

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**XPO, Inc.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
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# Your **Vote** Counts!

**XPO, INC.**

2025 Annual Meeting

Vote by May 14, 2025

11:59 PM ET



## You invested in XPO, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 15, 2025.**

## Get informed before you vote

View the 2025 Notice and Proxy Statement and 2024 Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 05, 2025. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #



### Smartphone users

Point your camera here and vote without entering a control number



### Vote in Person at the Meeting\*

May 15, 2025  
10:00 AM EDT

Access the virtual meeting at  
[meetnow.global/M6DAT65](https://meetnow.global/M6DAT65)

\*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.ProxyVote.com](http://www.ProxyVote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

**XPO, INC.**  
 2025 Annual Meeting  
 Vote by May 14, 2025  
 11:59 PM ET

Voting Items	Board Recommendations
1. Election of Directors <b>Nominees:</b>	
1A Brad Jacobs	✔ For
1B Bella Allaire	✔ For
1C J. Wes Frye	✔ For
1D Mario Harik	✔ For
1E Michael G. Jesselson	✔ For
1F Allison Landry	✔ For
1G Irene Moshouris	✔ For
1H Johnny C. Taylor, Jr.	✔ For
2 Ratification of the appointment of KPMG as our independent registered public accounting firm for fiscal year 2025.	✔ For
3 Advisory vote to approve executive compensation.	✔ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**

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 322,224  
 148,294