



# Nominating, Corporate Governance and Sustainability Committee Charter

Effective as of September 28, 2023

## ***Mission Statement***

The primary purposes of the Nominating, Corporate Governance and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of XPO, Inc. (the “Company”) are (i) to identify individuals qualified to become Board members and recommend that the Board select such individuals to be presented for stockholder consideration at the annual meeting or to be appointed by the Board to fill a vacancy, (ii) to make recommendations to the Board concerning committee appointments, (iii) to develop, recommend to the Board and annually review the Corporate Governance Guidelines of the Company and oversee corporate governance matters, (iv) to oversee an annual evaluation of the Board and its committees, and (v) to support the Board in its oversight of, and engagement with management regarding, the Company’s purpose-driven sustainability strategies, performance and external disclosures, including as to material environmental, social & governance (ESG) matters and approach to stakeholder engagement.

## ***Membership***

The Committee shall consist of at least three directors, the exact number to be determined from time to time by a majority vote of the entire Board. Each member of the Committee shall satisfy the independence requirements of the listing standards of the New York Stock Exchange (the “NYSE”) (or any other national stock exchange or quotation system on which the Company’s securities are listed or quoted) and the Company’s Corporate Governance Guidelines, in each case as in effect from time to time.

The members of the Committee shall be appointed by a majority vote of the entire Board from among its members, taking into consideration the recommendations of the Committee, after consultation with the Chairman of the Board, and each member shall serve until such member’s successor is duly appointed and qualified or until such member’s death, resignation or removal by a majority vote of the entire Board.

## ***Authority and Responsibilities***

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

### **Board and Committee Membership**

- The Committee shall determine the qualifications for membership on the Board and its committees and will review these qualifications with the Board periodically.

- The Committee shall have responsibility for seeking and evaluating individuals qualified to become directors and recommend such individuals to the Board for nomination and election by the Board to fill a vacancy and to be presented for stockholder approval at the annual meeting of the Company's stockholders, in each case after consultation with the Chairman of the Board and in accordance with the Company's contractual obligations.
- The Committee shall, on an annual basis, make recommendations to the Board with respect to determination of director independence, and review all nominations for re-election of directors and report to the Board regarding the results of such review, in each case in accordance with the Company's contractual obligations.
- The Committee shall receive and review, in accordance with the Company's bylaws and contractual obligations, stockholder recommendations for director candidates.
- The Committee shall, after consultation with the Chairman of the Board, recommend to the Board, from time to time as necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by applicable law, regulation or stock exchange listing requirement.
- On an annual basis, the Committee shall review the structure of the committees of the Board and, after consultation with the Chairman of the Board, recommend to the Board for its approval directors to serve as members and chair of each committee. In recommending a director for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.
- The Committee may recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Committee Charter shall be without prejudice to the right of any other committee of the Board, or any individual Director, to make such a recommendation at any time.

### Corporate Governance

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines of the Company and review the Corporate Governance Guidelines annually, or more frequently as it shall deem appropriate.
- The Committee shall periodically review the Company's Code of Business Ethics and any other compliance policies, including the Company's Insider Trading Policy, and approve amendments thereto as the Committee shall deem appropriate.

- The Committee shall consider corporate governance issues that arise from time to time, and advise the Board with respect to such issues.
- The Committee shall develop and oversee the Company's continuing director education programs, including the orientation program for newly elected or appointed directors. The Committee shall regularly assess the adequacy of these programs and assist the Board in their implementation.
- The Committee shall oversee the Company's approach with respect to political and advocacy activity, including developing and overseeing related Company policies and procedures, and provide recommendations to the Board on such matters.
- The Committee shall review stockholder proposals and recommend to the Board the Company's response to such proposals; provided that, as provided in its charter, the Compensation Committee of the Board shall review and make recommendations with respect to stockholder proposals relating to executive compensation matters.
- The Committee shall review and recommend to the Board proposed changes to the Company's certificate of incorporation and its bylaws.

#### Sustainability and ESG Matters

- The Committee shall support the Board in its oversight of the Company's purpose-driven sustainability and ESG-related strategies, performance and external disclosures, including as to the Company's systems for evaluating material risks and opportunities related to these issues and the Company's approach to shareholder and stakeholder engagement regarding sustainability and ESG matters.
- The Committee shall periodically discuss with management the Company's external disclosures regarding material sustainability and ESG matters, including as to the preparation and publication of the Company's periodic sustainability report.
- The Committee shall coordinate as appropriate with the Board and other Board committees as to matters within their ambit regarding relevant sustainability and ESG matters.

#### Board Performance Evaluation

- The Committee shall coordinate the annual evaluation of the Board and its committees to determine whether they are functioning effectively and meeting their objectives and goals. The Committee may solicit comments from any directors, senior management and any other persons as it deems appropriate. The Committee shall report to the Board, as necessary, addressing the Board's size, composition and structure, the Board's operations, performance and effectiveness and any other issues the Committee shall deem appropriate.

### Retention of Consultants and Advisors; Investigations

- The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting and other advisors as it determines necessary or appropriate to carry out its duties and shall have the authority to approve the advisors' fees and other retention terms. With respect to any search firm to be used to identify director candidates, this authority shall be vested solely in the Committee.
- The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities, including the authority to seek any information it requires from any director, officer or employee of the Company.

### Performance Evaluation

- The Committee shall review its own performance and reassess the adequacy of this Charter at least annually, and, as necessary, submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

### **Structure and Operations**

Upon considering the recommendation of the Committee, after consultation with the Chairman of the Board, the Board shall designate one member of the Committee to act as its chair. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Committee chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chair. The chair, with input from the other members of the Committee and, when appropriate, management, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities. Subject to the immediately preceding sentence, any member of the Board shall be entitled to attend any meeting of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall maintain minutes or other records of its meetings and shall give periodic reports to the Board on the meetings of the Committee and on such other matters as required by this Charter or as the Board shall from time to time specify.

Except as expressly provided in this Charter, the Company's bylaws or the Company's Corporate Governance Guidelines, or as required by law, regulation or applicable listing standards, the Committee shall set its own rules of procedure.