



XPO Logistics Awarded Injunction Against Elliott Capital Advisors

July 8, 2015



GREENWICH, Conn. - July 8, 2015 - XPO Logistics, Inc. ("XPO" or the "company") (NYSE: XPO) today announced that the President of the Paris Commercial Court has granted, at XPO's request, an injunction barring Elliott Capital Advisors L.P. and its related funds (collectively "Elliott") from transferring their recently acquired equity interest in Norbert Dentressangle SA ("ND") to any third party other than XPO.

The injunction was issued on the basis of evidence showing that Elliott has accumulated its interest in ND through deceptive means that are in violation of applicable disclosure and tender offer regulations. The expedited proceeding brought by XPO in the Paris Commercial Court constitutes a first step in the proceedings that XPO will take to sanction Elliott's illicit scheme.

The injunction will continue until the end of expedited court proceedings brought by XPO. A court hearing has been scheduled on July 23, 2015. In the expedited court proceeding, XPO will ask that the injunction against Elliott be continued until final resolution of the claims against Elliott.

XPO's pending tender offer to acquire shares of ND, which was filed on June 11, 2015, and approved by the French market regulation authority, the *Autorité des marchés financiers* (the "AMF"), follows the acquisition by XPO of a 67% interest in ND from the Dentressangle family at a price per share of €217.50 (following payment of a dividend to all ND shareholders). XPO's offer allows ND minority shareholders to sell their shares at the same price paid to the Dentressangle family, which represents a 34% premium over the market price of the shares immediately preceding the announcement of the transaction, and a 78% premium over the one-year average stock price.

In accordance with AMF requirements, an independent expert reviewed XPO's tender offer and unequivocally concluded that €217.50 is a fair price, particularly as it equals the per-share price accepted by the controlling Dentressangle family. Consequently, XPO has no intention of increasing its offer for any ND shares that it has not yet acquired.

The tender offer remains open until July 17, 2015.

About XPO Logistics, Inc.

XPO Logistics, Inc. (NYSE: XPO) is a top ten global provider of cutting-edge supply chain solutions to the most successful companies in the world. The company provides high-value-added services for surface transportation, including freight brokerage, intermodal, last mile and expedite; highly engineered contract logistics; warehousing and distribution; and global forwarding by ground, air and sea. XPO serves more than 30,000 customers with a highly integrated network of over 52,350 employees and 863 locations in 27 countries. www.xpo.com

XPO's corporate headquarters is in Greenwich, Connecticut, USA, and its European headquarters is in Lyon, France. On June 8, 2015, XPO acquired 67% of the outstanding shares of Norbert Dentressangle SA. The remaining stock is traded as GND on Euronext Paris / Euronext London - Isin FR0000052870. www.norbert-dentressangle.com

Tender Offer

XPO Logistics France has obtained the visa of the French *Autorité des marchés financiers* on the simplified tender offer launched by XPO Logistics France on the shares of ND at a price of €217.50 per share (the "Offer"). The information memorandum prepared by XPO Logistics France received visa n° 15-290 of the AMF, dated June 23, 2015, further to the conformity decision rendered on the same date.

Forward-looking Statements

This press release includes forward-looking statements 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. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include those discussed in XPO's filings with the SEC and the following: economic conditions generally; competition; XPO's ability to find suitable acquisition candidates and execute its acquisition strategy; the expected impact of the Norbert Dentressangle SA ("ND") acquisition, including the expected impact on XPO's results of operations; XPO's ability to successfully complete the contemplated Offer and the squeeze out of ND's publicly held shares; the ability to successfully integrate and realize anticipated synergies and cost savings with respect to ND and other acquired companies; XPO's ability to raise debt and equity capital; XPO's ability to attract and retain key employees to execute its growth strategy, including retention of ND's management teams; litigation, including litigation related to alleged misclassification of independent contractors; the ability to develop and implement a suitable information technology system; the ability to maintain positive relationships with XPO's and ND's networks of third-party transportation providers; the ability to retain XPO's, ND's and other acquired companies' largest customers; rail and other network changes; weather and other service disruptions; and

governmental regulation. All forward-looking statements set forth in this press release are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, XPO or its businesses or operations. Forward-looking statements set forth in this press release speak only as of the date hereof, and XPO undertakes no obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events except to the extent required by law.

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