

## NORBERT DENTRESSANGLE

Joint Stock company with a share capital of 19,672,482 euros  
Registered office: 192 avenue Thiers, 69006 Lyon  
209 645 539 R.C.S Lyon  
(the “Company”)

### CONVENING NOTICE FOR THE COMBINED GENERAL MEETING OF 18 NOVEMBER 2015

The shareholders are invited to the joint combined general meeting (ordinary and extraordinary), on 18<sup>th</sup> November 2015, at 10:00, at Lyon Marriott Hôtel Cité Internationale - La Cité Internationale - 70 Quai Charles de Gaulle - 69006 Lyon, in order to discuss the aforementioned agenda and the foreseen resolutions:

#### Agenda of the meeting

##### *Voting in ordinary General Meeting*

- Ratification of the co-optation of Mr. Bradley Jacobs as a member of the Supervisory Board;
- Ratification of the co-optation of Mr. Troy Cooper as a member of the Supervisory Board;
- Ratification of the co-optation of Mr. John Hardig as a member of the Supervisory Board;
- Ratification of the co-optation of Mr. Gordon Devens as a member of the Supervisory Board;
- Ratification of the co-optation of XPO Logistics, Inc. as a member of the Supervisory Board;
- Ratification of the co-optation of Mr. Tavio Headley as a member of the Supervisory Board;
- Appointment of a principal co-statutory auditor;
- Appointment of a substitute co-statutory auditor;

##### *Voting in extraordinary General Meeting*

- Change of the corporation name and, as a consequence, modification of the by-laws;

##### *Voting in ordinary General Meeting*

- Powers for required legal formalities;

##### *Complementary agenda resulting from the deposit of draft resolutions from a minority shareholder*

- Termination of Mr. Troy Cooper’s functions as member of the Management Board;
- Appointment of Mr. James P.Shinehouse as member of the Supervisory Board.

#### Draft resolutions presented by the Management Board

##### *Draft resolutions in the scope of the ordinary General Meeting’s of competence*

##### **FIRST RESOLUTION** - *(Ratification of the co-optation of Mr. Bradley Jacobs as a member of the Supervisory Board)*

— The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings after having reviewed the report of the Management Board,

— Ratifies the co-optation of Mr. Bradley Jacobs as a member of the Supervisory Board, approved by the Supervisory Board meeting on June 8<sup>th</sup> 2015, in replacement of Mr. Norbert Dentressangle, resigning, and for the remainder of the term of the mandate of the latter, that is until the General Meeting to be called in 2018 to approve the financial statements for the year ending on December 31<sup>st</sup> 2017.

##### **SECOND RESOLUTION** - *(Ratification of the co-optation of Mr. Troy Cooper as a member of the Supervisory Board)*

— The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings after having reviewed the report of the Management Board,

— Ratifies, as required, the co-optation of Mr. Troy Cooper as a member of the Supervisory Board, approved by the Supervisory Board meeting on June 8<sup>th</sup> 2015, in replacement of Mrs. Evelyne Dentressangle, resigning, and for the remainder of the term of the mandate of the latter, that is until the General Meeting to be called in 2016 to approve the financial statements for the year ending on December 31<sup>st</sup> 2015, it being specified that Mr. Troy Cooper resigned on September 3<sup>rd</sup> 2015 prior to his appointment as a member of the Management of the Board of the Company.

**THIRD RESOLUTION** - (Ratification of the co-optation of Mr. John Hardig as a member of the Supervisory Board)

— The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings after having reviewed the report of the Management Board,

— Ratifies the co-optation of Mr. John Hardig as a member of the Supervisory Board, approved by the Supervisory Board meeting on June 8<sup>th</sup> 2015, in replacement of Mr. Pierre-Henri Dentressangle, resigning, and for the remainder of the mandate of the latter, that is until the General Meeting to be called in 2018 to approve the financial statements for the year ending on December 31<sup>st</sup> 2017.

**FOURTH RESOLUTION** - (Ratification of the co-optation of Mr. Gordon Devens as a member of the Supervisory Board)

— The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings after having reviewed the report of the Management Board,

— Ratifies the co-optation of Mr. Gordon Devens as a member of the Supervisory Board, approved by the Supervisory Board meeting on June 8<sup>th</sup> 2015, in replacement of Mr. Vincent Menez, resigning, and for the remainder of the mandate of the latter, that is until the General Meeting to be called in 2016 to approve the financial statements for the year ending on December 31<sup>st</sup> 2015.

**FIFTH RESOLUTION** - (Ratification of the co-optation of the company XPO Logistics, Inc. as a member of the Supervisory Board)

— The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings after having reviewed the report of the Management Board,

— Ratifies the co-optation of the company XPO Logistics, Inc. as a member of the Supervisory Board, approved by the Supervisory Board meeting on June 8<sup>th</sup> 2015, in replacement of Mr. Bruno Rousset, resigning, and for the remainder of the mandate of the latter, that is until the General Meeting to be called in 2016 to approve the financial statements for the year ending on December 31<sup>st</sup> 2015.

**SIXTH RESOLUTION** - (Ratification of the co-optation Mr. Tavio Headley as a member of the Supervisory Board)

— The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings after having reviewed the report of the Management Board,

— Ratifies the co-optation of Mr. Tavio Headley, as member of the Supervisory Board, approved by the Supervisory Board meeting on June 8<sup>th</sup> 2015, in replacement of Mr. Jean-Bernard Lafonta, resigning, and for the remainder of the mandate of the latter, that is until the General Meeting to be called in 2018 to approve the financial statements for the year ending on December 31<sup>st</sup> 2017.

**SEVENTH RESOLUTION** - (Appointment of a principal Co-Statutory auditor)

— The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, acknowledging the resignation of Grant Thornton from its mandate as Co-Statutory auditor and the resignation of IGEC, substitute Co-Statutory auditor,

— Decides to appoint the firm KPMG SA - Tour Egho, 2 avenue Gambetta, 92066 Paris La Défense Cedex - as principal Co-Statutory auditor, for the remainder of the mandate of the resigning principal Co-Statutory auditor, that is until the General Meeting to be called in 2018 to approve the financial statements for the year ending on December 31<sup>st</sup> 2017.

**EIGHTH RESOLUTION** - (Appointment of a substitute Co-Statutory auditor)

— Subject to the completion of the seventh resolution abovementioned, the General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

— Decides to appoint Salustro Reydel - Tour Egho, 2 avenue Gambetta, 92066 Paris La Défense Cedex - as substitute Co-Statutory auditor, until the General Meeting to be called in 2018 to approve the financial statements for the year ending on December 31<sup>st</sup> 2017.

**Draft resolutions in the scope of the extraordinary General Meeting's competence**

**NINTH RESOLUTION** - (Change of corporation name resulting in the modification of the by-laws)

— The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings after having reviewed the report of the Management Board,

— Decides to change the corporate name of the Company and adopt the new statutory name XPO Logistics Europe,

— As a result, decides to modify the first subsection of the third article of the by-laws, which will henceforward be drafted as follows:

“The corporate name of the company is: “XPO Logistics Europe””.

***Draft resolutions in the scope of the ordinary General Meeting's of competence***

***TENTH RESOLUTION - (Powers for formalities)***

— The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, grants all powers to the bearer of an original, a copy or an excerpt of the minutes of this General Meeting in order to carry out all the formalities of the registration and publications required by law.

***Draft resolutions within the scope of the ordinary general meeting presented by Elliot Capital Advisors L.P. – whose registered offices are located at 40 West 57<sup>th</sup> Street, 5<sup>th</sup> Floor, New York NY 10019 (United States) - acting in the name and for the account of Elliot Associates L.P. – domiciled at The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801 (United States) - and Elliott International L.P.- domiciled at Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104 (Cayman Islands)***

***RESOLUTION A - (Termination of Mr. Troy Cooper's functions as member of the Management Board)***

The General Meeting, voting under the quorum and majority conditions as required for ordinary general meetings, after having reviewed the motives of the present resolution, decide to terminate, with immediate effect, Mr. Troy Cooper's functions as member of the Management Board.

***RESOLUTION B - (Appointment of Mr. James P. Shinehouse as member of the Supervisory Board)***

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the motives of the present resolution, decide to appoint Mr. James P. Shinehouse as member of the Supervisory Board, with immediate effect, for a term which will come to an end at the General Meeting to be called to approve the financial statements for the year ending on December 31<sup>st</sup> 2018.

## Participating in the general meeting

### A) Preliminary formalities to participate in the General Meeting

The General Meeting is composed of all the shareholders no matter the number of shares they hold.

Any shareholder can be represented by another shareholder at the General Meeting, by his spouse or by his partner with whom he signed a civil partnership contract. He may also be represented by any other natural or legal person of his choosing (article L.225-106 of the French commercial Code).

In accordance with article R.225-85 of the French commercial Code, the participation in the General Meeting is subject to the registration of securities in the shareholder's name or in the authorized intermediary's name acting on behalf of the holder (pursuant to the seventh paragraph of the article L.228-1 of the French commercial Code) on the second business days preceding the Meeting at 00:00, Paris time, either in the registered share accounts held by the Company, or in the registry of bearer securities maintained by the authorized intermediary.

The registration of securities in the registry of bearer securities maintained by the authorized intermediary shall be established by a certificate of participation issued by the intermediary, if need be by electronic form in the conditions provided by article R.225-61 of the French commercial Code, attached:

- To the mail voting form; or
- To the proxy voting form; or
- To the admission card;

completed in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

A certificate shall be delivered to the shareholder wishing to attend the Meeting in person and who has not received an admission card on the second business day preceding to the Meeting at 00:00, Paris time.

### B) Methods to participate in the General Meeting

Shareholders, wishing to attend the General Meeting in person, may request an admission card as follows:

- **For shareholders holding registered shares:** presentation on the day of the General Meeting at the counter with identification or request an admission card to CACEIS Corporate Trust – Service Assemblée Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 – France.
- **For shareholders holding bearer shares:** request the authorized intermediary in charge of the management of their security account, to deliver them an admission card be addressed to him.

Shareholders who do not attend the Meeting in person but wish to vote by mail or be represented by granting a power of attorney to the Chairman of the General Meeting, to another shareholder, to their spouse or the partner with whom they signed a civil partnership contract or to any other natural or legal person of their choosing, may:

- **For the shareholders holding registered shares:** send the correspondence or proxy voting form, which will be addressed to him with the convening notice, to the following address: CACEIS Corporate Trust – Service Assemblée Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 – France.
- **For the shareholders holding bearer shares:** request as from the date of the convening notice, the correspondence or proxy voting form to the authorized intermediary managing their securities. The sole voting or proxy form must be attached to a certificate of participation granted by the financial intermediary and sent back to the following address: CACEIS Corporate Trust – Services Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 – France.

In order to be taken into account, the correspondence voting forms must be received by CACEIS Corporate Trust, at least, three days prior to the Meeting.

Within the legal time periods, shareholders may obtain the documents referred to in article R.225-81 and R.225-83 of the French commercial Code and upon request addressed to CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 – France.

In accordance to the provisions provided by article R.225-79 of the French commercial Code, the notification of the appointment and a revocation of a proxy may also be made by electronic means and in accordance to the following terms:

- **For registered shareholders:** by sending an email containing an electronic signature procured by an accredited certifying third party at the following email address : [ct-mandataires-assemblies@caceis.com](mailto:ct-mandataires-assemblies@caceis.com) and by stating their surname, their name, their address and for sheer registered shareholders by clearly identifying CACEIS Corporate Trust (information available in the top left hand-corner of the securities account statement), or their username from their financial intermediary, concerning administrated registered shareholders, as well as their surnames, names of the appointed or rescinded representative; or by registering on a specific website using a username and password.

• **For bearer shareholders** : by sending an email containing an electronic signature they procured from an accredited certifying third party at the following email address: [ct-mandataires-assemblees@ceceis.com](mailto:ct-mandataires-assemblees@ceceis.com) stating their surnames, names, addresses and their complete banking references as well the surname and name of their appointed and rescinded representative; then, by asking the intermediary managing their securities to send a written confirmation to CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LE-MOULINEAUX Cedex 9 – France (or by fax at 0149080582) ; or by registering on a specific website using a username and a password.

In order for online proxy appointments or revocations to be taken into account, the confirmations must be received at the latest the day before the Meeting at 3 p.m. (Paris time). The writing proxy appointments or revocations shall be received at the latest three calendar days before the Meeting.

Moreover, only the notifications of appointments or revocations of a proxy shall be addressed to the abovementioned email address, any other request or notification regarding another subject matter will not be taken into account and/or processed.

### **C) Written questions**

Each shareholder has the possibility to send any written question to the Management Board, which will answer during the meeting. Written questions must be sent by registered letter with acknowledgment of receipt to the following address: Norbert Dentressangle SA, 192 avenue Thiers, 69006 Lyon, France or by email at the following address: [corporate.communication@norbert-dentressangle.com](mailto:corporate.communication@norbert-dentressangle.com). They must be accompanied by a certificate confirming registration of shares.

Written questions must be sent at the least four business days prior to the General Meeting.

### **D) Communication right of shareholders**

Documents and information provided for by article R.225-73-1 of the France commercial Code may be consulted no later than from the twenty-first day preceding the General Meeting, on the Company's website at: <http://www.norbert-dentressangle.com>.

*The Management Board*