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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 2, 2021

XPO LOGISTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-32172	03-0450326
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

Five American Lane, Greenwich, Connecticut 06831
(Address of principal executive offices)

(855) 976-6951
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value $0.001 per share	XPO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

On November 2, 2021, XPO Logistics, Inc. (the "Company") released a slide presentation expected to be used by the Company in connection with certain future investor presentations, together with a corresponding script. Copies of the script and slide presentation are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K.

The slide presentation and script should be read together and with the Company's filings with the Securities and Exchange Commission, including the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2021.

The information furnished in this Item 7.01, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Exchange Act or the Securities Act of 1933, as amended, except to the extent that the registrant specifically incorporates any such information by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Investor Presentation Script, dated November 2, 2021
99.2	Investor Presentation, dated November 2, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 2, 2021

XPO LOGISTICS, INC.

By: /s/ Ravi Tulsyan
Ravi Tulsyan
Chief Financial Officer

Exhibit 99.1

November 2021

Presentation Script and Slides

The following script should be read in conjunction with the accompanying slide presentation, which contains, among other information, source data for certain information set forth in the script.

Thank you for joining us.

Over the past 10 years, we've built XPO into one of the world's leading providers of supply chain services. The August 2, 2021 spin-off of our logistics segment simplified our business and positioned us for significant growth as a pure-play freight transportation company.

In the third quarter, our growth continued to outpace expectations. We reported the highest revenue of any quarter in our history, along with a solid beat on the bottom line. Our truck brokerage business had another phenomenal quarter, while our less-than-truckload results were mixed, with some deterioration in our operating ratio despite higher revenue and yield. In our discussion below, we cover some components of the near-term and strategic actions we're taking in North American LTL.

Company-wide, our 42,000 employees currently serve more than 50,000 customers across 756 locations. Our two core lines of business — less-than-truckload (LTL) and truck brokerage — generate the vast majority of our revenue and more than 90% of our operating income. We believe that each of these businesses has strong competitive advantages tailored to the opportunities in their respective addressable markets.

Our core LTL and truck brokerage businesses are both high-ROIC businesses that are capitalizing on a combination of macro trends, secular industry tailwinds and company-specific initiatives to drive revenue and profit growth.

- *Exposure to fast-growing verticals:* We have outsized exposure to verticals such as e-commerce that are growing much faster than the overall market, and to the rapidly recovering industrial sector. As a leading provider of road freight capacity, our services are critically important to shippers and to their end-markets.

- *Industry leader in technology:* Our first-mover advantage as an industry innovator is rooted in the more than $3 billion we've spent on technology since 2011. We have XPO-specific initiatives that are delivering growth and expanding our margins, positioning our company to thrive across market cycles. Most of these initiatives are managed within our digital ecosystem, where our brokerage platform also resides.

- *Scale benefits:* Our scale in both LTL and brokerage is important to customers and gives us the ability to drive significant operating leverage, benefit from purchasing power and continue to innovate.

- *Disciplined capital allocation and commitment to investment grade:* We have a long history of generating a strong return on capital — for the trailing 12 months ended September 30, 2021, our ROIC for the full company was 33%. Our EBITDA growth and strong free cash flow support our continued investments in the business and our deleveraging toward our target leverage of 1.0x to 2.0x by the first half of 2023. This is a key step in our process to achieve an investment-grade credit rating.

- *Enviable record of superior shareholder value creation:* In the last decade, XPO was the 7th best-performing stock on the Fortune 500, according to Bloomberg market data.

- *Strong culture:* Our secret sauce has always been the world-class people we attract to XPO — not just our senior executives, but also the thousands of other professionals who contribute to our performance while representing our values.

XPO is a top-three provider in two highly compelling freight transportation sectors with vast, fragmented markets and growing penetration.

While we hold leading positions in LTL and truck brokerage in North America, our market share in each sector is in the single digits. We have approximately 8% share of the $42 billion LTL market, and 3% share of the truck brokerage market. Truck brokerage is a $64 billion market in North America, with about $296 billion of additional truckload spend that could be going through brokers. We view this huge truckload opportunity as a fertile environment for market share growth in our business.

In Europe, we serve many renowned customers and hold leading positions in key geographies. We're the #1 truck broker in France and Iberia (Spain / Portugal), the #3 truck broker in the UK, #1 LTL provider in France and Iberia, and we have #1 single-owner LTL network in the UK.

Less-Than-Truckload (LTL)

Our North American LTL segment is asset-based. We provide customers with geographic density and day-definite regional, inter-regional and transcontinental freight services with one of the industry's largest networks of tractors, trailers, professional drivers and terminals. Our services include cross-border US freight movements to and from Mexico and Canada, as well as intra-Canada service.

The key factors driving growth and margin expansion in our LTL business are:

- *Critical capacity and national lane density*, supported by 291 terminals in North America, with large economies of scale. Our LTL business represents over three decades of investment, with network coverage of approximately 99% of all US zip codes and key routes in Canada. In October, we opened the second largest LTL terminal in our network in Chicago Heights: 264 doors and 150,000 square feet of facility space. Our 12,000 professional XPO truck drivers are particularly valued by our customers, as the pervasive driver shortage is predicted to continue;

- *A company-specific action plan to enhance our LTL network in North America and drive growth.* We've taken a number of actions to enhance network efficiencies, and we have longer-term strategic actions underway. Together, these include:

  — Improving network flow with selective freight embargoes, with the cost embedded in our 2021 guidance;

  — Driving pricing by pulling the January 2022 General Rate Increase forward to November, and instituting accessorial charges for detained trailers, oversized freight and special handling;

  — Expanding the 2022 graduate count at our US driver training schools to more than double the nearly 800 graduates we'll have in 2021;

— Significantly increasing production capacity at our trailer manufacturing facility in Arkansas, with the expectation of nearly doubling the year-over-year number of units produced in 2022; and

— Importantly, allocating capital to expand our North American LTL door count by 900 doors, or approximately 6%, over the next 12 to 24 months to improve network-wide operating efficiency and support future revenue growth.

- *Significant opportunities to leverage our LTL technology* to improve profitability beyond the sizable margin gains we've already achieved. Our proprietary technology underpins the improvements in our yield, and it's helped us improve our adjusted operating margin by nearly 1,000 basis points since 2015;

- *Favorable industry fundamentals*, including limited commoditization, firm pricing dynamics in North America, rising industrial demand and the continued growth of e-commerce, which is driving smaller, more frequent shipments; and

- *Over 30 years' experience and deep relationships* with tens of thousands of customers and providers.

This is a business with a high return on invested capital that supports continuing investments in network density, fleet and technology. We more than doubled our adjusted EBITDA in North American LTL four years after acquiring this business in 2015, and we're targeting at least $1 billion of adjusted EBITDA in LTL in 2022. Long-term, we have plans in place to improve our LTL margin by hundreds of additional basis points.

Our LTL team is laser-focused on the importance of delivering on-time, damage-free service at scale. Using a modern fleet equipped with safety technologies, we delivered approximately
13 million shipments during the 12 months ended September 30, 2021. We benefit from relationships with over 25,000 LTL customers in North America alone, primarily local accounts, and we're further diversifying our base by selling our LTL services across more verticals.

Our tech focus in LTL is on continuously improving our margin as we grow our revenue. We do this by optimizing components of the service we provide — primarily pricing, linehaul, dock productivity and pickup-and-delivery routing. For example, we use intelligent route-building to move LTL freight across North America, increasing the utilization of our linehaul fleet and optimizing our load factor. We're also investing development resources in improving our ability to price in a dynamic market by adjusting for lane conditions. And, we deployed XPO Smart™ workforce planning tools in our yard and dock operations to enhance productivity.

In Europe, we utilize a blend of fleet operations determined by geography. This includes asset-based (XPO-owned) and asset-light (contracted carrier) capacity, supported by a network of terminals. We have approximately 100 LTL locations serving countries across Europe.

Truck Brokerage

We have a long track-record of significant outperformance in truck brokerage, which is a subset of our company's Brokerage and Other Services segment. From 2013 through 2020, our revenue CAGR in North American truck brokerage was 23% — more than three times the industry revenue CAGR of 7%. And, our 32% load growth this year through September 30 has sharply outperformed the industry average.

Our brokerage business is an agile, non-asset model that generates high ROIC and free cash flow conversion. It has a variable labor structure that lets us reduce costs when demand is soft and deploy additional resources to find trucks as demand returns. Essentially, shippers create the demand and we place their freight with qualified carriers that supply the capacity. This service is priced on either a spot or contract basis.

Our growth in truck brokerage continues to be propelled by our massive capacity, cutting-edge technology and favorable industry tailwinds:

- *Our network of over 90,000 independent carriers represents more than a million trucks*, serving high demand for truckload capacity, notably in the e-commerce and omnichannel retail sectors. As more and more shippers outsource their capacity needs to brokers, they increasingly prefer brokers like XPO that offer digital capabilities;

- *Our proprietary pricing technology and XPO Connect® digital platform unlock incremental revenue and profit* well beyond current levels, and capture profitable opportunities. By continually improving the brokerage experience through automation, we're achieving significant volume growth while expanding our margin;

- *Our blue-chip customer base is very sticky* — the average tenure of our top 10 customers is about 13 years, with low concentration risk, providing a large opportunity to grow wallet share and leverage our expertise in key verticals;

- *We have a significant opportunity to increase our market penetration* — while we're the second-largest brokerage provider globally, we currently have just 3% share in North America, our primary region; and

- *Our team has been together for many years* — they've successfully piloted the business to a position of strength, where it's large enough to satisfy the needs of any customer and nimble enough to pivot rapidly in dynamic environments.

Our Brokerage and Other Services segment also includes exposure to one of the fastest-growing brokerage subsectors — our asset-light last mile logistics service for the home delivery of heavy goods. This business is benefitting from the consumer trend toward purchasing large products through e-commerce, omnichannel retail and direct-to-consumer channels.

XPO is the largest provider of last mile logistics for heavy goods in North America, with a rapidly growing last mile presence in Europe. The service levels required for heavy goods delivery are considerably higher than for parcel, and our stellar service metrics have helped cement our industry-leading position — for example, in the third quarter, we only had one claim out of every 612 North American deliveries.

XPO Is the Industry's Original Disruptor

A decade after making our first technology investment in 2011, we're now reaping the rewards of more than $3 billion spent on technology, including innovating how goods move through supply chains. Our industry is evolving, and customers want to de-risk their supply chains with more automation and better visibility. We believe we're well-positioned to satisfy these demands, as evidenced by the rapid adoption of our technology platform.

We use technology to increase our ROIC and enhance our competitive advantages in freight transportation. It also makes the most of the talent and assets within our organization. Our cloud-based platform speeds the deployment of new ways to increase efficiency, control costs and leverage our footprint.

Even given the many gains we've realized, we believe the greatest benefits from our technology lie ahead in the form of additional revenue and profit growth. The most significant impacts to date are in the following areas. All are proprietary to XPO:

XPO Connect® and Freight Optimizer

XPO envisioned demand for a fully automated, cloud-based digital platform for transportation procurement a decade ago. XPO Connect® encompasses our Freight Optimizer system, shipper interface, pricing engine, carrier interface and our Drive XPO® mobile app for carriers. When our customers have truckload freight to move, XPO Connect® locates the optimal transportation provider based on a number of parameters, including price, market conditions, equipment, carrier profile and load profile.

Our investment in digitization is making our brokerage business much more efficient and reducing our costs. We can capture share by elevating customer service without large increases in headcount. From the third quarter of 2016 to the third quarter of 2021, we grew our brokerage load count at more than twice the rate of headcount. Today, approximately 60% of our brokerage orders are created digitally via EDI, APIs and customers directly on XPO Connect®, without the assistance of an XPO employee.

The rapid adoption of XPO Connect® by both shippers and carriers is accelerating our revenue and margin expansion and contributing to our above-market performance. In the third quarter of 2021, cumulative customer accounts registered on the platform were more than three times higher than one year ago.

Drive XPO®

Truck drivers can access XPO Connect® from the road through our proprietary mobile app, Drive XPO®. The app connects carriers to shippers with the capability for fully automated transactions, tracks freight during transit and includes intuitive tools for finding, bidding and booking loads. It gives XPO's customers direct digital access to the capacity they need, regardless of market conditions.

Drive XPO® is a resounding success. Over 550,000 truck drivers have downloaded the mobile app to date — that's nearly three times the cumulative downloads of a year ago.

XPO Smart™

Some of our ongoing margin improvement in LTL will come from XPO Smart™, our proprietary suite of workforce planning tools for productivity improvement in LTL dock operations. Our smart analytics "learn" the operations site by site and can forecast how a decision today could affect productivity in a future period. XPO Smart™ had an immediate impact that should gain further traction when the labor market settles down.

While each application of our technology delivers its own benefits, there can be a strong synergistic effect on our LTL business as a whole. For example, when we optimize truck routes, that benefits asset utilization, driver utilization and customer service, and reduces our carbon footprint.

Our technology is also contributing to the positive trajectory of our yield — a metric we've improved every year since acquiring our LTL operation in 2015. In the third quarter, our yield excluding fuel was up 6% year-over-year.

A Culture with Purpose

XPO's strong culture puts the safety of our people first in all aspects of the workplace. Our culture is about being respectful, entrepreneurial, innovative and inclusive. It's about having compassion, being honest and respecting diverse points of view, while operating as a cohesive team. We foster both physical and emotional safety at work, with robust ethical guidelines that clearly define prohibited behavior, such as harassment, dishonesty, discrimination, workplace violence, bullying, conflicts of interest, insider trading and human trafficking.

In 2020, we created the position of Chief Diversity Officer to lead our DE&I initiatives. We also reinforce the importance of diversity through open-door management, the XPO University training curriculum, our Workplace virtual community, and equal opportunity hiring and promotion policies.

Our Pregnancy Care Policy is a gold standard not just for our industry, but for any industry. Any employee of XPO, female or male, who becomes a new parent through birth or adoption can qualify for six weeks of 100% paid leave as the infant's primary caregiver, or two weeks paid leave as the secondary caregiver. In addition, women receive up to 10 days or 80 hours of 100% paid prenatal leave for health and wellness and other preparations for the child's arrival.

Our women employees can request pregnancy accommodations without fear of discrimination. This includes "automatic yes" accommodations, such as changes to work schedules and the timing or frequency of breaks, or assistance with certain tasks. More extensive accommodations are easily determined with input from a doctor. Furthermore, we guarantee that a woman will continue to be paid her regular base wage rate while her pregnancy accommodations are in effect, even if her duties need to be adjusted, and she will remain eligible for wage increases while receiving alternate work arrangements.

We also partnered with a leading healthcare network for women and families to offer supplemental health services from over 1,400 practitioners in 20 specialties via a virtual clinic. In total, more than 30 quality benefits are available to XPO women and families in the US. These include fertility services, prenatal and postpartum care, paid family bonding, and a return-to-work program.

We support diverse causes important to our employees, such as Soles4Souls, Girls With Impact, and Workfit programs for differently-abled people. This year, we're proud to be the official transportation partner for the Susan G. Komen 3-Day Walks®.

Environmental Sustainability

Our entire business model is based on transporting freight as efficiently as possible, which helps our customers and our company meet ESG goals. XPO Connect® can improve the carbon footprint of customer supply chains by reducing empty miles, while our LTL business maintains a modern fleet, optimizes routes and trains our drivers in eco-friendly techniques.

In the US, XPO has been named a Top 75 Green Supply Chain Partner by *Inbound Logistics* for six consecutive years. We've made substantial investments in fuel-efficient Freightliner Cascadia tractors for our LTL business in North America; these use EPA 2013-compliant and Greenhouse Gas 2014-compliant selective catalytic reduction (SCR) technology. Our North American LTL locations have energy-saving policies in place and are implementing a phased upgrade to LED lighting.

Our modern road fleet in Europe is over 90% compliant with Euro VI standards. We also own over 250 natural gas trucks operating in France, the UK, Spain and Portugal, including 80 tractors we purchased in 2020 that use liquified natural gas (LNG). In Spain, we own government-approved mega-trucks to transport freight with fewer trips, and recently added the first fully electric truck to our Spanish fleet — it operates with zero direct CO_2 emissions and zero fine particle pollution. We have other last mile operations in Europe that use electric vans for deliveries in certain urban areas, reducing those emissions to zero as well.

The development of our culture will continue to be a steady march forward, as it has since our founding in 2011. Our XPO Sustainability Report provides details of our global progress in key areas, including safety, employee engagement, diversity and inclusion, ethics and compliance, environmental protection and governance. The current report is for the combined company in 2020 (pre-spin-off) and can be downloaded from https://sustainability.xpo.com.

Third Quarter 2021 Financial Highlights[1]

Highlights of our third quarter 2021 financial performance are:

- $3.27 billion of revenue, compared with $2.68 billion in Q3 2020
- $112 million of operating income
- $175 million of adjusted operating income
- $21 million of net income[2]
- $0.19 diluted earnings per share[3]
- $109 million of adjusted net income[2]
- $0.94 adjusted diluted earnings per share[3]
- $307 million of adjusted EBITDA, compared with $268 million in Q3 2020

Full Year 2021 Updated Guidance

On November 2, we updated our full year 2021 financial targets, including a raise in fourth quarter adjusted EBITDA. The following pro forma targets have been calculated as if the August 2021 spin-off of our logistics segment had been completed on January 1, 2021. Guidance assumes 116 million diluted shares outstanding as of year-end, and assumes current macroeconomic trends continue and labor and equipment shortages don't worsen.

- Adjusted EBITDA of $300 million to $305 million generated in the fourth quarter, implying $1.228 billion to $1.233 billion of adjusted EBITDA for the full year, which increases the midpoint of the updated full year guidance to $1.231 billion — $16 million higher than the prior midpoint;
- Depreciation and amortization of $390 million to $395 million, excluding approximately $95 million of acquisition-related amortization expense, from a prior target of $385 million to $395 million;
- Interest expense[4] of approximately $200 million, unchanged;
- Effective tax rate of 24% to 26%, from a prior target of 23% to 25%;
- Adjusted diluted EPS[5] of $4.15 to $4.25, from a prior target of $4.00 to 4.30;

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1 Reconciliations of non-GAAP financial measures used in this document are provided in the accompanying slide presentation
2 Net income from continuing operations attributable to common shareholders
3 Diluted earnings from continuing operations per share; assumes 116 million diluted shares outstanding
4 Interest expense presented on a pro forma basis; 2021 interest expense expected to be approximately $230 million
5 Adjusted diluted EPS, assuming reported interest expense of approximately $230 million, would be a range of $4.00 to $4.05

- Net capital expenditures of $250 million to $275 million, unchanged; and
- Free cash flow of $425 million to $475 million, from a prior target of $400 million to $450 million.

Balance Sheet and Liquidity

On September 30, 2021, we had over $1.2 billion of total liquidity. Our net leverage was 2.8x, calculated as net debt of $3.3 billion divided by adjusted EBITDA of $1.2 billion for the trailing 12 months ended September 30. We're committed to deleveraging to a target net leverage ratio of 1.0x to 2.0x by the first half of 2023.

In Conclusion

We're continuing to execute extremely well, and we remain intensely committed to continuous improvement. Our disciplined focus on operational excellence is a major reason why more than two-thirds of Fortune 100 companies trust XPO with their most important asset — their reputation.

In August we spun off our logistics segment as GXO, and in September we celebrated an exhilarating first decade in business. We look back on the first 10 years of XPO with a great deal of pride. In 2016, we made the Fortune 500 list for the first time, and one year later, XPO was named the fastest-growing transportation company on the list. In 2018, *Fortune* named us to their Fortune Future 50 list. Gartner has ranked us as a Magic Quadrant 3PL leader for four consecutive years. *Forbes* ranked us as the top-performing US company on the Global 2000 and one of the best employers in the US.

In February, *Fortune* named us one of the World's Most Admired Companies for the fourth consecutive year. The *Financial Times* has honored us as a European Diversity Leader. We've been recognized for our commitment to gender diversity at the board level by 2020 Women on Boards, and as a top company for women to work for by the Women in Trucking Association. *Newsweek* ranked us in the top 100 of America's most responsible companies, and Statista named us one of the most socially responsible companies in France. In the UK, XPO was voted one of Glassdoor's top three best places to work. We thank our employees for creating the culture that has led to these recognitions.

When world-class companies show confidence in XPO, we know we're delivering the quality our customers expect. The awards we receive from Dow, Ford, Intel, GM, Nissan, Nordstrom, Owens Corning, Raytheon, The Home Depot, Ulta Beauty, Whirlpool and others are the ultimate proof of our commitment to continuous improvement.

We believe that XPO's industry leadership, technology advantage and deep bench of expertise equip our operations to continue to outperform the competition, and our business model excels at delivering strong growth at both the top and bottom lines. We're confident that investors will recognize the full value of the company we've built and the significant opportunity we have to continue to drive outsized returns.

Thank you for your interest!

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 or a pro forma measure prepared and presented in accordance with Article 11 of Regulation S-X, as applicable, which reconciliations are set forth in the financial tables attached to the accompanying slide presentation.

This document contains the following non-GAAP financial measures: adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") (including and excluding gains on real estate transactions) on a consolidated basis for the three and nine months ended September 30, 2021 and September 30, 2020; adjusted EBITDA for the trailing twelve months ended September 30, 2021 and twelve months ended December 31, 2020; adjusted EBITDA margin (including and excluding gains on real estate transactions) on a consolidated basis for the three and nine months ended September 30, 2021 and September 30, 2020; adjusted net income from continuing operations attributable to common shareholders and adjusted diluted earnings from continuing operations per share ("adjusted EPS") on a consolidated basis for the three months and nine months ended September 30, 2021 and September 30, 2020; adjusted operating income on a consolidated basis for the three months ended September 30, 2021 and 2020; free cash flows for the three and nine months ended September 30, 2021 and September 30, 2020; adjusted operating income, adjusted operating ratio, adjusted EBITDA (including and excluding gains on real estate transactions) and adjusted EBITDA margin (including and excluding gains on real estate transactions) for our North American less-than-truckload for the trailing twelve months ended September 30, 2021, the three and nine months ended September 30, 2021 and September 30, 2020, and the years ended December 31, 2020, 2019, 2018, 2017, 2016 and 2015; return on invested capital (ROIC) on a consolidated basis for the trailing twelve months ended September 30, 2021; net revenue for North American truck brokerage for the three months ended September 30, 2021 and 2020; net leverage and net debt as of September 30, 2021.

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, litigation settlements 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, 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 and adjusted EBITDA margin improve comparability from period to period by removing the impact of our capital structure (interest and financing expenses), asset base (depreciation and amortization), litigation settlements, 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, litigation settlements and other adjustments as set out in the attached tables. We believe that net revenue improves the comparability of our operating results from period to period by removing the cost of transportation and services, in particular the cost of fuel, incurred in the reporting period 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 (i) removing the impact of certain transaction and integration costs and restructuring costs, as well as amortization expenses and litigation settlements and (ii) including the impact of pension income incurred in the reporting period as set out in the attached tables. We believe that return on invested capital (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) for the trailing twelve months ended September 30, 2021 divided by invested capital as of September 30, 2021. NOPAT is calculated as adjusted EBITDA less depreciation expense, real estate gains and cash taxes plus operating lease interest. Invested capital is calculated as equity plus debt and operating lease liabilities less cash and goodwill and intangibles. We believe that net leverage and net debt are important measures of our overall liquidity position and are calculated by removing cash and cash equivalents from our reported total debt and reporting net debt as a ratio of our last twelve-month reported adjusted EBITDA.

With respect to our financial targets for full year pro forma 2021 adjusted EBITDA, adjusted diluted EPS and free cash flow and fourth quarter 2021 adjusted EBITDA, 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 our full year pro forma 2021 financial targets for adjusted EBITDA, depreciation and amortization (excluding acquisition-related amortization expense), interest expense, effective tax rate, adjusted diluted EPS, net capital expenditures and free cash flow; our fourth quarter 2021 financial target for adjusted EBITDA; our plans to improve our LTL margin; our future revenue and profit growth; our financial target of net leverage ratio by the first half of 2023; our 2022 financial target of at least $1 billion of North American LTL adjusted EBITDA; and XPO's plan to pursue an investment-grade credit rating. 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, to our customers' demands; our ability to implement our cost and revenue initiatives; our ability to successfully integrate and realize anticipated synergies, cost savings and profit improvement opportunities with respect to acquired companies; matters related to our intellectual property rights; fluctuations in currency exchange rates; fuel price and fuel surcharge changes; natural disasters, terrorist attacks or similar incidents; risks and uncertainties regarding the expected benefits of the spin-off of our logistics segment; the impact of the spin-off on the size and business diversity of our company; the ability of the spin-off 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 substantial 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, including our ability to manage our subcontractors, and risks associated with labor disputes at our customers and efforts by labor organizations to organize our employees; litigation, including litigation related to alleged misclassification of independent contractors and securities class actions; risks associated with our self-insured claims; risks associated with defined benefit plans for our current and former employees; and governmental regulation, including trade compliance laws, as well as changes in international trade policies 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.

Exhibit 99.2

XPO Logistics

NOVEMBER 2021

Investor Presentation

XPO Logistics

Disclaimers

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 or a pro forma measure prepared and presented in accordance with Article 11 of Regulation S-X, as applicable, which reconciliations are set forth in the financial tables attached to the accompanying slide presentation.

This document contains the following non-GAAP financial measures: adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") (including and excluding gains on real estate transactions) on a consolidated basis for the three and nine months ended September 30, 2021 and September 30, 2020; adjusted EBITDA for the trailing twelve months ended September 30, 2021 and twelve months ended December 31, 2020; adjusted EBITDA margin (including and excluding gains on real estate transactions) on a consolidated basis for the three and nine months ended September 30, 2021 and September 30, 2020; adjusted net income from continuing operations attributable to common shareholders and adjusted diluted earnings from continuing operations per share ("adjusted EPS") on a consolidated basis for the three months and nine months ended September 30, 2021 and September 30, 2020; adjusted operating income on a consolidated basis for the three months ended September 30, 2021 and 2020; free cash flows for the three and nine months ended September 30, 2021 and September 30, 2020; adjusted operating income, adjusted operating ratio, adjusted EBITDA (including and excluding gains on real estate transactions) and adjusted EBITDA margin (including and excluding gains on real estate transactions) for our North American less-than-truckload for the trailing twelve months ended September 30, 2021, the three and nine months ended September 30, 2021 and September 30, 2020, and the years ended December 31, 2020, 2019, 2018, 2017, 2016 and 2015; return on invested capital (ROIC) on a consolidated basis for the trailing twelve months ended September 30, 2021; net revenue for North American truck brokerage for the three months ended September 30, 2021 and 2020; net leverage and net debt as of September 30, 2021.

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, litigation settlements 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, 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 and adjusted EBITDA margin improve comparability from period to period by removing the impact of our capital structure (interest and financing expenses), asset base (depreciation and amortization), litigation settlements, 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, litigation settlements and other adjustments as set out in the attached tables. We believe that net revenue improves the comparability of our operating results from period to period by removing the cost of transportation and services, in particular the cost of fuel, incurred in the reporting period 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 (i) removing the impact of certain transaction and integration costs and restructuring costs, as well as amortization expenses and litigation settlements and (ii) including the impact of pension income incurred in the reporting period as set out in the attached tables. We believe that return on invested capital (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) for the trailing twelve months ended September 30, 2021 divided by invested capital as of September 30, 2021. NOPAT is calculated as adjusted EBITDA less depreciation expense, real estate gains and cash taxes plus operating lease interest. Invested capital is calculated as equity plus debt and operating lease liabilities less cash and goodwill and intangibles. We believe that net leverage and net debt are important measures of our overall liquidity position and are calculated by removing cash and cash equivalents from our reported total debt and reporting net debt as a ratio of our last twelve-month reported adjusted EBITDA.

With respect to our financial targets for full year pro forma 2021 adjusted EBITDA, adjusted diluted EPS and free cash flow and fourth quarter 2021 adjusted EBITDA, 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.

XPOLogistics

Disclaimers (cont.)

FORWARD-LOOKING STATEMENTS

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XPOLogistics

Table of contents

Why invest in XPO today?

1	Top three provider in highly attractive less-than-truckload and truck brokerage sectors
2	High-ROIC businesses benefitting from secular tailwinds
3	Leading technology platform, with soaring industry adoption rates
4	Company-specific initiatives to drive above-industry-average revenue and profit growth
5	Deleveraging and investing in the business, supported by strong adjusted EBITDA and free cash flow

Significant opportunity to create outsized shareholder value

XPOLogistics

A leading provider of freight transportation services

TOP-THREE IN KEY GEOGRAPHIES

- Third largest provider of less-than-truckload (LTL) transportation in North America
- Second largest truck broker worldwide, and third largest in North America
- More than 90% of operating income derived from LTL and truck brokerage businesses
- Leading positions in Europe: France, the United Kingdom, Spain and Portugal

XPO KEY METRICS[1]

TTM revenue	$12.4 billion
Locations	756
Employees	~42,000
Customers	~50,000
LTL industry, North America[2]	~$42 billion
Truck brokerage industry, North America[3]	~$64 billion

[1] Global data for revenue, locations, customers and employees as of September 30, 2021; excludes logistics segment, which was spun off on August 2, 2021
[2] Third-party research: North American less-than-truckload industry size
[3] Third-party research: North American truck brokerage industry size; reflects brokered component of ~$360 billion total addressable truckload opportunity

Long track record of significant shareholder value creation

FOCUSED EXECUTION AND CAPITAL ALLOCATION DRIVING OUTSIZED RESULTS

- XPO was the 7th best-performing stock of the last decade on the Fortune 500, based on Bloomberg market data
- Spent more than $3 billion on technology over the past 10 years, including truck brokerage digitization and LTL optimization
- Delivered nearly 1,000 bps of improvement in adjusted operating margin in North American LTL since 2015
- Revenue CAGR of 23% in truck brokerage outperformed the North American industry by more than 3x from 2013-2020
- Robust adjusted EBITDA growth and free cash flow support continued deleveraging to 1.0x – 2.0x target leverage by first half of 2023, from 2.8x[1]

Q3 2021 revenue is the highest of any quarter in XPO's history

High return on invested capital of 33%[2]

Note: Q3 2021 reporting excludes financial results of logistics segment, which was spun off on August 2, 2021
[1] Calculated as net debt of $3.3 billion divided by adjusted EBITDA of $1.2 billion for TTM September 30, 2021, refer to page 11 for more information
[2] For the full company, trailing twelve months as of September 30, 2021
Refer to the "Non-GAAP Financial Measures" section on page 2 and Supplemental Materials for related information

XPOLogistics

Long runway for revenue growth and margin expansion

XPO'S REVENUE DRIVERS

- **Industrial recovery:** XPO is benefiting from the ongoing increase in industrial demand, as supply chains continue to recover from COVID-19
- **E-commerce:** As customers increasingly expect fast delivery, supply chains are getting compressed and demand is rising for LTL capacity
- **Transportation outsourcing:** XPO's ability to provide dependable capacity and enhanced visibility through technology continues to drive strong share gains in truck brokerage
- **XPO Connect®:** Customers value digital access to XPO's massive truckload carrier network, with a user-friendly interface and clear pricing visibility

XPO'S MARGIN DRIVERS

- **Pricing optimization:** Utilizing machine learning and data science to capture higher-margin pricing opportunities and tailor sales strategies for customers of various sizes and supply chain needs
- **XPO Connect®**: Managing more volume at lower cost, as shipper and carrier demand continues to build for the industry's most accomplished digital brokerage ecosystem
- **LTL operational excellence:** Continue to deploy proprietary technology to improve efficiency, optimize the network and ramp up cross-dock productivity with XPO Smart™

XPO's expected annual technology spend of ~$300 million will continue to differentiate the company as a leading industry innovator

Third quarter 2021 results

REVENUE	$3.27 billion
NET INCOME[1]	$21 million
DILUTED EARNINGS PER SHARE[2]	$0.19
ADJUSTED NET INCOME[1]	$109 million
ADJUSTED DILUTED EARNINGS PER SHARE[2]	$0.94
ADJUSTED EBITDA	$307 million

Commentary

- Revenue of $3.27 billion is a company record for any quarter
  - Brokerage and Other Services segment increased third quarter revenue to $2.26 billion, compared with $1.78 billion in Q3 2020
  - North American Less-Than-Truckload segment increased third quarter revenue to $1.07 billion, compared with $933 million in Q3 2020
- Operating income was $112 million, compared with $138 million for Q3 2020
- Adjusted EBITDA of $307 million is the highest of any third quarter in company history

2021 guidance updated on solid Q3 beat and continuing Q4 momentum

[1] Net income from continuing operations attributable to common shareholders
[2] Diluted earnings from continuing operations per share
Refer to the "Non-GAAP Financial Measures" section on page 2 and Supplemental Materials for related information

XPOLogistics

Updates FY 2021 guidance based on higher-than-expected growth

On November 2, 2021, XPO updated its pro forma full year financial targets as follows. These targets have been calculated as if the spin-off of the company's logistics segment[1] had been completed on January 1, 2021. Guidance assumes 116 million diluted shares outstanding at year-end, and assumes current macroeconomic trends continue and labor and equipment shortages don't worsen.

	NEW TARGETS	PRIOR TARGETS
ADJUSTED EBITDA	\$300 million to \$305 million generated in Q4, implying \$1.228 billion to \$1.233 billion for FY with a midpoint of \$1.231 billion — \$16 million higher than the prior midpoint	\$1.195 billion to \$1.235 billion, with a midpoint of \$1.215 billion
DEPRECIATION AND AMORTIZATION	\$390 million to \$395 million, excluding approximately \$95 million of acquisition- related amortization expense	\$385 million to \$395 million
INTEREST EXPENSE[2]	Approximately \$200 million	Unchanged
EFFECTIVE TAX RATE	24% to 26%	23% to 25%
ADJUSTED DILUTED EPS[3]	\$4.15 to \$4.25	\$4.00 to \$4.30
NET CAPITAL EXPENDITURES	\$250 million to \$275 million	Unchanged
FREE CASH FLOW	\$425 million to \$475 million	\$400 million to \$450 million

[1] Spin-off completed on August 2, 2021
[2] Interest expense presented on a pro forma basis; 2021 reported interest expense expected to be approximately \$230 million
[3] Adjusted diluted EPS, assuming reported interest expense of approximately \$230 million, would be a range of \$4.00 to \$4.05
Refer to the "Non-GAAP Financial Measures" section on page 2

Balance sheet and liquidity as of September 30, 2021[1]

NET DEBT[2]	$3.3 billion
NET LEVERAGE[3]	2.8x
TOTAL LIQUIDITY[4]	$1.2 billion

Commentary

- In the third quarter, XPO paid down $1.5 billion of debt, including the the retirement of Senior Notes due 2023 and 2024, using available cash from:
  - A cash distribution of $794 million, representing the net proceeds of GXO debt issued in July and paid to XPO in connection with the spin-off
  - $384 million net proceeds realized through an offering of XPO common stock
  - Strong free cash flow generation

Committed to deleveraging to target net leverage ratio of 1.0x – 2.0x by first half of 2023

[1] Excludes logistics segment, which was spun off on August 2, 2021
[2] Calculated as total debt of $3.57 billion less cash and cash equivalents of $254 million
[3] Calculated as net debt of $3.3 billion divided by adjusted EBITDA of $1.2 billion for TTM September 30, 2021
[4] Includes approximately $993 million of available borrowing capacity and $254 million of cash
Refer to the "Non-GAAP Financial Measures" section on page 2 and Supplemental Materials for related information

Strong ESG culture, with chief diversity officer leading DE&I

ESG targets tie to executive compensation program

Core DE&I objectives relate to recruitment and retention

- Working to significantly increase the diversity of talent in the pipeline by collaborating with historically black colleges and universities (HBCUs) and others
- Promoting women and minority employees to middle and senior management roles
- Communicating culture of belonging to an expanded range of underrepresented groups, replicating XPO's success with hiring LGBTQ+ community members and military veterans

ESG Scorecard Target Areas

Workforce and Talent	Information Security
Employee and Community Safety	Environmental and Sustainability
Diversity, Equity and Inclusion	Governance

XPO's proprietary CO_2 calculator, CarbonNET, helps document emissions activity data

XPO extended its decade-long commitment to the CO_2 Charter in France

Less-than-truckload (LTL)

XPOLogistics

XPO is a top three provider of LTL transportation in North America

DRIVERS OF XPO'S LTL REVENUE AND MARGIN GROWTH

- Significant competitive advantages from one of the few national LTL networks, and more than 25,000 customer accounts, including many longstanding relationships
- Favorable industry trends, including the rapid growth in e-commerce and the ongoing recovery in industrial demand
- North American LTL industry characterized by firm pricing dynamics
- Company-specific technology initiatives and significant economies of scale
- High return on invested capital (ROIC) supports investments in network density, fleet and technology
- Self-learning LTL technology optimizes routing, load-building and labor productivity
- Over 12,000 professional XPO truck drivers, particularly valued by customers as the truck driver shortage is predicted to continue

Note: LTL is the transportation of a quantity of freight that is larger than a parcel but too small to require an entire truck, often shipped on pallets. Freight for different customers is consolidated in the same trailer.

Key LTL operating and financial metrics

Industry size, North America	~$42 billion[1]
XPO's industry share	~8%
Largest customer as % of annual revenue	2%
Shipments, TTM September 30, 2021	~13 million
Locations	291
Employees	~21,000
Number of tractors / trailers	~7,900 / 25,000

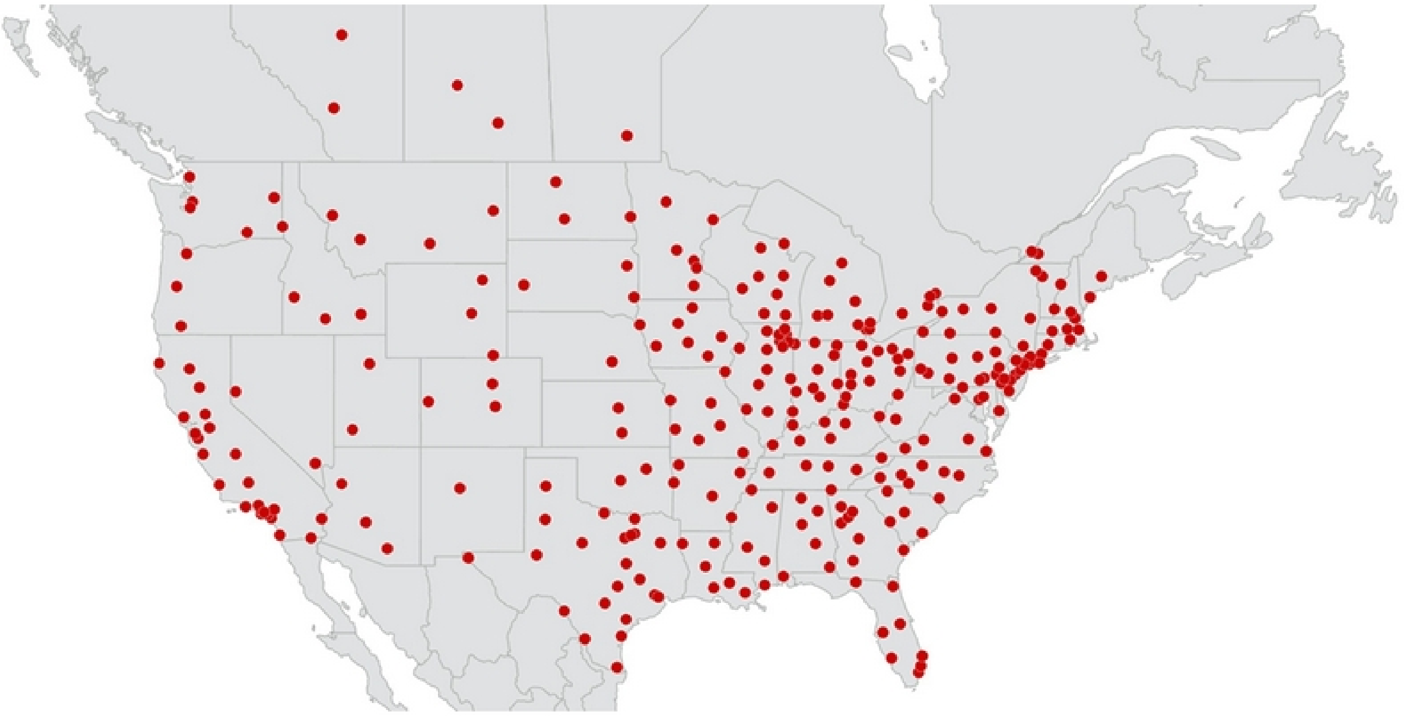
XPO LTL FINANCIAL METRICS	
TTM revenue September 30, 2021	$4 billion
TTM adjusted operating ratio	83.5%[2]

Industry-best record of improving LTL adjusted operating ratio in North America over the last five full years

[1] Source: Third-party research
[2] Excluding gains from sales of real estate
Refer to the "Non-GAAP Financial Measures" section on page 2 and Supplemental Materials for related information

XPOLogistics

Scaled LTL network represents multiple decades of investment



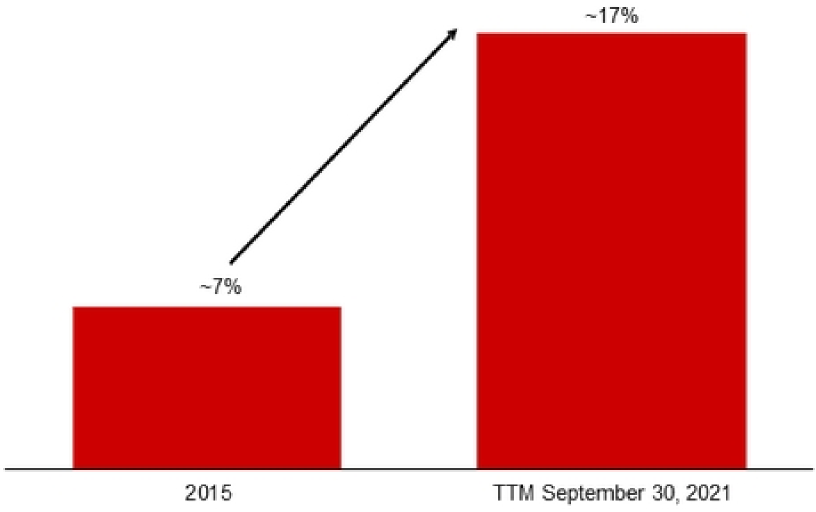
291 terminals cover ~99% of all US zip codes and key routes in Canada, with strategic network expansion underway

Note: As of September 30, 2021

XPOLogistics

Nearly 1,000 bps improvement in LTL adjusted operating margin since 2015

XPO NORTH AMERICAN LTL ADJUSTED OPERATING MARGIN[1]



Targeting at least $1 billion of LTL adjusted EBITDA in 2022

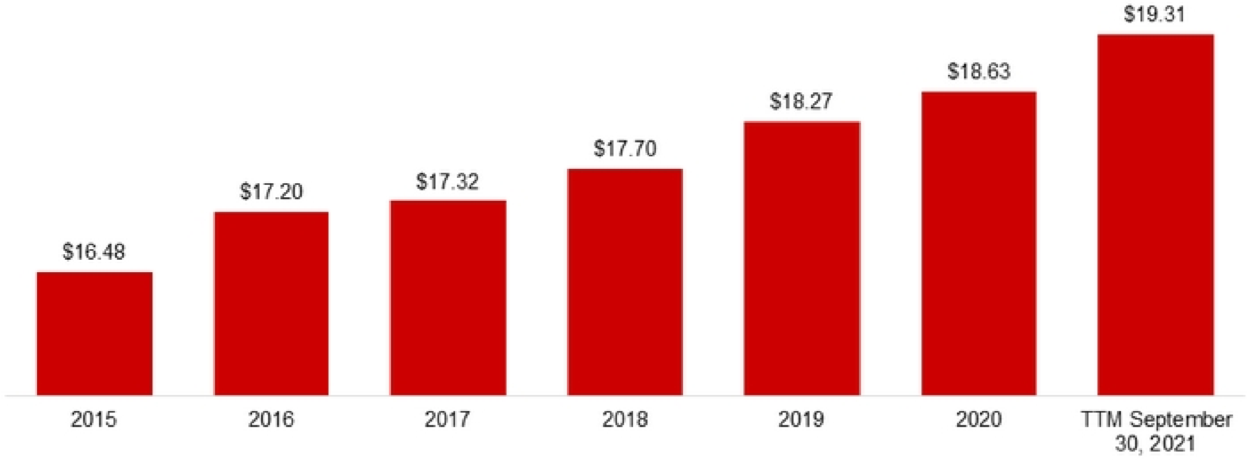
Expect to drive additional improvement of hundreds of basis points over the long term

[1] Excluding gains from sales of real estate
Refer to the "Non-GAAP Financial Measures" section on page 2 and Supplemental Materials for related information

XPOLogistics

North America LTL pricing fundamentals are favorable for long-term expansion

XPO LTL GROSS REVENUE PER HUNDREDWEIGHT[1]



Yield ex-fuel was up 6% YoY in the third quarter and accelerated in October

[1] Excludes the impact of fuel surcharges

XPO Logistics

Company-specific plan to enhance LTL network efficiencies and drive growth

Labor, equipment and physical footprint

- Expanding 2022 graduate count at XPO's US driver training schools; expect to more than double the nearly 800 graduates the company will have in 2021
- Significantly increasing production capacity at XPO's trailer manufacturing facility in Arkansas; expect to nearly double the units produced in 2022 vs. 2021
- Instituting accessorial charges for detained trailers, oversized freight and special handling
- Optimizing scheduling of dockworkers and truck drivers with XPO Smart™ intelligent analytics
- Importantly, allocating capital to expand North American LTL network by 900 doors, or ~6%, over the next 12 to 24 months to improve operating efficiency and support future revenue growth

New Chicago Heights terminal

- 264 doors and 150,000 square feet of facility space, pictured at right
- Strategically located to enhance network flows

Increasing investments in high-ROIC business

Proprietary technology has significant room to deliver additional gains

Pricing

- Data-driven pricing tools to optimize rates for smaller accounts while improving efficiency
- Elasticity models to identify the best pricing

Linehaul and network

- Opportunity to optimize annual linehaul spend of ~$1.1 billion excluding fuel, through the enhancement of network tools
- Automated load-building to enhance trailer utilization, while optimizing network flow

Pickup-and-delivery routing

- P&D planning tools deployed in H1 2021
- Real-time digital visibility

Next tech launches: new LTL dispatch tools and dynamic routing tools

Truck brokerage

XPO is the second largest truck broker worldwide

DRIVERS OF XPO'S BROKERAGE REVENUE AND MARGIN GROWTH

- Massive capacity of 91,000 carriers globally, representing a total of over one million trucks
- Flexible, non-asset model designed to profit in any market environment
- Highly experienced leadership team has worked together for many years, bringing agility and expertise to the business
- First-mover technology advantage with investments in automation starting in 2011, ahead of the curve
- Proprietary, XPO Connect® digital brokerage platform with soaring adoption rates and proven ability to drive margin growth with more volume at less cost
- Blue-chip customer base across diverse verticals

Note: Truck brokerage is a non-asset business that facilitates the movement of full truckloads of freight, typically from a single shipper. A broker purchases truck capacity from independent carriers.

XPOLogistics

Key truck brokerage operating and financial metrics

Industry size, North America	$64 billion[1]
XPO's industry share	~3%
Average tenure of XPO's top 10 customers	~13 years
Full truckload market opportunity, North America	$360 billion[1]

XPO NORTH AMERICAN TRUCK BROKERAGE[2]	
TTM revenue September 30, 2021	$2.5 billion

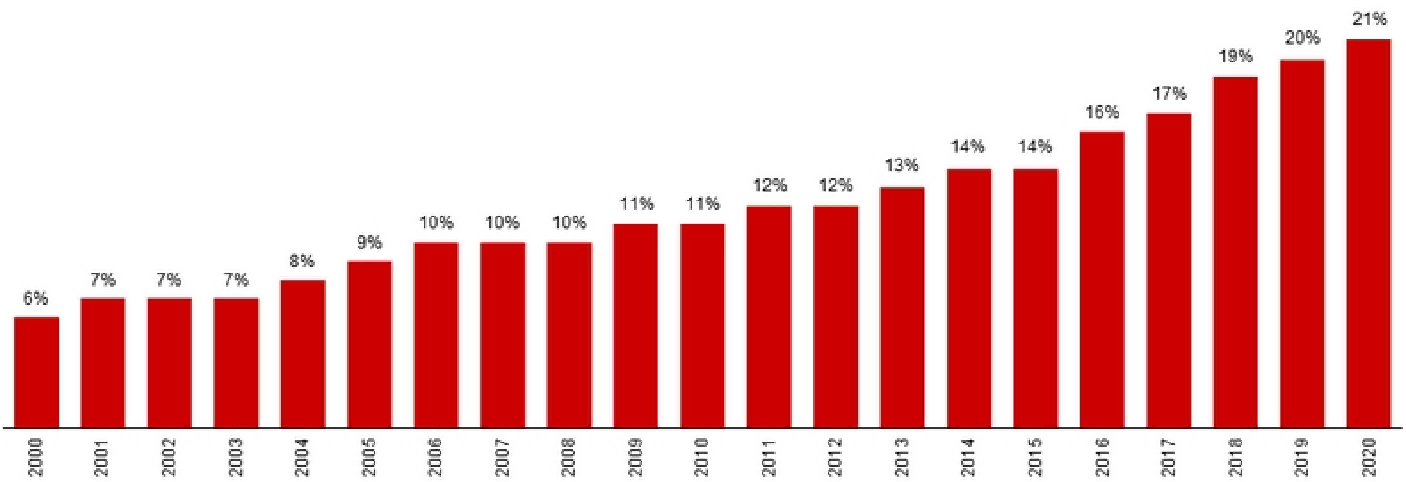
XPO's 32% load growth through September 2021 sharply outperformed the industry average

Over one million loads invoiced for the trailing 12 months ended September 30

[1] Source: Third-party research
[2] North American truck brokerage is the largest service offering in XPO's Brokerage and Other Services segment

Brokers have been steadily capturing truckload share for decades

BROKER PENETRATION OF NORTH AMERICAN TRUCKLOAD INDUSTRY



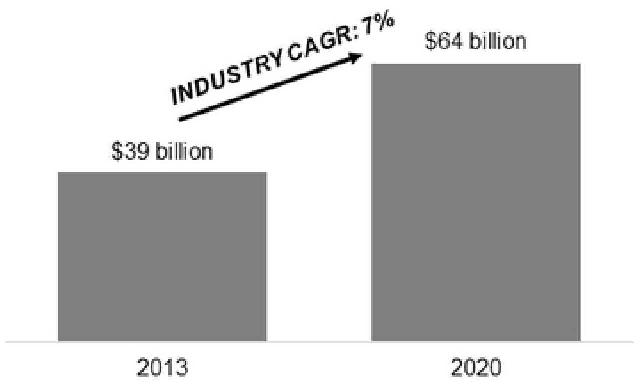
Outsourced freight transportation is shifting from asset-based trucking companies to brokers, as shippers seek reliable access to capacity and real-time pricing

Source: Third-party research

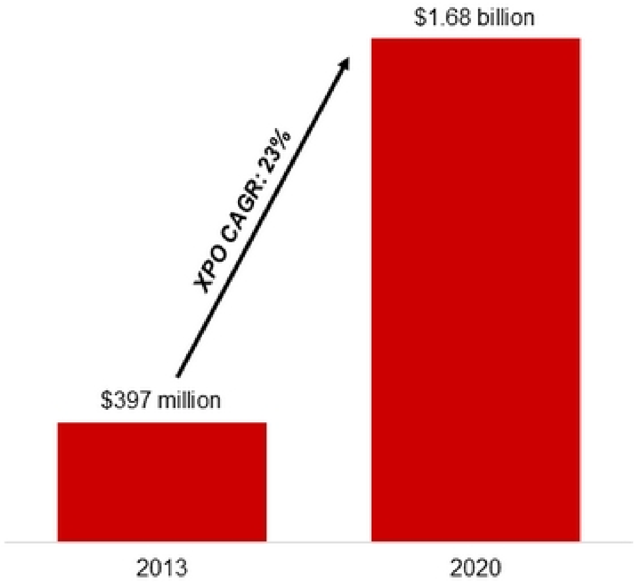
XPOLogistics

XPO's brokerage revenue CAGR has outperformed industry by more than 3x

US BROKERAGE INDUSTRY GROWTH 2013-2020[1]



XPO BROKERAGE REVENUE GROWTH 2013-2020



[1] Third-party research: North American truck brokerage industry size; reflects brokered component of ~$360 billion total addressable truckload opportunity

XPO Connect® is our cutting-edge digital freight platform

CUSTOMER AND CARRIER ADOPTION OF XPO'S FULLY AUTOMATED, CLOUD-BASED, DIGITAL FREIGHT MARKETPLACE IS ACCELERATING RAPIDLY

- Improves transportation procurement by providing deep visibility into available capacity and market conditions
- Captures high-margin opportunities with proprietary pricing technology
- Optimizes shipper services by sourcing the best carrier for each load profile and providing tracking from pickup to delivery in real time
- Integrates with customer TMS systems and provides real-time pricing that is backed by service and capacity
- Equips truck drivers to find, win and book loads, negotiate rates and locate backhauls to reduce empty miles, using XPO's mobile app
- Gives shippers and carriers the ability to interact directly when tendering loads for maximum efficiency
- Drives up productivity in XPO's brokerage operation — grew loads at nearly 2x the rate of headcount, Q3 2016-Q3 2021
- Gives customers easy-to-use automation — 60% of XPO's brokerage orders are created digitally in XPO Connect® via EDI, APIs and customers directly on the platform
- Adoption of XPO's cloud-based digital freight

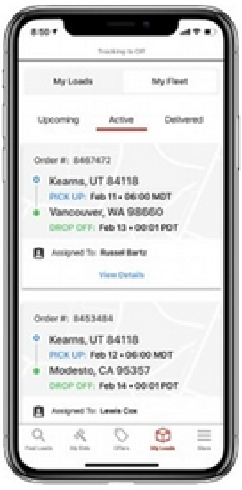
Note: XPO Connect ® is a breakthrough technology that helps shippers and carriers make informed decisions, leveraging an integrated platform tailored for every mode of transportation.

XPOLogistics

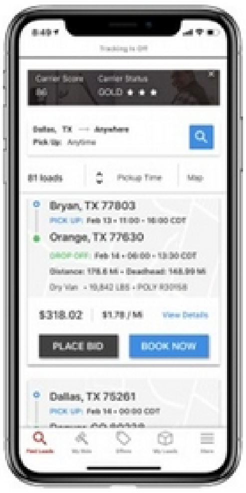
Drivers have downloaded the Drive XPO® app over 550,000 times

- Proprietary mobile app gives truck drivers access to the XPO Connect® platform from the road
- Fully automated transactions, tracking solution and intuitive tools for bidding, booking loads and more
- Enhances access to truckload capacity for XPO customers regardless of market conditions

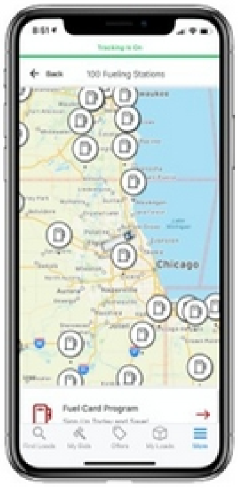
CAPACITY POSTING



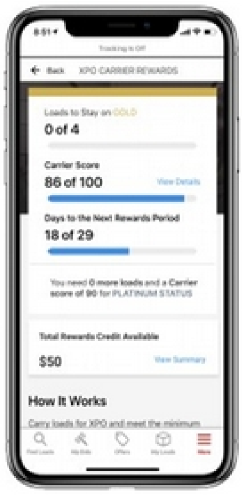
LOAD BOOKING



FREIGHT MANAGEMENT



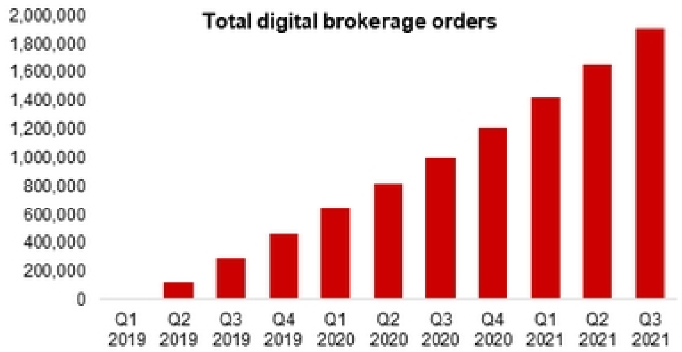
CARRIER SCORE AND REWARDS



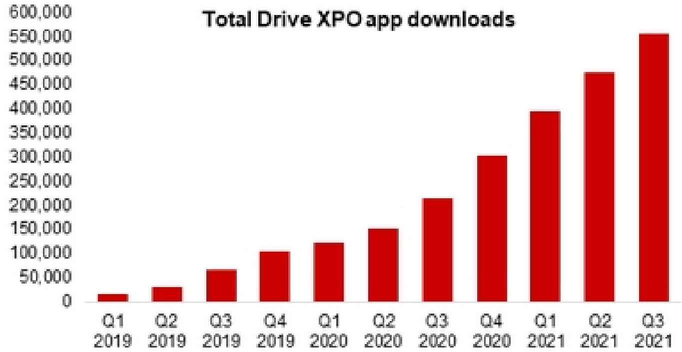
Nearly 3x the cumulative downloads of a year ago

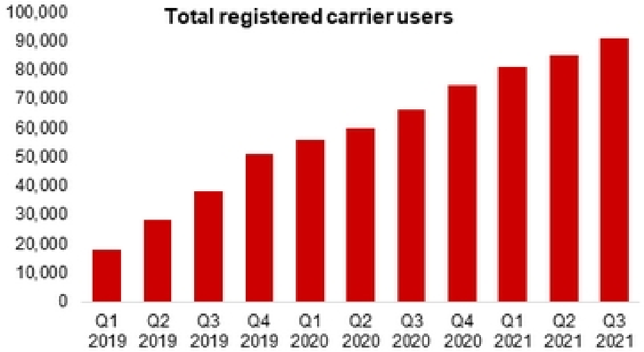
XPO's digital marketplace is widely adopted and growing hyper-fast

MORE THAN 3X INCREASE IN CUSTOMER ACCOUNTS ON XPO CONNECT® YoY



CARRIERS WANT DIGITAL ACCESS TO LOADS THAT XPO CONNECT® OFFERS





Note: All data is cumulative as of September 30, 2021

Supplemental materials

Highly skilled management team

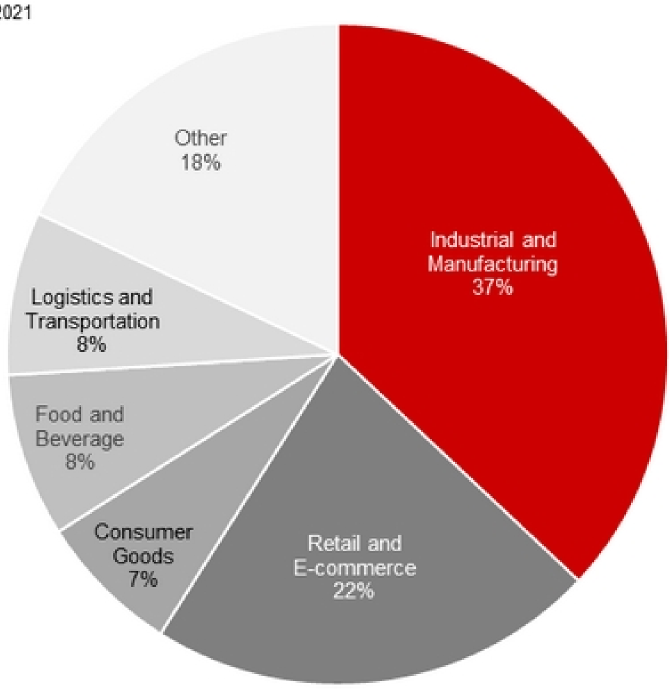
LEADERSHIP	PRIOR EXPERIENCE
Brad Jacobs *Chief Executive Officer*	United Rentals, United Waste
Lou Amo *President, Truck Brokerage – North America*	Electrolux, Union Pacific, Odyssey Logistics
Josephine Berisha *Chief Human Resources Officer*	Morgan Stanley
Diana Brown *Senior VP, Sales Operations and Customer Experience – North America*	Amazon, SAP
Erik Caldwell *President, Last Mile Logistics – North America*	Hudson's Bay, Luxottica
Troy Cooper *President*	United Rentals, United Waste
Matthew Fassler *Chief Strategy Officer*	Goldman Sachs
Luis-Angel Gómez Izaguirre *Managing Director, Transport – Europe*	Norbert Dentressangle
Mario Harik *Chief Information Officer; Acting President, LTL – North America*	Oakleaf Waste Management
LaQuenta Jacobs *Chief Diversity Officer*	Delta Air Lines, Home Depot, Turner Broadcasting
Christine Robinne *Chief Information Officer – Europe*	Heineken, Quaker Oats
Ravi Tulsyan *Chief Financial Officer*	ADT, Tyco, PepsiCo
Drew Wilkerson *President, Transportation – North America*	C.H. Robinson

Note: Partial list

Highly diversified revenue across attractive verticals

XPO REVENUE DIVERSIFICATION BY VERTICALS

TTM as of September 30, 2021



XPOLogistics

#1 last mile logistics provider for heavy goods

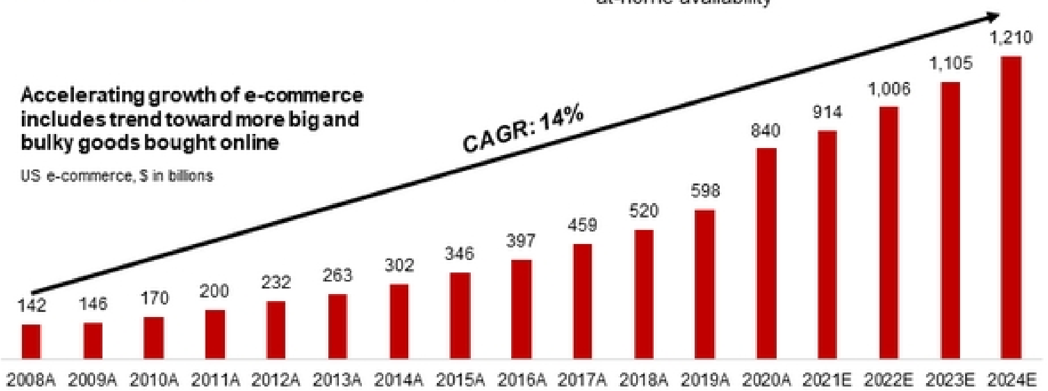
Note: Last mile logistics is the facilitation of deliveries to consumer homes, often with white-glove service. XPO specializes in last mile logistics for heavy goods, such as appliances, furniture and large electronics. North American industry size: ~$13 billion[1].

XPO KEY METRICS[2]

TTM revenue	$1 billion
Hub locations	85
Employees[3]	~1,800
Carriers / trucks	~1,700 / ~4,400
TTM deliveries and installations	Over 11 million

INDUSTRY LEADER IN NORTH AMERICA

- XPO is the largest last mile provider for heavy goods
- Outstanding customer satisfaction levels resulting from in-house expertise, digital consumer engagement via XPO technology and high-quality network of independent contractors
- Customers include omnichannel retail, e-commerce and direct-to-consumer manufacturers
- Asset-light platform positioned within 125 miles of 90% of the US population; independent contractor network
- XPO Connect™ tools balance route efficiency with consumer at-home availability



[1] Source: Third-party research
[2] Data as of September 30, 2021, North America
[3] Additionally ~800 temporary workers

XPOLogistics

XPO holds leading transportation positions in key European geographies

TRUCK BROKERAGE

#1 broker in France and Iberia (Spain / Portugal)

#3 broker in the UK

LESS-THAN-TRUCKLOAD

#1 LTL provider in France and Iberia

#1 single-owner LTL network in the UK

- Approximately 100 LTL locations serving countries across Europe
- Optimal LTL operating model utilized for each coverage area: contracted capacity, owned capacity or blended capacity

XPO is widely recognized for performance and culture

- Named one of the World's Most Admired Companies by Fortune, 2018, 2019, 2020, 2021
- Ranked #1 in the Fortune 500 category of Transportation and Logistics, 2017, 2018, 2019, 2020, 2021
- Named a Top Company for Women to Work for in Transportation by Women in Trucking Association, 2021
- Named one of Spain's Best Companies to Work For by Forbes, 2019, 2020, 2021
- Named a Leader in the Magic Quadrant for 3PL Providers by Gartner, 2017, 2018, 2019, 2020, 2021
- Received Intel's Supplier Achievement Award for COVID response, 2021
- Recognized by General Motors with Supplier of the Year Award for aftermarket distribution 2019, managed transportation 2020, 2021
- Received Ulta Beauty's "Improve Always" Award, 2021
- Named a Top 100 3PL by Inbound Logistics, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021
- Named one of Best Leadership Teams and Best CEOs for Diversity by Comparably, 2021
- Winner of Dow Chemical's Sustainability Award for road transportation, 2021
- Named LTL Collaborator of the Year by GlobalTranz, 2021
- Named a Top 100 Trucker by Inbound Logistics, 2016, 2017, 2018, 2019, 2020, 2021
- Recognized as one of the Most Socially Responsible Companies in France by Statista, 2020
- Honored with Whirlpool Corporation Intermodal Carrier of the Year Award and Maytag Dependability Award, 2020
- Ranked #7 of the Top 20 UK Companies for Quality of Workplace Culture by the Chartered Management Institute, 2020
- Ranked in top three of the Top 100 Transport Companies in France by l'Officiel des Transporteurs, 2019, 2020
- Recognized by Ford Motor Company with World Excellence Awards, 2019, 2020, 2021
- Recognized by Owens Corning as Supplier of the Year Award, 2020
- Recognized by Raytheon Company with EPIC Supplier Excellence Award for on-time delivery, 2019
- Named a European Diversity Leader by the Financial Times, 2019
- Ranked in top 100 of America's Most Responsible Companies by Newsweek, 2019
- Named a Winning "W" Company by 2020 Women on Boards for gender diversity of the board of directors, 2019
- Named a Disruptive Technology Leader on the Freight.Tech 25 by FreightWaves, 2018, 2019, 2020
- Recognized by Nissan Manufacturing UK for excellence at Operational Logistics Awards, 2014, 2015, 2016, 2017, 2018, 2019
- Awarded Best Employer Practice Award for partnership with DS Workfit by British Association for Supported Employment, 2019
- CEO Jacobs ranked #10 on Barron's readers list of World's Best CEOs, 2018
- Named to the Fortune Future 50 list of US companies best positioned for breakout growth, 2018

Selected highlights of XPO's people-first culture

- Road to Zero program helped decrease the percentages of distracted driving, lost work days and crashes by double-digits in 2020
- Appointed a Chief Diversity Officer and launched a Diversity and Inclusion Council in 2020
- Launched a Sustainability Steering Committee and a Diversity and Inclusion Steering Committee in Europe in 2020
- Named 2021 transportation partner of 3-Day Walks® for Susan G. Komen Foundation in its fight against breast cancer
- Partnered with Hispanic Association of Colleges and Universities to provide financial support for HACU's objectives
- Partnered with Truckers Against Trafficking to help combat human trafficking
- Recognized by Human Rights Campaign on the Corporate Equality Index (CEI) for LGBTQ+ inclusion, 2020, 2021
- Recognized by Disability:IN and the American Association of People with Disabilities on the Disability Equality Index, 2021
- Donated services to Soles4Souls, a non-profit committed to disrupting the cycle of poverty
- Partnered with a leading virtual clinic for women and families to provide supplemental health services for employees
- Tuition benefit reimburses employees up to $5,250 annually for pursuing continuing education
- Robust recruitment initiatives emphasize diversity hiring; awarded Viqtory's bronze-level Military-Friendly Employer®
- Company celebrates Black History, Women's History, Hispanic Heritage, LGBTQ+ Pride and Military Appreciation months

Progressive Pregnancy Care and Family Bonding benefits

- Any XPO employee, male or female, receives up to six weeks of 100% paid postnatal leave as primary caregiver, or up to two paid weeks as a secondary caregiver
- Women receive up to 10 days or 80 hours of 100% paid prenatal leave for health and wellness
- "Automatic yes" pregnancy accommodations granted on request; more extensive accommodations easily arranged
- XPO guarantees that a woman will continue to be paid her regular base wage rate, and remain eligible for wage increases, while her pregnancy accommodations are in effect

XPO is strongly committed to sustainability

- CarbonNET, XPO's proprietary, cloud-based calculator, helps document emission sources, activity data and CO_2 calculations
- Named a Top 75 Green Supply Chain Partner by Inbound Logistics for 2016, 2017, 2018, 2019, 2020, 2021
- Joined Lean & Green National Project in Spain as part of pan-European initiative to cut greenhouse gas emissions in supply chains
- Awarded Trophées EVE 2020 for implementing an "urban river" solution to reduce CO_2 emissions during inner-city deliveries in Paris, in cooperation with the Ports of Paris, City of Paris, Île-de-France region and Voies Navigables de France
- Renewed three-year commitment to the CO_2 Charter in France, extending 10-year commitment to sustainability
- Expanded fleet with 80 liquified natural gas (LNG) trucks in Europe in 2020; now over 250 natural gas trucks in Europe
- Invested in fuel-efficient Freightliner Cascadia tractors in North America (EPA-compliant and GHG14-compliant technology), and Stralis Natural Power Euro VI tractors in Europe
- European fleet has reduced fuel consumption by 10% since 2015
- Partnered with ENGIE Solutions, a leading provider of sustainable mobility, to transport natural gas in cryogenic tanks capable of maintaining extremely low temperatures
- XPO mega-trucks in Spain can reduce CO_2 emissions by up to 20% by transporting more freight per trip
- XPO drivers train in responsible eco-driving and fuel usage reduction techniques
- North American LTL locations implementing phased upgrades to LED lighting
- Experimenting in Europe with diesel-electric hybrids and zero-emission electric vans for last mile service
- Utilizing electronic waybills and documentation in global operations to reduce paper and other waste

The latest XPO Sustainability Report is available online at sustainability.xpo.com

XPOLogistics

Business glossary

XPO SERVICES

- **Less-than-truckload (LTL):** LTL is the transportation of a quantity of freight that is larger than a parcel but too small to require an entire truck, and is often shipped on a pallet. LTL shipments are priced according to the weight of the freight, its commodity class (generally determined by cube/weight ratio and type of product), and mileage within designated lanes. An LTL carrier typically operates a hub-and-spoke network that allows for the consolidation of multiple shipments for different customers in single trucks. XPO is the third largest LTL provider in North America, with a national network that provides customers with geographic density and day-definite regional, inter-regional and transcontinental LTL freight services, including cross-border US service to and from Mexico and Canada, and intra-Canada service. The company also has one of the largest LTL networks in Western Europe, using a blended model of owned and contracted capacity to provide customers with domestic and pan-European solutions.
- **Truck brokerage:** Truck brokerage is a variable-cost business that facilitates the trucking of freight by procuring carriers through the use of technology, typically referred to as a TMS (transportation management system). Brokerage net revenue is the spread between the price to the shipper and the cost of purchased transportation. The vast majority of truck brokerage shipments are full truckload; cargo is provided by a single shipper in an amount that requires the full limit of the trailer, either by dimension or weight. XPO is the second largest freight broker globally and the third largest in North America. The company matches shippers' loads with third-party independent contractors that have the ability to interact directly on the company's proprietary XPO Connect® digital platform (see below). Truck brokers have steadily increased their share of the for-hire trucking market throughout cycles, and shippers and carriers increasingly value automation, making digital truck brokerage one of the strongest trends in the freight transportation industry.

XPO TECHNOLOGY

- **XPO Connect®:** XPO's proprietary, fully automated, self-learning digital freight marketplace connects shippers and carriers directly, as well as through company operations. XPO Connect® gives shippers comprehensive visibility into current market conditions, including fluctuations in capacity, spot rates by geography and digital negotiating through an automated counteroffer feature. Carriers can post available truck capacity and bid on loads, and shippers can tender loads and track their freight in real time. Drivers use the Drive XPO® app for mobile access to XPO Connect® from the road. The app also serves as a geo-locator and supports voice-to-text communications. The cloud-based XPO Connect® platform is deployed globally.
- **XPO Smart™:** XPO's proprietary, intelligent labor optimization tools improve productivity in cross-dock operations at XPO's LTL network terminals.

XPOLogistics

Financial reconciliations

The following table reconciles XPO's income (loss) from continuing operations for the periods ended September 30, 2021 and 2020 to adjusted EBITDA for the same periods.

RECONCILIATION OF INCOME (LOSS) FROM CONTINUING OPERATIONS TO ADJUSTED EBITDA

$ in millions
(unaudited)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	Change %	2021	2020	Change %
Income (loss) from continuing operations	$ 21	$ 37	-43.2%	$ 197	$ (79)	NM
Debt extinguishment loss	46	-		54	-	
Interest expense	53	81		176	226	
Income tax provision (benefit)	11	31		60	(36)	
Depreciation and amortization expense	118	119		357	351	
Unrealized (gain) loss on foreign currency option and forward contracts	-	-		1	(1)	
Litigation settlements	29	-		29	-	
Transaction and integration costs	15	-		26	66	
Restructuring costs	14	-		16	31	
Adjusted EBITDA	$ 307	$ 268	14.6%	$ 916	$ 558	64.2%
Revenue	$ 3,270	$ 2,675	22.2%	$ 9,445	$ 7,261	30.1%
Adjusted EBITDA margin [1]	9.4%	10.0%		9.7%	7.7%	
Gains on real estate transactions	(5)	(26)				
Adjusted EBITDA, excluding gains on real estate transactions	$ 302	$ 242	24.8%			
Adjusted EBITDA margin, excluding gains on real estate transactions [1]	9.2%	9.0%				

Note: NM = not meaningful
[1] Adjusted EBITDA margin is calculated as adjusted EBITDA divided by revenue
Note: Adjusted EBITDA was prepared assuming 100% ownership of XPO Logistics Europe
Refer to the "Non-GAAP Financial Measures" section on page 2 of this document

XPOLogistics

Financial reconciliations (cont.)

The following table reconciles XPO's net income (loss) from continuing operations attributable to common shareholders for the periods ended September 30, 2021 and 2020 to adjusted net income from continuing operations attributable to common shareholders for the same periods.

RECONCILIATIONS OF ADJUSTED NET INCOME AND ADJUSTED DILUTED EARNINGS PER SHARE

$ in millions, except per-share data
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net income (loss) from continuing operations attributable to common shareholders	$ 21	$ 28	$ 197	$ (78)
Debt extinguishment loss	46	-	54	-
Unrealized (gain) loss on foreign currency option and forward contracts	-	-	1	(1)
Amortization of acquisition-related intangible assets	22	22	65	65
ABL amendment cost	1	-	1	-
Litigation settlements	29	-	29	-
Transaction and integration costs	15	-	26	66
Restructuring costs	14	-	16	31
Income tax associated with the adjustments above [1]	(35)	(5)	(49)	(35)
Discrete and other tax-related adjustments [2]	(4)	-	(4)	-
Allocation of undistributed earnings	-	(1)	-	(9)
Adjusted net income from continuing operations attributable to common shareholders	$ 109	$ 44	$ 336	$ 39
Adjusted diluted earnings from continuing operations per share	$ 0.94	$ 0.42	$ 2.95	$ 0.38
Weighted-average common shares outstanding				
Diluted weighted-average common shares outstanding	116	102	114	102

[1] Income tax rate applied to reconciling items is based on GAAP annual effective tax rate, excluding discrete items and contribution- and margin-based taxes
[2] Discrete tax items reflect a tax benefit related to a tax planning initiative that resulted in the recognition of a long-term capital loss offset by tax expense, due to valuation allowances that were recognized as a result of the spin-off of the logistics business

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 for the periods ended September 30, 2021 and 2020 to adjusted operating income for the same periods.

RECONCILIATION OF OPERATING INCOME TO ADJUSTED OPERATING INCOME

$ in millions
(unaudited)

	Three Months Ended September 30,		
	2021	2020	Change %
Operating income	$ 112	$ 138	-18.8%
Litigation settlements	29	-	
Transaction and integration costs	15	-	
Restructuring costs	14	-	
Real estate gains	5	26	
Adjusted operating income	$ 175	$ 164	6.7%

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

Financial reconciliations (cont.)

The following table reconciles XPO's cash flows from operating activities of continuing operations for the periods ended September 30, 2021 and 2020 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 September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net cash provided by operating activities from continuing operations	$ 250	$ 138	$ 558	$ 292
Payment for purchases of property and equipment	(77)	(66)	(212)	(220)
Proceeds from sales of property and equipment	12	66	72	137
Free Cash Flow	$ 185	$ 138	$ 418	$ 209

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 business for the trailing twelve months ended September 30, 2021, the quarters ended September 30, 2021 and 2020, the nine-month periods ended September 30, 2021 and 2020, and the years ended December 31, 2020, 2019, 2018, 2017, 2016 and 2015 to adjusted operating income, adjusted operating ratio and adjusted EBITDA for the same periods.

RECONCILIATIONS OF NORTH AMERICAN LESS-THAN-TRUCKLOAD ADJUSTED OPERATING RATIO AND ADJUSTED EBITDA

$ in millions (unaudited)	Trailing Twelve Months Ended September 30,	Three Months Ended September 30,		Nine Months Ended September 30,		Years Ended December 31,					
	2021	2021	2020	2021	2020	2020	2019	2018	2017	2016	2015
Revenue (excluding fuel surcharge revenue)	$ 3,454	$ 904	$ 825	$ 2,648	$ 2,300	$ 3,106	$ 3,259	$ 3,230	$ 3,140	$ 3,035	$ 3,081
Fuel surcharge revenue	576	167	108	466	323	433	532	552	455	370	448
Revenue	4,030	1,071	933	3,114	2,623	3,539	3,791	3,782	3,595	3,405	3,529
Salaries, wages and employee benefits	1,887	495	443	1,434	1,287	1,740	1,783	1,751	1,697	1,676	1,726
Purchased transportation	422	124	89	334	246	334	397	400	438	438	508
Fuel and fuel-related taxes	255	73	46	207	138	186	264	293	234	191	230
Other operating expenses	547	151	113	430	377	494	471	590	555	514	629
Depreciation and amortization	224	57	55	169	169	224	227	243	233	203	164
Rents and leases	76	21	17	58	47	65	49	44	42	41	49
Transaction, integration and rebranding costs	1	1	-	1	5	5	-	-	19	24	21
Restructuring costs	(1)	-	-	-	5	4	3	3	-	-	
Operating income [1]	619	149	170	481	349	487	597	458	377	318	202
Operating ratio [2]	84.6%	86.1%	81.7%	84.6%	86.7%	86.2%	84.3%	87.9%	89.5%	90.7%	94.3%
Other income [3]	53	15	12	43	33	43	22	29	12	-	-
Amortization expense	34	8	8	25	25	34	34	33	34	34	10
Transaction, integration and rebranding costs	1	1	-	1	5	5	-	-	19	24	21
Restructuring costs	(1)	-	-	-	5	4	3	3	-	-	-
Depreciation adjustment from updated purchase price allocation of acquired assets	-	-	-	-	-	-	-	-	-	(2)	-
Adjusted operating income [1]	$ 706	$ 173	$ 190	$ 550	$ 417	$ 573	$ 656	$ 523	$ 442	$ 374	$ 233
Adjusted operating ratio [4] [5]	82.5%	83.9%	79.7%	82.3%	84.1%	83.8%	82.7%	86.2%	87.7%	89.0%	93.4%
Depreciation expense	190	49	47	144	144	190	193	210	199	169	154
Other	-	-	1	-	1	1	2	-	6	4	(6)
Adjusted EBITDA [1]	$ 896	$ 222	$ 238	$ 694	$ 562	$ 764	$ 851	$ 733	$ 647	$ 547	$ 381
Adjusted EBITDA Margin [6]		20.8%	25.3%								
Gains on real estate transactions		(5)	(26)								
Adjusted EBITDA, excluding gains on real estate transactions		$ 217	$ 212								
Adjusted EBITDA margin, excluding gains on real estate transactions [6]		20.3%	22.7%								

1 Operating income, adjusted operating income and adjusted EBITDA include real estate gains of $5 million and $26 million for the three months ended September 30, 2021 and 2020, respectively, and $41 million for the trailing twelve months ended September 30, 2021

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

3 Other income primarily consists of pension income

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

5 Excluding the impact of gains on real estate transactions, adjusted operating ratio was 84.4% for the third quarter of 2021, 82.5% for the third quarter of 2020, and 83.5% for the trailing twelve months ended September 30, 2021

6 Adjusted EBITDA margin is calculated as adjusted EBITDA divided by revenue

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

Financial reconciliations (cont.)

The following table reconciles XPO's revenue attributable to its North American truck brokerage business for the quarters ended September 30, 2021 and 2020 to net revenue for the same period.

RECONCILIATION OF NORTH AMERICAN TRUCK BROKERAGE NET REVENUE

$ in millions
(unaudited)

	Three Months Ended September 30,		
	2021	2020	Change %
Revenue	$ 700	$ 432	62.0%
Cost of transportation and services	601	371	
Net revenue	$ 99	$ 61	62.3%

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

Financial reconciliations (cont.)

The following table reconciles XPO's income (loss) from continuing operations for the trailing twelve months ended September 30, 2021, the nine-month periods ended September 30, 2021 and 2020 and twelve months ended December 31, 2020 to adjusted EBITDA for the same periods.

RECONCILIATION OF INCOME (LOSS) FROM CONTINUING OPERATIONS TO ADJUSTED EBITDA

$ in millions
(unaudited)

	Trailing Twelve Months Ended September 30, 2021	Nine Months Ended September 30, 2021	Twelve Months Ended December 31, 2020	Nine Months Ended September 30, 2020
Income (loss) from continuing operations	$ 263	$ 197	$ (13)	$ (79)
Debt extinguishment loss	54	54	-	-
Interest expense	257	176	307	226
Income tax provision (benefit)	74	60	(22)	(36)
Depreciation and amortization expense	476	357	470	351
Unrealized (gain) loss on foreign currency option and forward contracts	1	1	(1)	(1)
Litigation settlements	29	29	-	-
Transaction and integration costs	35	26	75	66
Restructuring costs	16	16	31	31
Adjusted EBITDA	$ 1,205	$ 916	$ 847	$ 558

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

Financial reconciliations (cont.)

We believe that return on invested capital (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) for the trailing twelve months ended September 30, 2021 divided by invested capital as of September 30, 2021. NOPAT is calculated as adjusted EBITDA less depreciation expense, real estate gains and cash taxes plus operating lease interest. Invested capital is calculated as equity plus debt and operating lease liabilities less cash and goodwill and intangibles.

RETURN ON INVESTED CAPITAL FOR TTM SEPTEMBER 30, 2021

$ in thousands
(unaudited)

Select income statement items	Trailing twelve months ended Sept. 30, 2021
Adjusted EBITDA	$ 1,205
(-) Depreciation	390
(-) Real estate gains	54
(+) Operating lease interest	31
(-) Cash taxes	111
Net operating profit after tax (NOPAT)	**$ 681**

Select balance sheet items	
Equity	$ 1,016
(+) Debt	3,571
(+) Operating lease liabilities	830
(-) Cash	254
(-) Goodwill and intangibles	3,096
Invested capital	**$ 2,067**

33% return on invested capital