



# Operational Excellence Committee Charter

Effective as of April 12, 2023

## ***Purpose***

The Operational Excellence Committee (the “Committee”) of the Board of Directors (the “Board”) of XPO, Inc. (the “Company”) is appointed to assist the Board in fulfilling its responsibility to oversee the performance of management in managing the Company’s day-to-day operations, and to provide to support to management in the execution of its operational strategy.

## ***Committee Membership***

The Committee shall consist of no fewer than three members. The members of the Committee shall be established by the Board and removed by the Board. A majority of the members shall constitute a quorum.

## ***Committee Authority and Responsibilities***

- 1) The Committee shall periodically:
  - Review with management the Company’s strategies and objectives with respect to operational excellence, including continuous improvement of quality and service, operational efficiency, cost control, occupational safety, environmental compliance, and technological innovation
  - Review with management the key issues and external developments impacting the Company’s execution against its operational objectives
  - Provide guidance to management and the Board with respect to the Company’s strategies for operational excellence
  - Review, with management, reports and key performance indicators relating to progress and trends in Company operational excellence and achievement against the Company’s operational strategies and objectives
- 2) The Committee shall discharge any additional responsibilities as may be specified from time to time by the Board.
- 3) The Committee shall make regular reports to the Board.
- 4) The Committee may form and delegate authority to subcommittees or management as appropriate.

- 5) The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- 6) The Committee shall annually review its own performance.