Investor Overview

Q3 2024

October 2024

Forward-looking statements

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements relating to our full year 2024 expectations of gross capex, interest expense, pension income, adjusted effective tax rate, and diluted share count, and future financial targets of North American LTL revenue CAGR, adjusted EBITDA CAGR, adjusted operating ratio improvement, and capex as a percentage of revenue. 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. 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: the effects of business, economic, political, legal, and regulatory impacts or conflicts upon our operations; supply chain disruptions and shortages, strains on production or extraction of raw materials, cost inflation and labor and equipment shortages; 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; the effectiveness of our action plan, and other management actions, to improve our North American LTL business; our ability to continue insourcing linehaul in ways that enhance our network efficiency and service; the anticipated impact of a freight market recovery on our business; our ability to benefit from a sale, spin-off or other divestiture of one or more business units or to successfully integrate and realize anticipated synergies, cost savings and profit opportunities from acquired companies; goodwill impairment; issues related to compliance with data protection laws, competition laws, and intellectual property laws; fluctuations in currency exchange rates, fuel prices and fuel surcharges; the expected benefits of the spin-offs of GXO Logistics, Inc. and RXO, Inc.; our ability to develop and implement suitable information technology systems; the impact of potential cyber-attacks and information technology or data security breaches or failures; our indebtedness; our ability to raise debt and equity capital; fluctuations in interest rates; seasonal fluctuations; our ability to maintain positive relationships with our network of third-party transportation providers; our ability to attract and retain key employees including qualified drivers; labor matters; litigation; 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 except to the extent required by law.

Non-GAAP financial measures

This presentation contains non-GAAP financial measures. For a description of these non-GAAP financial measures, including a reconciliation to the most comparable measure under GAAP, see the Appendix to this presentation.

Third quarter 2024 highlights

$2.05 billion of revenue, up 4% YoY

$176 million of operating income, up 14% YoY

$333 million of adjusted EBITDA, up 20% YoY

$1.02 of adjusted diluted EPS[1], up 16% YoY

LTL adjusted operating income of $198 million, up 17% YoY

LTL adjusted operating ratio of 84.2%, improved by 200 bps YoY

LTL yield, excluding fuel, up 6.7% YoY

LTL revenue per shipment, excluding fuel, up 6.6% YoY

LTL damage claims ratio of 0.2%

Fourth consecutive quarter of significant YoY improvement in LTL adjusted OR

[1] Diluted earnings from continuing operations per share

Refer to "Financial Reconciliations" and "Non-GAAP Financial Measures" sections in Appendix for related information

XPO

Third quarter 2024 performance

REVENUE	$2.05 billion
OPERATING INCOME	$176 million
NET INCOME	$95 million
DILUTED EARNINGS PER SHARE	$0.79
ADJUSTED NET INCOME	$122 million
ADJUSTED DILUTED EPS	$1.02
ADJUSTED EBITDA	$333 million
CASH FLOW FROM OPERATING ACTIVITIES	$264 million

BY SEGMENT

NORTH AMERICAN LTL

REVENUE	$1.25 billion
ADJUSTED EBITDA	$284 million
ADJUSTED OPERATING RATIO	84.2%

EUROPEAN TRANSPORTATION

REVENUE	$803 million
ADJUSTED EBITDA	$44 million

Refer to “Financial Reconciliations” and “Non-GAAP Financial Measures” sections in Appendix for related information
Note: Net income, diluted earnings per share, adjusted net income, adjusted diluted EPS, and adjusted EBITDA include a $9 million gain ($7 million after-tax or $0.06 per share) on a past investment in a private company that was sold in the quarter

XPO

Our LTL strategy is driving significant margin and earnings expansion

1

Provide best-in-class service

2

Invest in network for the long-term

3

Accelerate yield growth

4

Drive cost efficiencies

Targets for LTL Growth, Profitability and Efficiency, 2021-2027

Revenue CAGR of 6% to 8%

Adjusted EBITDA CAGR of 11% to 13%

Adjusted operating ratio improvement of at least 600 bps

Refer to "Non-GAAP Financial Measures" section in Appendix for related information

XPO

Strong position in North American LTL

A leading carrier in a compelling industry

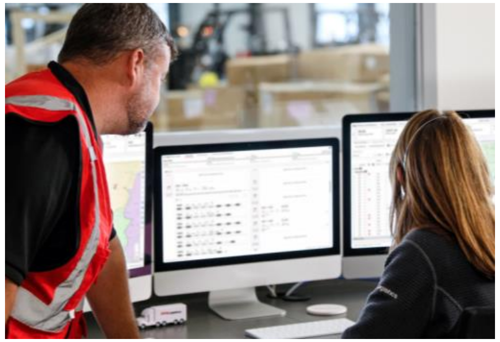
5% CAGR: North American LTL industry revenue

- $52 billion bedrock industry for the US economy, with nearly 75% share held by top 10 LTL players
- Diverse demand across verticals, with secular growth drivers
- Attractive pricing environment for over a decade, with positive YoY industry pricing each year
- Strong service quality is key gating factor for yield growth and margin expansion
- Industry service center capacity stayed nearly flat for a decade[1]

Sources: Third-party research; company filings
Note: Revenue CAGR for periods 2010–2023; industry size and market share data for 2023
[1] US service centers, includes ARCB, FDX, ODFL, SAIA, XPO and YELL

XPO

A major player in the supply-chain ecosystem



$4.7 billion 2023 revenue	**9%** 2023 industry share	**3rd largest** LTL carrier by 2023 revenue	**12.4%** of 2023 revenue allocated to gross capex
35,000 customers served	**650 million** linehaul miles run per year	**13 million** shipments per year	**18 billion** pounds of freight per year
23,000 employees	**13,000** drivers	**34,000** trailers	**304** service centers[1]

[1] Operational service centers as of September 30, 2024

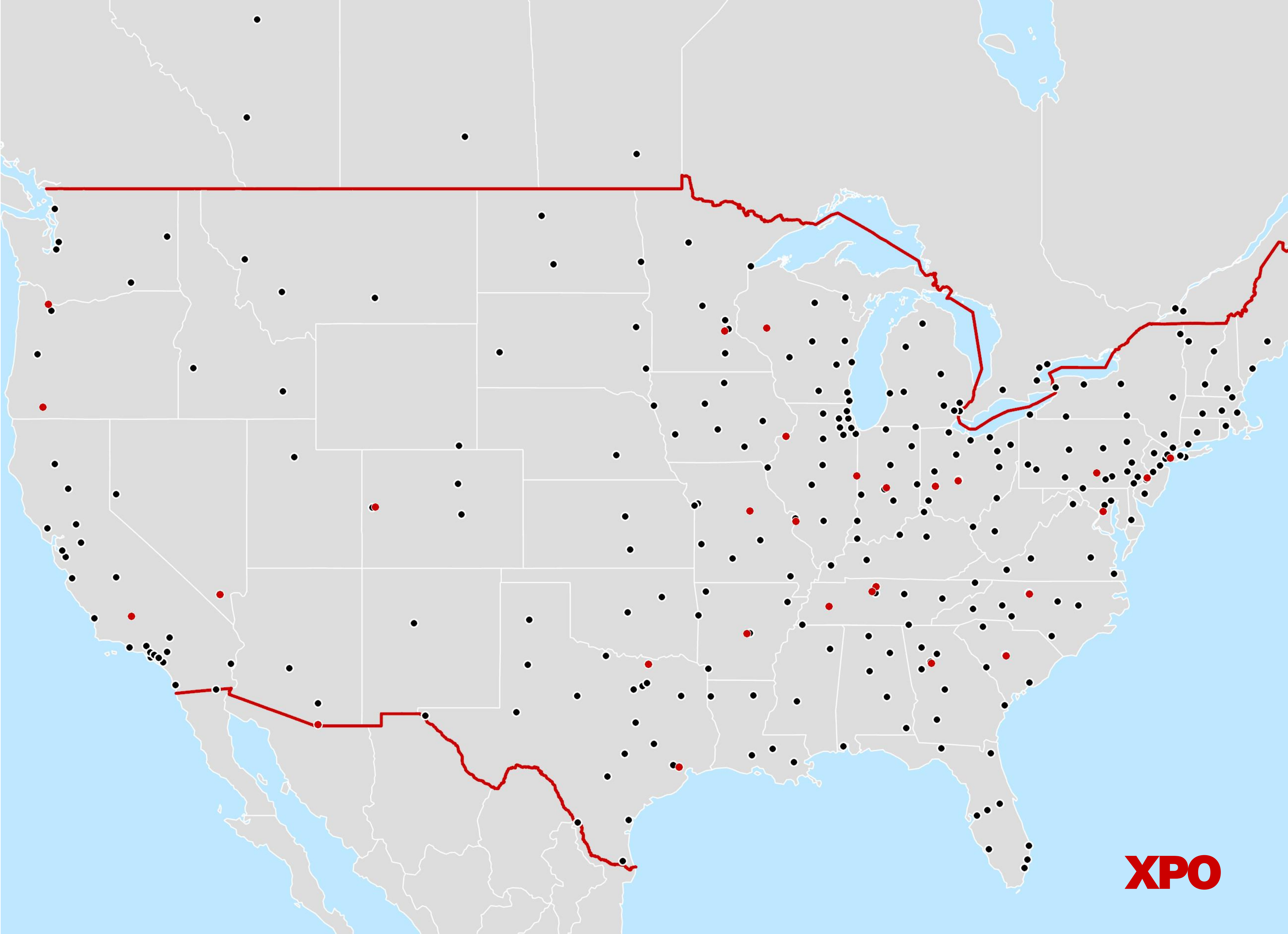
Note: Company data for North American LTL segment only as of September 30, 2024, unless otherwise noted as 2023 (full year)

XPO

Expansive network covering 99% of US zip codes

- Service Centers
- Acquired Service Centers[1]

- **304 service centers[2]**
- **Cross-border and offshore capabilities**
- **Strategic investments in high-demand markets**



[1] Indicates expanded footprint with integration underway of service centers acquired in December 2023; on track for all sites to be operational by early 2025
[2] Operational service centers as of September 30, 2024

XPO

Strategic mix of blue-chip and local customers

Long-standing relationships – average tenure of top 10 customers is 16 years

Note: Company data for North American LTL segment only as of September 30, 2024; selected customers

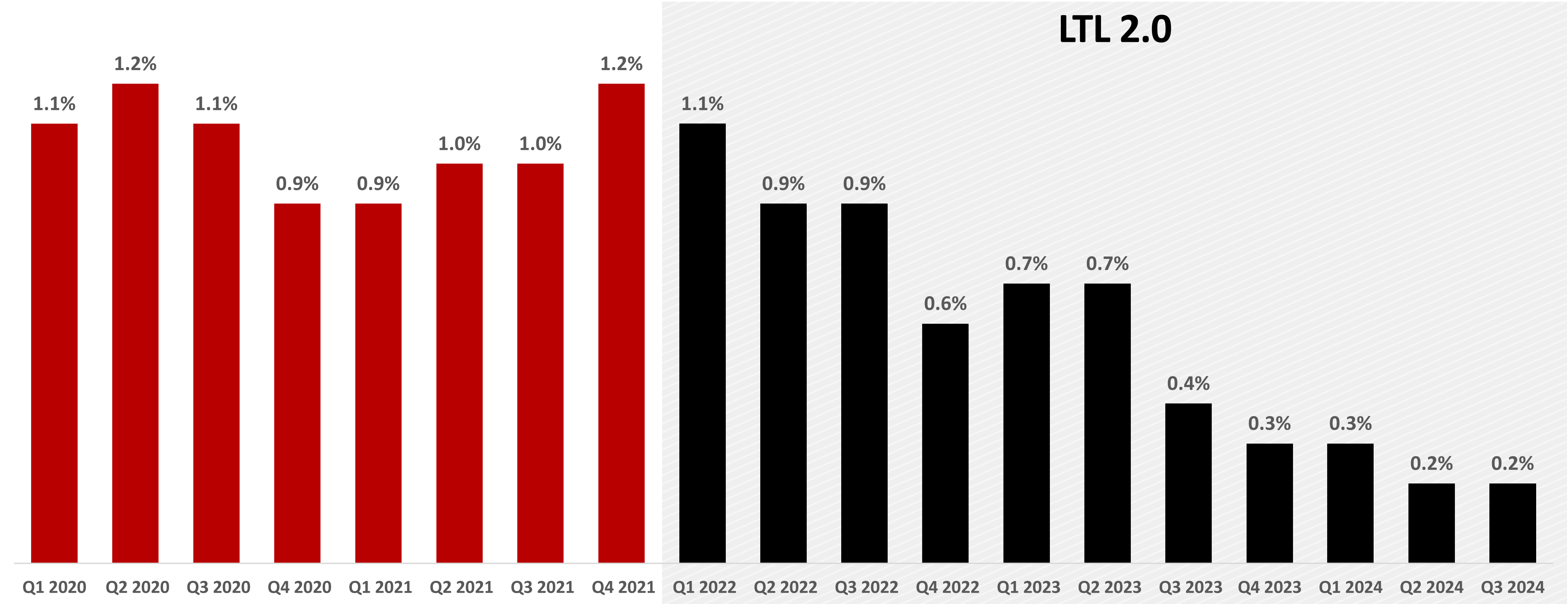
LTL growth plan and levers

Executing on four key levers

Provide best-in-class service	• Building a customer-centric service organization • Incentivizing employees to drive service quality • Investing in new tools for field organization and enhancing training programs
Invest in network for the long-term	• Targeting capex of 8% to 12% of revenue on average through 2027 • Expanding linehaul fleet with tractors and in-house trailer manufacturing • Investing in real estate capacity to further improve service and drive network efficiencies
Accelerate yield growth	• Aligning price earned with increasing service excellence • Expanding accessorial revenue from value-add services • Growing share of higher-yielding local channel with scaled-up local salesforce
Drive cost efficiencies	• Insourcing linehaul miles to enhance service quality, network density and fluidity at lower cost • Using proprietary technology to improve dock and pickup-and-delivery operations • Rationalizing corporate cost structure

Delivering meaningful service improvements

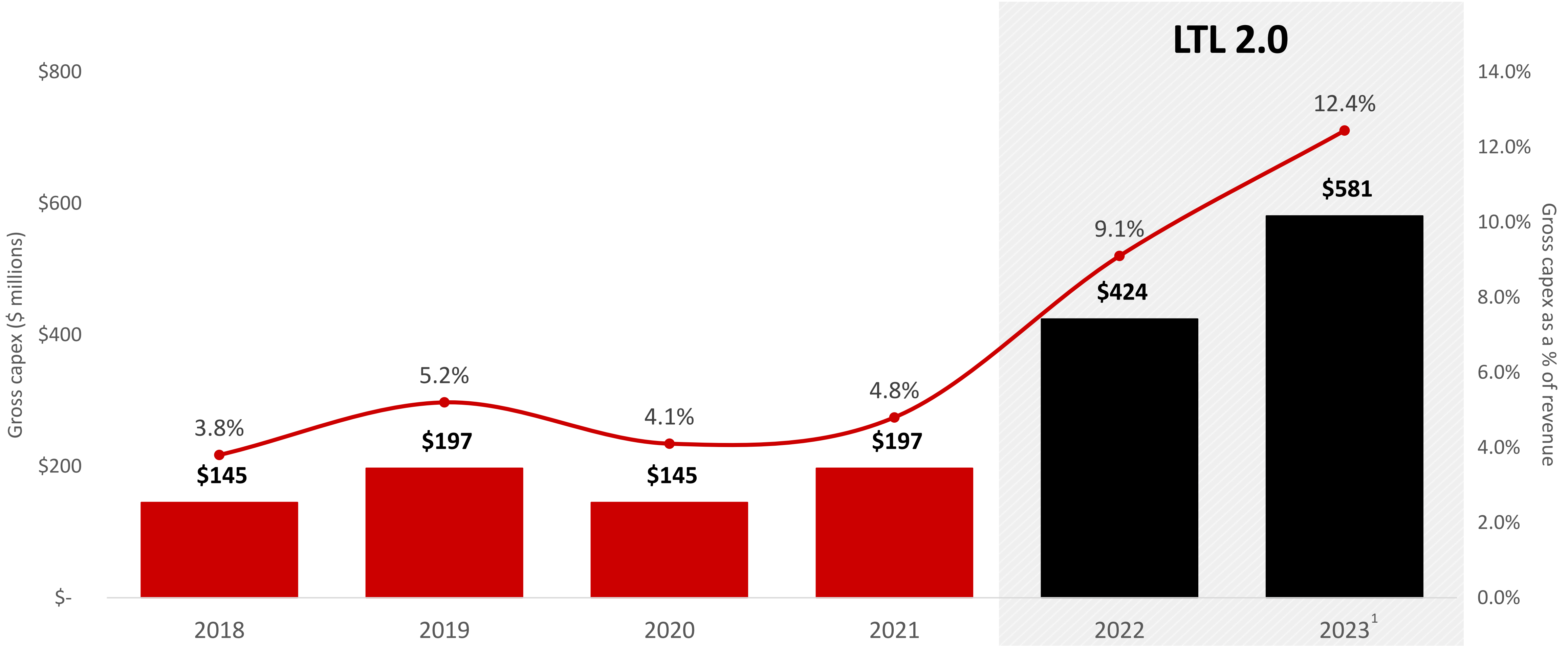
Damage claims declining as a % of LTL revenue[1]



Service initiatives have driven over 75% improvement in damages since the beginning of LTL 2.0[2]

[1] Based on claims payment data
[2] Based on damage frequency data

Investing in capacity that supports growth and high returns



Tractor age in years As of December 31	2018	2019	2020	2021	2022	2023[1]
	5.3	5.1	5.4	5.9	5.9	5.0

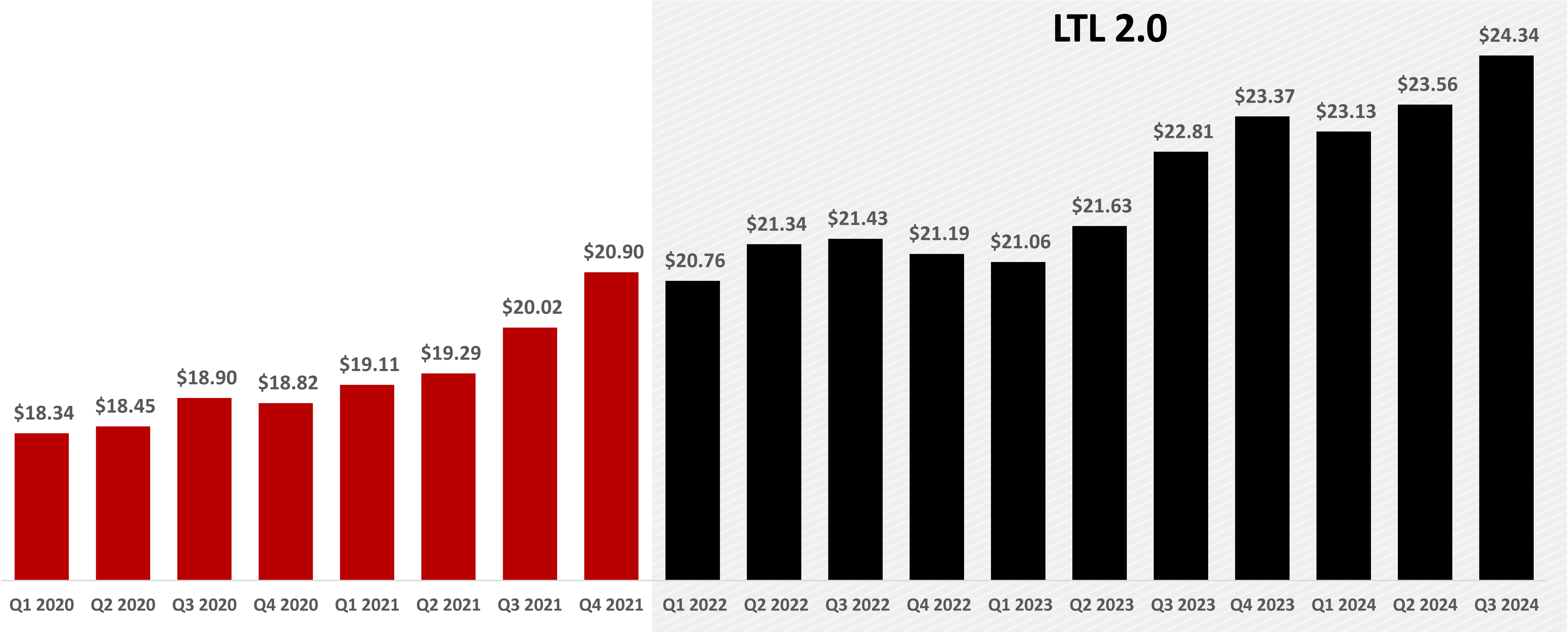
Reduced average fleet age to 4.2 years with addition of nearly 2,000 new tractors YTD through Q3'24

Note: Gross capex and revenue for North American LTL only

[1] Excludes the company's December 2023 acquisition of 28 service centers

Earning price by delivering value through service excellence

Gross revenue per hundredweight (excluding fuel surcharges)



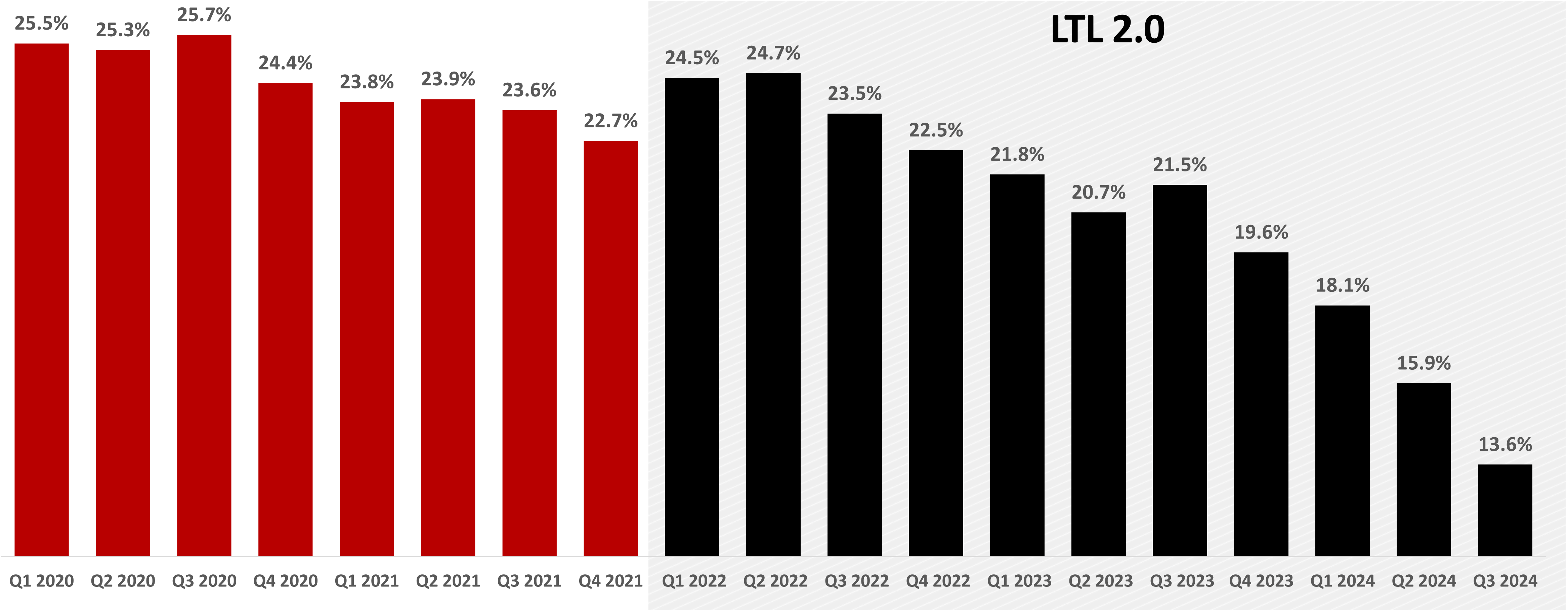
Yield, excluding fuel, improved 6.7% year-over-year in Q3'24

Note: Gross revenue per hundredweight excludes the adjustment required for financial statement purposes in accordance with the company's revenue recognition policy

XPO

Insourcing linehaul is a key cost and service opportunity

Linehaul miles outsourced to third-party carriers, as a % of total linehaul miles



Reduced linehaul miles outsourced to third-party carriers by nearly 800 bps year-over-year in Q3'24

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

Expected components and contributions

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

XPO

Appendix

European Transportation segment

Unique pan-European transportation platform holds leading positions in key geographies

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

2024 planning assumptions

For the full year 2024, the company expects:

- Gross capex of $700 million to $800 million
- Interest expense of $225 million to $230 million
- Pension income of approximately $25 million
- Adjusted effective tax rate of 24.0% to 25.0%
- Diluted share count of 120 million

Refer to "Non-GAAP Financial Measures" on page 24 of this document

Financial reconciliations

The following table reconciles XPO's net income from continuing operations for the periods ended September 30, 2024 and 2023 to adjusted EBITDA for the same periods.

Reconciliation of net income to adjusted EBITDA

In millions (Unaudited)	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Three Months Change %	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023	Nine Months Change %
Net income from continuing operations	$ 95	$ 86	10.5%	$ 312	$ 134	132.8%
Debt extinguishment loss	-	-		-	23	
Interest expense	56	41		170	126	
Income tax provision	40	31		60	48	
Depreciation and amortization expense	126	110		365	318	
Transaction and integration costs	13	8		39	47	
Restructuring costs	3	1		17	35	
Other	-	1		-	1	
Adjusted EBITDA	$ 333	$ 278	19.8%	$ 964	$ 732	31.7%

Amounts may not foot due to rounding

Refer to "Non-GAAP Financial Measures" section on page 24 of this document

XPO

Financial reconciliations (cont.)

The following table reconciles XPO's net income from continuing operations for the periods ended September 30, 2024 and 2023 to adjusted net income from continuing operations for the same periods.

Reconciliation of adjusted net income and adjusted diluted earnings per share

In millions, except per share data (Unaudited)	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Net income from continuing operations	$ 95	$ 86	$ 312	$ 134
Debt extinguishment loss	-	-	-	23
Amortization of acquisition-related intangible assets	14	15	43	42
Transaction and integration costs	13	8	39	47
Restructuring costs	3	1	17	35
Income tax associated with the adjustments above (1)	(5)	(5)	(18)	(28)
European legal entity reorganization (2)	2	-	(40)	-
Adjusted net income from continuing operations	$ 122	$ 105	$ 354	$ 253
Adjusted diluted earnings from continuing operations per share	$ 1.02	$ 0.88	$ 2.95	$ 2.15
Weighted-average common shares outstanding				
Diluted weighted-average common shares outstanding	120	119	120	118

Amounts may not add due to rounding

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

[2] Reflects a tax benefit recognized in the second quarter of 2024 and the subsequent adjustment recognized in the third quarter of 2024 related to a legal entity reorganization within the European Transportation business

Refer to "Non-GAAP Financial Measures" section on page 24 of this document

XPO

Financial reconciliations (cont.)

The following table reconciles XPO's operating income attributable to its North American less-than-truckload ("LTL") segment for the periods ended September 30, 2024 and 2023 to adjusted operating income, adjusted operating ratio and adjusted EBITDA.

Reconciliation of North American LTL adjusted operating income, adjusted operating ratio and adjusted EBITDA

In millions	Three Months Ended September 30,			Nine Months Ended September 30,		
(Unaudited)	2024	2023	Change %	2024	2023	Change %
Revenue (excluding fuel surcharge revenue)	$ 1,055	$ 1,005	5.0%	$ 3,130	$ 2,848	9.9%
Fuel surcharge revenue	195	223	-12.6%	613	636	-3.6%
Revenue	1,251	1,228	1.9%	3,743	3,484	7.4%
Salaries, wages and employee benefits	642	616	4.2%	1,894	1,744	8.6%
Purchased transportation	58	97	-40.2%	204	283	-27.9%
Fuel, operating expenses and supplies (1)	231	244	-5.3%	710	718	-1.1%
Operating taxes and licenses	17	11	54.5%	49	35	40.0%
Insurance and claims	21	20	5.0%	63	81	-22.2%
Losses on sales of property and equipment	3	4	-25.0%	7	6	16.7%
Depreciation and amortization	89	75	18.7%	257	214	20.1%
Transaction and integration costs	-	-	0.0%	1	-	NM
Restructuring costs	-	-	0.0%	2	10	-80.0%
Operating income	188	161	16.8%	556	393	41.5%
Operating ratio (2)	85.0%	86.8%		85.1%	88.7%	
Amortization expense	9	9		27	26	
Transaction and integration costs	-	-		1	-	
Restructuring costs	-	-		2	10	
Adjusted operating income	$ 198	$ 170	16.5%	$ 587	$ 429	36.8%
Adjusted operating ratio (3)	84.2%	86.2%		84.3%	87.7%	
Depreciation expense	80	66		229	188	
Pension income	6	5		19	13	
Other	-	-		-	1	
Adjusted EBITDA (4)	$ 284	$ 241	17.8%	$ 836	$ 631	32.5%

Amounts may not add due to rounding

NM - Not meaningful

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

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

3 Adjusted operating ratio is calculated as (1 – (adjusted operating income divided by revenue))

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

Refer to "Non-GAAP Financial Measures" on page 24 of this document

XPO

Non-GAAP financial measures

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

This document contains the following non-GAAP financial measures: adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") on a consolidated basis; adjusted net income from continuing operations; adjusted diluted earnings from continuing operations per share ("adjusted EPS"); adjusted operating income for our North American Less-Than-Truckload segment; adjusted operating ratio for our North American Less-Than-Truckload segment; and adjusted effective tax rate.

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, adjusted EPS, adjusted operating income and adjusted operating ratio include adjustments for transaction and integration costs, as well as restructuring costs, and other adjustments as set forth in the attached tables. Transaction and integration adjustments are generally incremental costs that result from an actual or planned acquisition, divestiture or spin-off and may include transaction costs, consulting fees, stock-based compensation, retention awards, 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 adjusted EBITDA improves comparability from period to period by removing the impact of our capital structure (interest and financing expenses), asset base (depreciation and amortization), tax impacts and other adjustments as set out in the attached tables that management has determined are not reflective of core operating activities and thereby assist investors with assessing trends in our underlying businesses. We believe that adjusted net income from continuing operations and adjusted EPS improve the comparability of our operating results from period to period by removing the impact of certain costs and gains that management has determined are not reflective of our core operating activities, including amortization of acquisition-related intangible assets, transaction and integration costs, restructuring costs and other adjustments as set out in the attached tables. We believe that adjusted operating income and adjusted operating ratio improve the comparability of our operating results from period to period by removing the impact of certain transaction and integration costs and restructuring costs, as well as amortization expenses. We believe that adjusted effective tax rate improves comparability of our effective tax rate, by excluding the tax effect of special items.

With respect to our targets for: (i) the North American less-than-truckload segment's adjusted EBITDA CAGR and adjusted operating ratio for the six-year period 2021 through 2027 and (ii) the 2024 adjusted effective tax rate, 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 in accordance with GAAP that would be required to produce such a reconciliation.

XPO