, will be approximately \$100 million for the remainder of 2026. This amount includes commitments to purchase \$130.4 million of new revenue equipment, prior to considering proceeds from dispositions. We are also committed to new revenue equipment purchases of \$31.2 million in 2027. Additionally, operating lease obligations total \$434,000 through 2028. Quarterly cash dividends of \$0.06 per share of common stock were paid in each of the first quarters of 2026 and 2025, which totaled \$4.9 million in each period. We currently expect to continue to pay quarterly cash dividends in the future. The payment of cash dividends in the future, and the amount of any such dividends, will depend upon our financial condition, results of operations, cash requirements and certain corporate law requirements, as well as other factors deemed relevant by our Board of Directors. We believe our sources of liquidity are adequate to meet our current and anticipated needs for at least the next twelve months. Based upon anticipated cash flows, existing cash and cash equivalents balances, current borrowing availability and other sources of financing we expect to be available to us, we do not anticipate any significant liquidity constraints in the foreseeable future.

In August 2022, we entered into a credit agreement that provides for an unsecured committed credit facility with an aggregate principal amount of \$30.0 million which matures in August 2027. The credit agreement amends, restates and continues in its entirety our previous credit agreement, as amended. At March 31, 2026, there was no outstanding principal balance on the facility. As of that date, we had outstanding standby letters of credit to guarantee settlement of self-insurance claims of \$24.1 million and remaining borrowing availability of \$5.9 million. At December 31, 2025, there was also no outstanding principal balance on the facility. As of that date, we had outstanding standby letters of credit of \$24.1 million on the facility. This facility bears interest at a variable rate based on the Term SOFR Rate plus applicable margins. The interest rate for the facility that would apply to outstanding principal balances was 6.75% at March 31, 2026.

Our credit agreement effective in August 2022 prohibits us from paying, in any fiscal year, stock redemptions and dividends in excess of \$150 million. The credit agreement also contains restrictive covenants which, among other matters, require us to maintain compliance with cash flow leverage and fixed charge coverage ratios. We were in compliance with all covenants at March 31, 2026 and December 31, 2025.

Other than our obligations for revenue equipment and operating lease expenditures, along with our outstanding standby letters of credit to guarantee settlement of self-insurance claims, which are each mentioned above, we did not have any material off-balance sheet arrangements at March 31, 2026.

Seasonality

Our tractor productivity generally decreases during the winter season because inclement weather impedes operations and some shippers reduce their shipments. At the same time, operating expenses generally increase, with harsh weather creating higher accident frequency, increased claims, lower fuel efficiency and more equipment repairs.

Critical Accounting Estimates

There have been no material changes in the critical accounting estimates disclosed by us under Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Estimates contained in the Annual Report on Form 10-K for the year ended December 31, 2025.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to a variety of market risks, most importantly the effects of the price and availability of diesel fuel. We require substantial amounts of diesel fuel to operate our tractors and power the temperature-control units on our trailers. The price and availability of diesel fuel can vary, and are subject to political, economic and market factors that are beyond our control. Significant increases in diesel fuel costs could materially and adversely affect our results of operations and financial condition. Based upon our fuel consumption in the first three months of 2025, a 5% increase in the average cost of diesel fuel would have increased our fuel expense by \$1.6 million. Based upon our fuel consumption in the first three months of 2026, a 5% increase in the average cost of diesel fuel would have increased our fuel expense by \$1.7 million. There were no material quantitative changes in market risk since the first three months of 2025.

We have historically been able to pass through a significant portion of long-term increases in diesel fuel prices and related taxes to customers in the form of fuel surcharges. Fuel surcharge programs are widely accepted among our customers, though they can vary somewhat from customer-to-customer. These fuel surcharges, which adjust weekly with the cost of fuel, enable us to recover a substantial portion of the higher cost of fuel as prices increase. These fuel surcharge provisions are not effective in mitigating the fuel price increases related to non-revenue miles or fuel used while the tractor is idling. In addition, we have worked diligently to control fuel usage and costs by improving our volume purchasing arrangements and optimizing our drivers' fuel purchases with national fuel centers, focusing on shorter lengths of haul, installing and tightly managing the use of auxiliary power units in our tractors to minimize engine idling and improving fuel usage in our trailers' refrigeration units.

While we do not currently have any outstanding hedging instruments to mitigate this market risk, we may enter into derivatives or other financial instruments to hedge a portion of our fuel costs in the future.

Item 4. Controls and Procedures.

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management, including our Chairman of the Board and Chief Executive Officer and our Executive Vice President and Chief Financial Officer. Based upon that evaluation, our Chairman of the Board and Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2026. There were no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting. We intend to periodically evaluate our disclosure controls and procedures as required by the Exchange Act Rules.

PART II. OTHER INFORMATION

Item 1A. Risk Factors.

There have been no material changes in the risk factors disclosed by us under Part I, Item 1A. Risk Factors contained in the Annual Report on Form 10-K for the year ended December 31, 2025, except for an update of the following risk factor:

The military conflict between Russia and Ukraine, the military conflict involving the United States, Israel and Iran, other conflicts in the Middle East, the United States military operations in Venezuela, the potential conflict between China and Taiwan and the expansion of such conflicts to other areas or countries or similar conflicts could adversely impact our business and financial results. Although we do not have any operations outside of North America, we may be affected by the broader consequences of the ongoing international conflicts or expansion of such conflicts to other areas or countries or similar conflicts elsewhere, such as, limited access to diesel fuel, higher diesel fuel and energy prices, increased inflation, supply chain issues, including access to parts for our revenue equipment, embargoes, geopolitical shift, potential retaliatory action by other governments or actors and the extent of the conflict's effect on the global economy. The magnitude of these risks cannot be predicted, including the extent to which these conflicts may heighten other risks disclosed herein. Any of the above-mentioned factors could materially adversely affect our business and financial results.

Item 5. Other Information.

During the three months ended March 31, 2026, none of our directors or "officers" (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Securities and Exchange Commission Regulation S-K.

Item 6. Exhibits.

<u>Item No.</u>	<u>Item</u>	<u>Method of Filing</u>
31.1	Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by Randolph L. Marten, the Registrant's Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	Filed with this Report.
31.2	Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by James J. Hinnendael, the Registrant's Executive Vice President and Chief Financial Officer (Principal Financial Officer)	Filed with this Report.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed with this Report.
101	The following financial information from Marten Transport, Ltd.'s Quarterly Report on Form 10-Q for the period ended March 31, 2026, filed with the SEC on May 8, 2026, formatted in iXBRL, or Inline eXtensible Business Reporting Language: (i) Consolidated Condensed Balance Sheets, (ii) Consolidated Condensed Statements of Operations, (iii) Consolidated Condensed Statements of Stockholders' Equity, (iv) Consolidated Condensed Statements of Cash Flows, and (v) Notes to Consolidated Condensed Financial Statements	Filed with this Report.
104	The cover page from Marten Transport, Ltd.'s Quarterly Report on Form 10-Q for the period ended March 31, 2026, formatted in iXBRL, included in Exhibit 101	Filed with this Report.

SIGNATURES

Pursuant to the requirements 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.

MARTEN TRANSPORT, LTD.

Dated: May 8, 2026

By: /s/ Randolph L. Marten
Randolph L. Marten
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

Dated: May 8, 2026

By: /s/ James J. Hinnendael
James J. Hinnendael
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION

I, Randolph L. Marten, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marten Transport, Ltd.;
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(s) 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(s) 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 which 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: May 8, 2026

/s/ Randolph L. Marten
Randolph L. Marten
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, James J. Hinnendael, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marten Transport, Ltd.;
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(s) 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(s) 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 which 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: May 8, 2026

/s/ James J. Hinnendael
James J. Hinnendael
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Marten Transport, Ltd. (the “Company”) on Form 10-Q for the period ended March 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best knowledge of the undersigned:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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: May 8, 2026

/s/ Randolph L. Marten
Randolph L. Marten
Chairman of the Board and Chief Executive Officer

/s/ James J. Hinnendael
James J. Hinnendael
Executive Vice President and Chief Financial Officer