Audit Committee Charter

Effective as of September 16, 2024

Mission Statement

The primary purposes of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of XPO, Inc. (the "Company") are:

(A) to assist the Board in fulfilling its responsibility to oversee (i) the Company's accounting and financial reporting processes, including the effectiveness of the Company's systems of internal controls and disclosure controls, (ii) the integrity of the Company's financial statements, (iii) the Company's compliance with legal and regulatory requirements, (iv) the qualifications and independence of the Company's outside auditors and (v) the performance of the Company's outside auditors and internal audit function; and

(B) to prepare the audit committee report required by the rules and regulations of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K.

Membership

The Committee shall consist of at least three directors, the exact number to be determined from time to time by a majority vote of the entire Board. Each member of the Committee shall satisfy the independence, financial literacy and other requirements of the listing standards of the New York Stock Exchange (or any other national stock exchange or quotation system on which the Company's securities are listed or quoted), the Company's Corporate Governance Guidelines, the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the SEC, including Rule 10A-3 of the Exchange Act, in each case as in effect from time to time. In addition, at least one member of the Committee shall have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment, and be an "audit committee financial expert" under the rules and regulations of the SEC, in each case as in effect from time to time.

The determination of any member's qualification to serve on the Committee, including assessments of financial literacy and financial expertise, shall be made by the Board consistent with the requirements of applicable listing standards, the Company's Corporate Governance Guidelines, the Exchange Act and the rules and regulations of the SEC, in each case as in effect from time to time.

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

No member of the Committee may serve simultaneously on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair such member's ability to effectively serve on the Committee and such determination is disclosed in the Company's annual proxy statement or on the Company's website.

Authority and Responsibilities

The Committee's function is one of oversight. The Committee recognizes that it is the responsibility of the Company's management to prepare the Company's financial statements and to develop and maintain systems of internal accounting and financial controls. The Committee also recognizes that the Company's outside auditors are ultimately accountable to the Committee and the Board for their review of these financial statements and the effectiveness of the Company's internal controls over financial reporting. Moreover, the Committee recognizes that the Company's management and the outside auditors and internal auditors have more knowledge and information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or internal controls or any professional certification as to the outside auditors' work.

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

Outside and Internal Auditors

- The Committee shall be directly responsible for, and have sole authority with respect to, the appointment, compensation, retention, oversight, evaluation and termination of the Company's outside auditors, including the resolution of disagreements between the Company's management and the outside auditors regarding financial reporting. The Company's outside auditors shall report directly to the Committee.

- The Committee shall review and pre-approve all audit services (including those performed for purposes of providing comfort letters and statutory audits) rendered to the Company by its outside auditors. Subject to the de minimis exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act, the Committee shall review and pre-approve all non-audit services rendered to the Company by its outside auditors.

- The Committee shall, at least annually, (a) receive from the outside auditors a written report describing the outside auditors' internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review of the outside auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the outside auditors, and any steps taken to address any such issues; and (b) in order to assess the outside auditors' independence, receive and review a report from the outside auditors in accordance with the applicable requirements of the PCAOB describing all relationships between the outside auditors and the Company or individuals in a financial reporting oversight role at the Company that may reasonably be thought to bear on the outside auditors' independence, and discuss with the outside auditors the potential

effects of any disclosed relationships or services on the outside auditors' objectivity and independence.

- After reviewing the foregoing report and the outside auditors' work throughout the year, the Committee shall evaluate the outside auditors' qualifications, performance and independence. This evaluation shall include the review and evaluation of the lead partner of the outside auditors. In making its evaluation, the Committee should take into account the opinions of management and, if applicable, the Company's internal auditors (or other personnel responsible for the internal audit function) and shall take appropriate action in response to the outside auditors' report and the opinions of those the Committee consults to satisfy itself of the outside auditors' independence and adequate performance.

- The Committee shall obtain assurance from the Company's outside auditors that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.

- The Committee should further consider whether, in order to assure the continuing independence of the outside auditors, there should be regular rotation of the lead audit partner (in addition to any rotation that may already be required by law or regulation), or of the outside audit firm. The Committee shall present its conclusions with respect to the outside auditors to the Board.

- The Committee shall establish clear hiring policies with respect to employees or former employees of the outside auditors.

- The Committee shall annually discuss with management, the outside auditors and the internal auditors and review the performance and adequacy of the Company's internal audit function, including the internal auditors' responsibilities, budget, staffing and any proposed changes in the audit scope, plan or procedures from the prior period.

- The Committee shall review and approve the appointment, replacement, reassignment or dismissal of the head of the Company's internal audit function and periodically review his or her performance.

Financial Reporting Process and Financial Statements Integrity

- The Committee shall meet regularly (and, in any event, no less than quarterly) in separate sessions with (a) the outside auditors, (b) management and (c) the Company's internal auditors (or other personnel responsible for the internal audit function).

- The Committee shall meet to review and discuss with management and the outside auditors the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures in the related "Management's Discussion and Analysis of Financial Condition and Results of Operation".

- The Committee shall review and discuss with management and the outside auditors (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and

any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and (iv) the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as review any financial information and earnings guidance provided to analysts and rating agencies.

- In connection with the annual audit and the review by the outside auditors of the financial information included in the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K, the Committee shall, prior to the release of earnings or the filing of the Form 10-Q or Form 10-K, as applicable, discuss with the outside auditors the matters required to be discussed under SEC regulations and the standards of the PCAOB.

- The Committee shall recommend to the Board whether the Company's annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

- The Committee shall review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's outside auditors, or the performance of the internal audit function.

- The Committee shall receive from the Company's outside auditors timely reports concerning:

    (a) all critical accounting policies and practices to be used;

    (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Company, the ramifications of the use of such alternative disclosures or treatments and the treatment preferred by the auditors; and

    (c) other material written communications between the auditors and the management of the Company, such as any management letter or schedule of unadjusted differences.

- The Committee shall review with the outside auditors and, if applicable, the internal auditors any audit problems or difficulties and management's response. The review should include any restrictions on the scope of the outside auditors' activities or access to requested information and any communications or disagreements with management.

- The Committee shall confirm with the Company's outside auditors that they are not aware of any information indicating that any illegal act has or may have occurred that would necessitate a response under Section 10A(b) of the Exchange Act.

- The Committee shall discuss with management, the outside auditors and the internal auditors the quality and adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.

- The Committee shall discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls by the Chief Executive Officer and Chief Financial Officer.

- The Committee shall prepare the report of the audit committee required by the rules of the SEC to be included in the Company's annual proxy statement.

Risk Assessment and Management

- The Committee shall discuss with management, the outside auditors and, if applicable, the internal auditors the guidelines and policies that govern the process by which the Company's exposure to risk is assessed and managed by management, including the risk of fraud.

- In connection with the Committee's discussions of the Company's risk assessment and management guidelines and policies, the Committee may discuss or consider the Company's major financial risk exposures and the steps that the Company's management has taken to monitor and control these exposures.

Related Party Transactions

- The Committee shall review and approve or ratify any transaction between the Company and a related person that is required to be disclosed under the rules and regulations of the SEC. The Company's management shall have responsibility for bringing any such transaction to the attention of the Committee. In approving or rejecting any such transaction, the Committee will consider the relevant facts and circumstances, including the material terms of the transaction, risks, benefits, costs, availability of other comparable services or products and, if applicable, the impact on a director's independence. For purposes of this requirement, the terms "transaction" and "related person" shall have the respective meanings contained in Item 404 of Regulation S-K.

Compliance with Laws, Regulations and Ethics Codes

- The Committee shall review with the Company's head of legal, the internal auditors, if applicable, or other appropriate persons legal matters that may have a material impact on the Company's financial statements and any material reports received from or communications with regulators or government agencies.

- The Committee shall discuss with management and the outside auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on the Company's financial statements.

- The Committee shall regularly receive reports from management regarding compliance with the Company's codes of business conduct and ethics for directors, officers and employees and the procedures established to monitor compliance, and shall review and approve requests for waivers and promptly disclose any waivers that are granted as required by law, regulation or applicable listing standards.

- The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and shall establish procedures for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

Access to Advisors; Investigations

- The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting and other advisors as it determines necessary or appropriate to carry out its duties and shall have the authority to approve the advisors' fees and other retention terms.

- The Committee shall have the authority to cause the Company to provide appropriate funding, as determined by the Committee, for (i) payment of compensation to the Company's outside auditors and any other advisors retained by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

- The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities, including the authority to seek any information it requires from any director, officer or employee of the Company.

Performance Evaluation

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

Structure and Operations

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

two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee.

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

The Committee may form and delegate authority to subcommittees when appropriate. The Committee may also delegate to one or more of its members the authority to pre-approve audit and non-audit services, provided that the decisions of any member to whom pre-approval authority is delegated shall be presented to the Committee at the next Committee meeting.

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

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