Investor Presentation

May 2023

Non-GAAP financial measures

As required by the rules of the Securities and Exchange Commission (“SEC”), we provide reconciliations of the non-GAAP financial measures contained in this document to the most directly comparable measure under GAAP, which are set forth in the financial tables attached to this document.

This document contains the following non-GAAP financial measures: adjusted earnings before interest, taxes, depreciation and amortization (“adjusted EBITDA”) on a consolidated basis; adjusted diluted earnings from continuing operations per share (“adjusted EPS”); adjusted operating ratio for our North American less-than-truckload segment; adjusted net income from continuing operations attributable to common shareholders; free cash flow; adjusted operating income for our North American less-than-truckload segment; and return on invested capital ("ROIC") for our North American less-than-truckload segment.

We believe that the above adjusted financial measures facilitate analysis of our ongoing business operations because they exclude items that may not be reflective of, or are unrelated to, XPO and its business segments’ core operating performance, and may assist investors with comparisons to prior periods and assessing trends in our underlying businesses. Other companies may calculate these non-GAAP financial measures differently, and therefore our measures may not be comparable to similarly titled measures of other companies. These non-GAAP financial measures should only be used as supplemental measures of our operating performance.

Adjusted EBITDA, adjusted net income from continuing operations attributable to common shareholders and adjusted EPS include adjustments for transaction and integration costs, as well as restructuring costs, and other adjustments as set forth in the attached tables. Transaction and integration adjustments are generally incremental costs that result from an actual or planned acquisition, divestiture or spin-off and may include transaction costs, consulting fees, stock-based compensation, retention awards, and internal salaries and wages (to the extent the individuals are assigned full-time to integration and transformation activities) and certain costs related to integrating and converging IT systems. Restructuring costs primarily relate to severance costs associated with business optimization initiatives. Management uses these non-GAAP financial measures in making financial, operating and planning decisions and evaluating XPO’s and each business segment’s ongoing performance.

We believe that free cash flow is an important measure of our ability to repay maturing debt or fund other uses of capital that we believe will enhance stockholder value. We calculate free cash flow as net cash provided by operating activities from continuing operations, less payment for purchases of property and equipment plus proceeds from sale of property and equipment. We believe that adjusted EBITDA improves comparability from period to period by removing the impact of our capital structure (interest and financing expenses), asset base (depreciation and amortization), tax impacts and other adjustments as set out in the attached tables that management has determined are not reflective of core operating activities and thereby assist investors with assessing trends in our underlying businesses. We believe that adjusted net income from continuing operations attributable to common shareholders and adjusted EPS improve the comparability of our operating results from period to period by removing the impact of certain costs and gains that management has determined are not reflective of our core operating activities, including amortization of acquisition-related intangible assets, transaction and integration costs, restructuring costs and other adjustments as set out in the attached tables. We believe that adjusted operating income and adjusted operating ratio improve the comparability of our operating results from period to period by removing the impact of certain transaction and integration costs and restructuring costs, as well as amortization expenses. We believe that ROIC is an important metric as it measures how effectively we deploy our capital base. ROIC is calculated as net operating profit after tax ("NOPAT"), divided by invested capital. NOPAT is calculated as adjusted EBITDA less depreciation expense, pension income, real estate gains and cash taxes plus operating lease interest. Invested capital is calculated as operating assets less non-debt liabilities.

With respect to our financial targets for the six-year period 2021 through 2027 of North American less-than-truckload adjusted EBITDA CAGR, adjusted operating ratio and ROIC, a reconciliation of these non-GAAP measures to the corresponding GAAP measures is not available without unreasonable effort due to the variability and complexity of the reconciling items described above that we exclude from these non-GAAP target measures. The variability of these items may have a significant impact on our future GAAP financial results and, as a result, we are unable to prepare the forward-looking statement of income and statement of cash flows prepared in accordance with GAAP that would be required to produce such a reconciliation.

Forward-looking statements

This document 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, including statements relating to our full year 2023 expectations of gross capex of $500 million to $600 million, interest expense of $185 million to $195 million, pension income of approximately $20 million, effective tax rate of 24% to 26%, and diluted share count of 117 million, and our six-year period 2021 through 2027 financial targets of North American LTL revenue CAGR of 6% to 8%, adjusted EBITDA CAGR of 11% to 13%, adjusted operating ratio improvement of at least 600 bps, and return on invested capital (ROIC) above 30%. 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,” “trajectory” 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 the risks discussed in our filings with the SEC, and the following: economic conditions generally; the severity, magnitude, duration and aftereffects of the COVID-19 pandemic, including supply chain disruptions due to plant and port shutdowns and transportation delays, the global shortage of certain components such as semiconductor chips, strains on production or extraction of raw materials, cost inflation and labor and equipment shortages, which may lower levels of service, including the timeliness, productivity and quality of service, and government responses to these factors; our ability to align our investments in capital assets, including equipment, service centers, and warehouses and other network facilities, to our customers’ demands; our ability to implement our cost and revenue initiatives; the effectiveness of our action plan, and other management actions, to improve our North American LTL business; our ability to benefit from a sale or other divestiture of one or more business units; our ability to successfully integrate and realize anticipated synergies, cost savings and profit improvement opportunities with respect to acquired companies; goodwill impairment, including in connection with a business unit sale or other divestiture matters related to our intellectual property rights; fluctuations in currency exchange rates; fuel price and fuel surcharge changes; natural disasters, terrorist attacks, wars or similar incidents, including the conflict between Russia and Ukraine and increased tensions between Taiwan and China; the expected benefits of the spin-off of RXO, Inc.; the impact of the prior spin-offs of GXO Logistics, Inc. and RXO, Inc. on the size and business diversity of our company; the ability of the spin-off of a business unit to qualify for tax free treatment for U.S. federal income tax purposes; our ability to develop and implement suitable information technology systems and prevent failures in or breaches of such systems; our indebtedness; our ability to raise debt and equity capital; fluctuations in fixed and floating interest rates; our ability to maintain positive relationships with our network of third-party transportation providers; our ability to attract and retain qualified drivers; labor matters; litigation; risks associated with our self-insured claims; risks associated with defined benefit plans for our current and former employees; the impact of potential sales of common stock by our chairman; governmental regulation, including trade compliance laws, as well as changes in international trade policies, sanctions and tax regimes; governmental or political actions, including the United Kingdom’s exit from the European Union; and competition and pricing pressures.

All forward-looking statements set forth in this document are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to or effects on us or our business or operations. Forward-looking statements set forth in this document speak only as of the date hereof, and we do not undertake any 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.

Solid first quarter 2023 results

Q1 Highlights

- $1.9 billion of revenue, up 1% YoY
- $210 million of adjusted EBITDA, up 14% YoY
- $0.56 adjusted diluted earnings per share, up 22% YoY
- $224 million of capital expenditures
- LTL damage claims ratio of 0.7% improved from 1.1% in Q1’22
- LTL shipments per day, up 1.5% YoY
- LTL adjusted operating ratio of 89.6%, 70 bps sequential improvement from Q4’22

Highest first quarter LTL service quality in over a decade

Refer to "Non-GAAP Financial Measures" section on page 2 and Appendix for related information

First quarter 2023 summary of results

REVENUE	$1.91 billion
NET INCOME[1]	$17 million
DILUTED EARNINGS PER SHARE[2]	$0.15
ADJUSTED NET INCOME[1]	$65 million
ADJUSTED DILUTED EPS[2]	$0.56
ADJUSTED EBITDA	$210 million
CASH FLOW FROM OPERATING ACTIVITIES[3]	$76 million
FREE CASH FLOW	$(140) million

BY SEGMENT

NORTH AMERICAN LTL	
REVENUE	$1.12 billion
ADJUSTED EBITDA	$182 million
ADJUSTED OPERATING RATIO	89.6%

EUROPEAN TRANSPORTATION	
REVENUE	$787 million
ADJUSTED EBITDA	$37 million

[1] Net income from continuing operations attributable to common shareholders
[2] Diluted earnings from continuing operations per share
[3] Net cash provided by operating activities from continuing operations
Refer to "Non-GAAP Financial Measures" section on page 2 and Appendix for related information

Why invest in XPO?

1

An LTL leader in a bedrock industry with disciplined pricing and deep competitive moat

2

Critical nationwide LTL network coverage, with in-house sources of capacity

3

Data-driven levers of profit growth embedded in proprietary technology

4

High-ROIC business with compelling outlook and well-defined growth strategy

5

Results-oriented leaders with long history of transforming operations

LTL targets for growth, profitability and efficiency, 2021-2027

Revenue CAGR of 6% to 8%

Adjusted EBITDA CAGR of 11% to 13%

Adjusted operating ratio improvement of at least 600 bps

Note: Targets are for North American LTL only and assume 8% to 12% gross capex as a percent of revenue, on average, over the next several years
Refer to "Non-GAAP Financial Measures" section on page 2 for related information

Strongly positioned in North American LTL, an industry with rock-solid credentials

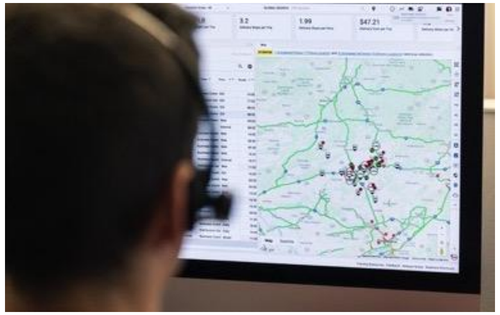
XPO is one of the largest carriers in a compelling industry for investment

6% North American LTL industry revenue CAGR

- $59 billion bedrock industry for the US economy; with 77% of share held by top 10 LTL players
- Diverse demand across verticals, with secular growth drivers
- Attractive pricing environment, with industry pricing positive YoY each year for over a decade
- Strong service quality is key gating factor for share gains
- Industry terminal capacity has stayed nearly flat for a decade, while demand had trended up[1]

Sources: Third-party research; company filings
Note: revenue CAGR is for period 2010-2022
[1] US terminals, includes ARCB, FDX, ODFL, SAIA, XPO and YELL; total number of service centers includes zones with doors

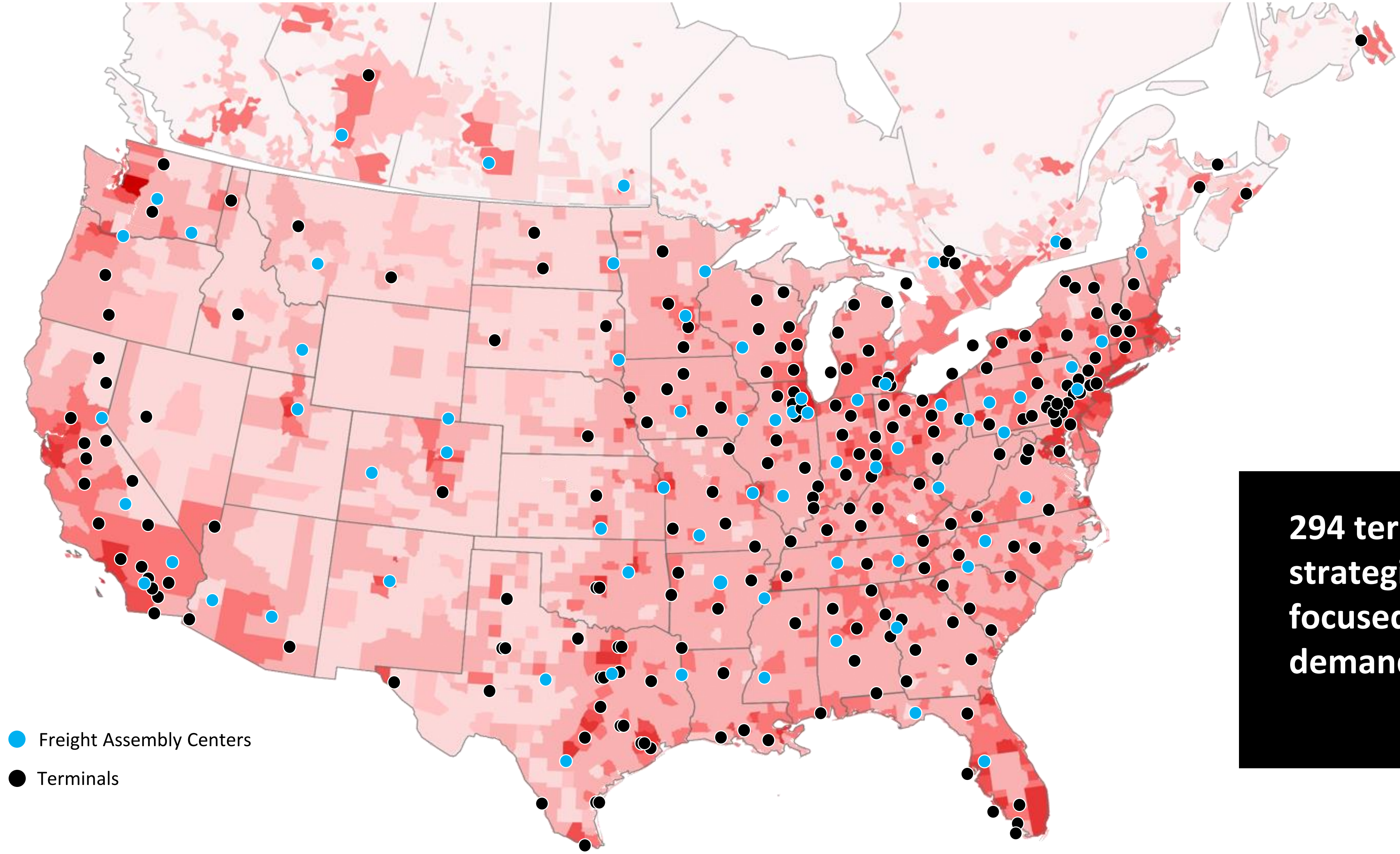
XPO moves LTL freight over 750 million miles a year for customers



8% 2022 industry share	**$4.6 billion** annual revenue	**18 billion** pounds of freight per year	**620 million** linehaul miles run per year
27,000 accounts served	**>12 million** shipments per year	**294** terminals	**22,000** employees
13,000 drivers	**29,000** trailers	**34%** return on invested capital	**9%** 2022 revenue allocated to gross capex

Note: Company data for North American LTL segment as of December 31, 2022, unless otherwise noted; Terminals, employees, drivers, and trailers are as of March 31, 2023.
Refer to "Non-GAAP Financial Measures" section on page 2 and Appendix for related information

National scale with hub-and-spoke coverage of 99% of US zip codes



294 terminals, with strategic investments focused on high-demand markets

Note: XPO also provides service to Alaska, Hawaii and the Caribbean (not shown)

XPO

Strategic mix of blue-chip customers and a strong base of local accounts

27,000
customers as of December 31, 2022

2% revenue
from largest customer, low concentration risk

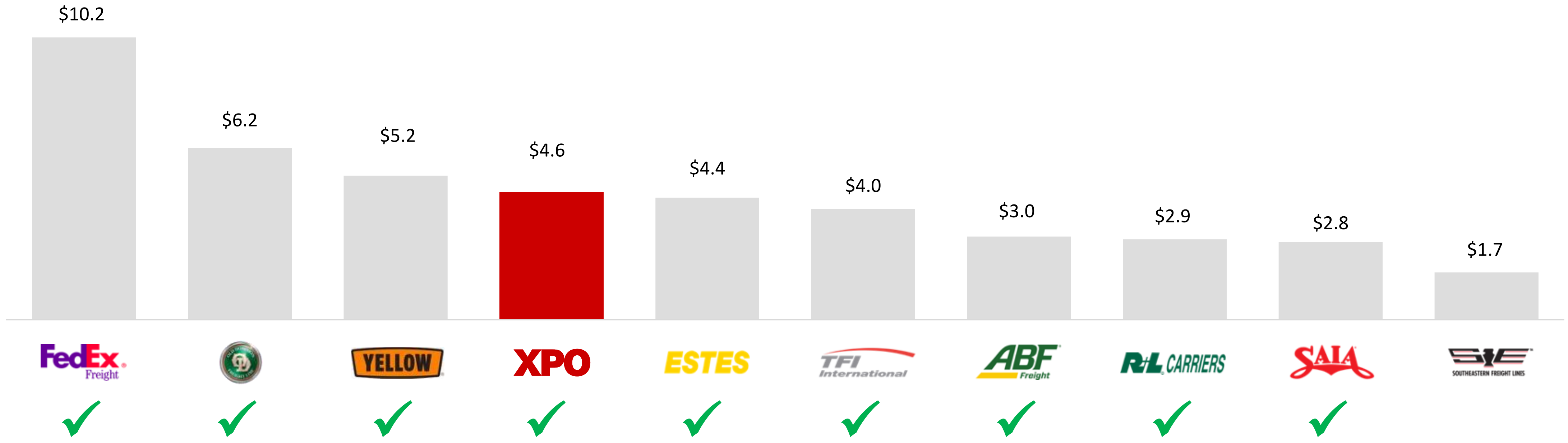
16-year
average tenure of top 10 customers

Selected customers of XPO

XPO is well-positioned to gain share in a stable competitive landscape

Top 10 LTL carriers by 2022 revenue

$ in billions



✓ = top 10 LTL carriers by revenue a decade ago

9 largest carriers were also in the top 10 a decade ago

Sources: Third-party research; company filings

LTL growth plan and levers

Executing all parts of LTL 2.0 growth plan with strong momentum

Provide best-in-class service

- Building a best-in-class service organization
- Incentivizing employees to drive service quality
- Improved Q1 damage claims ratio to 0.7%, from 1.2% at launch of LTL 2.0

Invest in our network for the long-term

- Expanding linehaul fleet with tractors and in-house trailer manufacturing
- Adding new doors in capacity-constrained markets

Accelerate yield growth

- Leveraging service excellence to earn higher contractual pricing
- Growing share of higher-yielding local channel
- Expanding accessorial revenue from value-added services

Drive cost efficiencies

- Insourcing more linehaul miles: reduced Q1 outsourced miles by ~300 bps YoY
- Improving productivity of pickup-and-delivery and dock operations

XPO

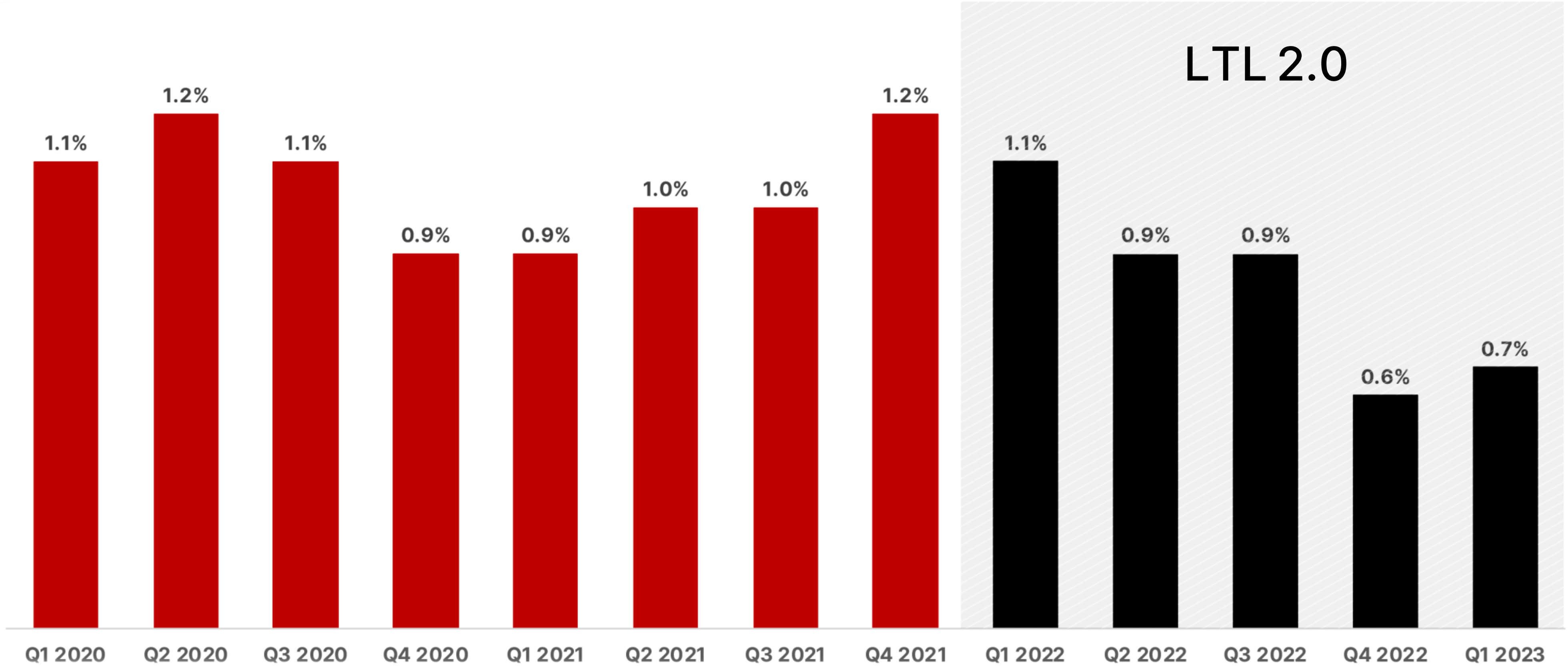
Drivers of 11% to 13% adjusted EBITDA CAGR in North American LTL, 2021-2027

Expected components and contributions

Combination of volume gains + pricing over inflation	6% to 7%
Operating costs optimized through technology	3% to 4%
Linehaul insourced from third parties	2%
	11% to 13%

XPO

Damage Claims Ratio (as a % of LTL Revenue)



LTL 2.0 service initiatives driving significant improvement in damage claims ratio

Note: Based on claims payment data

XPO is winning business as a top carrier for service quality, based on customer experience

17% better employee retention

Highest employee satisfaction score in a decade at YE 2022

47% of drivers have 10+ years tenure

Experienced drivers are the #1 asset for service quality

100+ graduates in field management

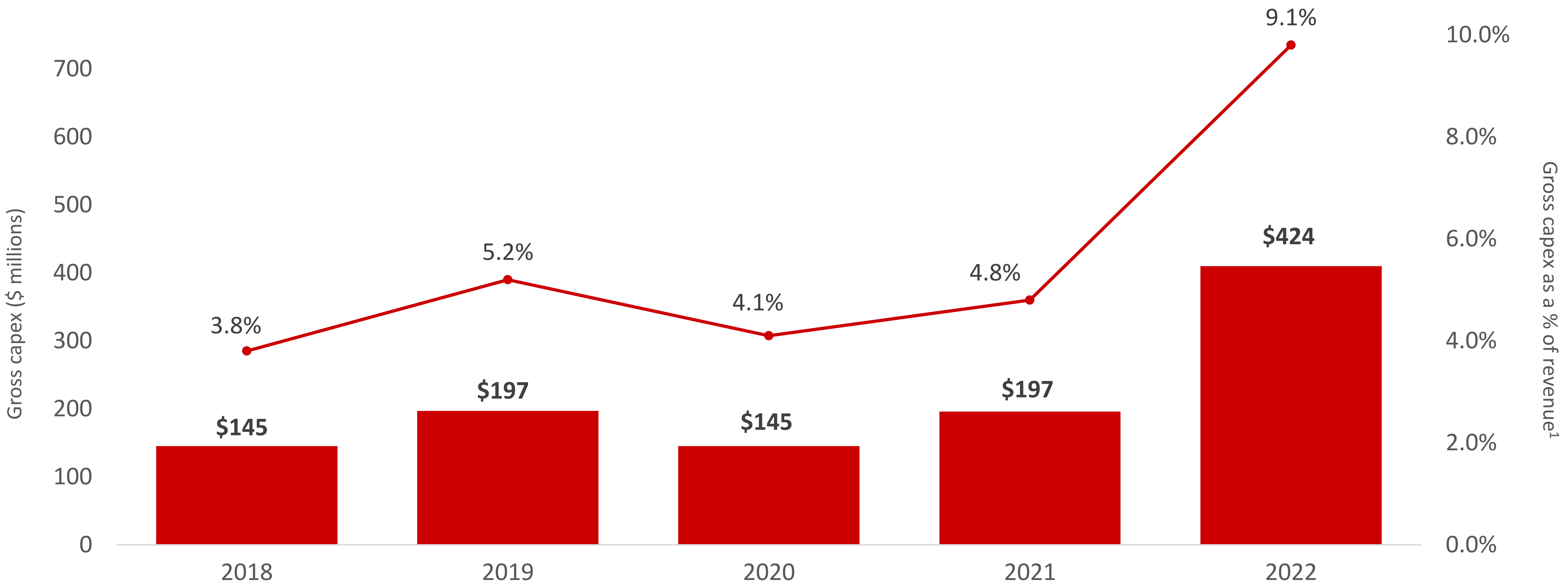
Strong leadership training channels leverage talent

54% trainee diversity in field management

DE&I initiatives identify and advance promising candidates

Note: Data points are for full year 2022 unless otherwise specified

Disciplined investing in high-return projects



Tractor age in years As of December 31	2018	2019	2020	2021	2022
	5.3	5.1	5.4	5.9	5.9

Growth plan anticipates gross capex of 8% to 12% of revenue on average for the next several years, and ROIC above 30%[2]

[1] Excludes XPO's trailer manufacturing operation
[2] ROIC for six-year period 2021 through 2027

XPO

XPO’s in-house capabilities are distinct competitive advantages

Trailer manufacturing facility in Arkansas

- **Expanded linehaul trailer fleet by 4,700 units or 10% in 2022**
- Self-sufficient for critical component of fleet capacity, instead of relying on OEMs
- Added second production line in January 2022 and third line in December 2022
- Maintains OEM parts inventories for maintenance shops in the XPO network
- Plan to produce >6,000 trailers in 2023

National footprint of 130 commercial driver training schools

- **Trained over 1,700 drivers in 2022, nearly double the 2021 count**
- Unique advantage in combatting industrywide driver shortage
- XPO-trained drivers historically have better safety records and less turnover
- Dockworker-to-driver career paths and upskilling options enhance retention

Ability to control capacity and timing to best meet demand

Appendix

European Transportation segment

XPO’s unique pan-European transportation platform has leading positions in key geographies

- In France: the #1 full truckload (FTL) broker and the #1 pallet network (LTL) provider
- In Iberia (Spain and Portugal): the #1 FTL broker and the #1 LTL provider
- In the UK: a top-tier dedicated truckload provider, and the largest single-owner LTL network
- Serves a diverse base of customers with consumer, trade and industrial markets, including many sector leaders that have long-tenured relationships with XPO
- Range of services includes dedicated truckload, LTL, FTL brokerage, managed transportation, last mile and freight forwarding, as well as multimodal solutions that are customized to reduce CO_2e emissions

XPO

Financial reconciliations

The following table reconciles XPO's net income from continuing operations attributable to common shareholders for the periods ended March 31, 2023 and 2022 to adjusted EBITDA for the same periods.

Reconciliation of net income from continuing operations to adjusted EBITDA

$ in millions (unaudited)	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022	Change %
Net income from continuing operations attributable to common shareholders	$ 17	$ 32	-46.9%
Interest expense	42	37	
Income tax provision	4	8	
Depreciation and amortization expense	101	94	
Transaction and integration costs	22	7	
Restructuring costs	24	6	
Adjusted EBITDA	$ 210	$ 184	14.1%

Refer to the "Non-GAAP Financial Measures" section on page 2 of this document

Financial reconciliations (cont.)

The following table reconciles XPO's net income from continuing operations attributable to common shareholders for the periods ended March 31, 2023 and 2022 to adjusted net income from continuing operations attributable to common shareholders for the same periods.

Reconciliation of adjusted net income and adjusted diluted earnings per share

$ in millions, except per-share data (unaudited)	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Net income from continuing operations attributable to common shareholders	$ 17	$ 32
Amortization of acquisition-related intangible assets	13	14
Transaction and integration costs	22	7
Restructuring costs	24	6
Income tax associated with the adjustments above [1]	(11)	(6)
Adjusted net income from continuing operations attributable to common shareholders	$ 65	$ 53
Adjusted diluted earnings from continuing operations per share	$ 0.56	$ 0.46
Weighted-average common shares outstanding		
Diluted weighted-average common shares outstanding	116	116

[1] The income tax rate applied to reconciling items is based on the GAAP annual effective tax rate, excluding discrete items, non-deductible compensation, and contribution- and margin-based taxes

Refer to the "Non-GAAP Financial Measures" section on page 2 of this document

Financial reconciliations (cont.)

The following table reconciles XPO's net cash provided by operating activities from continuing operations for the periods ended March 31, 2023 and 2022 to free cash flow for the same periods.

Reconciliation of cash flows from operating activities of continuing operations to free cash flow

$ in millions (unaudited)	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Net cash provided by operating activities from continuing operations	$ 76	$ 188
Payment for purchases of property and equipment	(224)	(123)
Proceeds from sales of property and equipment	8	3
Free cash flow	$ (140)	$ 68

Refer to the "Non-GAAP Financial Measures" section on page 2 of this document

Financial reconciliations (cont.)

The following table reconciles XPO's operating income attributable to its North American less-than-truckload segment to adjusted operating income, adjusted operating ratio and adjusted EBITDA for the respective periods shown in the table below.

Reconciliation of North American less-than-truckload adjusted operating ratio and adjusted EBITDA

$ in millions (unaudited)	Three Months Ended March 31, 2023	Three Months Ended December 31, 2022
Revenue (excluding fuel surcharge revenue)	$ 903	$ 851
Fuel surcharge revenue	217	242
Revenue	1,120	1,093
Salaries, wages and employee benefits	555	546
Purchased transportation	99	106
Fuel, operating expenses and supplies (1)	248	242
Operating taxes and licenses	12	11
Insurance and claims	28	25
(Gains) losses on sales of property and equipment	1	(54)
Depreciation and amortization	68	64
Transaction and integration costs	-	1
Restructuring costs	6	-
Operating income	103	152
Operating ratio (2)	90.8%	86.1%
Amortization expense	8	8
Transaction and integration costs	-	1
Restructuring costs	6	-
Gains on real estate transactions	-	(55)
Adjusted operating income	$ 117	$ 106
Adjusted operating ratio (3)	89.6%	90.3%
Depreciation expense	60	56
Pension income	4	15
Gains on real estate transactions	-	55
Other	1	-
Adjusted EBITDA (4)	$ 182	$ 232

Note: In the first quarter 2023, the company began allocating incremental corporate costs from corporate to the North American less-than-truckload segment. Prior periods have been recast to reflect these incremental allocations, which approximated $80 million annually

[1] Fuel, operating expenses and supplies includes fuel-related taxes

[2] Operating ratio is calculated as (1 – (operating income divided by revenue))

[3] Adjusted operating ratio is calculated as (1 – (adjusted operating income divided by revenue)); adjusted operating margin is the inverse of adjusted operating ratio

[4] Adjusted EBITDA is used by the company's chief operating decision maker to evaluate segment profit (loss) in accordance with ASC 280

Refer to the "Non-GAAP Financial Measures" section on page 2 of this document

XPO

Financial reconciliations (cont.)

The following table calculates XPO's return on invested capital (ROIC) attributable to its North American less-than-truckload segment for the periods presented. We believe that ROIC is an important metric, as it measures how effectively we deploy our capital base. ROIC is calculated as net operating profit after tax (NOPAT), divided by invested capital. NOPAT is calculated as adjusted EBITDA less depreciation expense, pension income, real estate gains and cash taxes plus operating lease interest. Invested capital is calculated as operating assets less non-debt liabilities.

North American less-than-truckload return on invested capital

$ in millions
(unaudited)

Select income statement items	Year Ended December 31, 2022
Adjusted EBITDA	$ 932
(-) Depreciation	205
(-) Pension income	59
(-) Real estate gains	55
(+) Operating lease interest [1]	12
(-) Cash taxes [2]	83
Net operating profit after tax (NOPAT)	$ 542

Select balance sheet items	As of December 31, 2022
Total assets (excluding intercompany and investment in affiliates)	$ 3,288
(-) Cash	(5)
(-) Goodwill and intangibles	1,024
Operating assets	2,269
Total liabilities (excluding intercompany)	1,119
(-) Short-term debt	18
(-) Operating lease liabilities	417
(-) Long-term debt	27
Non-debt liabilities	657
Invested capital	$ 1,612
Return on invested capital	34%

[1] Operating lease interest is calculated as period end operating lease assets multiplied by XPO's incremental borrowing rate, net of tax
[2] Cash taxes is calculated as the ratio of the North American less-than-truckload segment's adjusted EBITDA, excluding real estate gains, to XPO adjusted EBITDA, multiplied by XPO's cash paid for taxes
Refer to the "Non-GAAP Financial Measures" section on page 2 of this document

Full year 2023 planning assumptions

The company provided the following expectations for the full year 2023:

- Gross capex of $500 million to $600 million
- Interest expense of $185 million to $195 million
- Pension income of approximately $20 million
- Effective tax rate of 24% to 26%
- Diluted share count of 117 million