

PRESS RELEASE



XPO Logistics France SAS
23 rue du Roule, 75001 Paris, France

PUBLIC TENDER OFFER ON THE SHARES OF NORBERT DENTRESSANGLE SA

OFFER PRICE: 217,50 euros per share of Norbert Dentressangle SA (“ND”)



This press release is prepared and diffused by XPO Logistics France SAS (“XPO Logistics France”) pursuant to articles 231-27 1° and 2° and article 231-28 of the General Regulations of the French Financial Markets Authority (*Autorité des marchés financiers*) (“AMF”).

IMPORTANT NOTICE

In the event that, upon the closing of the simplified tender offer, the number of shares not tendered in response to this offer by the minority shareholders represents less than 5% of the share capital or voting rights of ND, XPO Logistics France has the intention to implement, after the closing of such tender offer, pursuant to articles L. 433-4 III of the French Monetary and Financial Code and 237-14 *et seq.* of the AMF General Regulations, a mandatory squeeze-out procedure in exchange for compensation equal to 217.50 euros per ND share, it being specified that such squeeze-out procedure would be immediately followed by an application to Euronext for the delisting of ND shares.

Paris, France, 25 June 2015 – XPO Logistics France announce that it has obtained the visa of the AMF on the simplified tender offer launched by XPO Logistics France on the shares of ND at a price of 217.50 euros per share (the “Offer”). The Offer may, where applicable, potentially be followed by a mandatory squeeze-out.

The information memorandum prepared by XPO Logistics France received visa n° 15-290 of the AMF, dated 23 June 2015, further to the conformity decision rendered on the same date.

The Offer will be open for a period of 16 trading days. The opening and closing dates of the Offer will be published in an AMF notice. Shareholders of ND who wish to tender their shares to the Offer must submit a sale order to the provider of investment services who is the authorized custodian of their shares no later than the last day of the Offer.

The other information document providing a description of the characteristics, notably including legal, financial and accounting aspects of XPO Logistics France was filed with the AMF on 24 June 2015, and made available to the public on 25 June 2015 pursuant to article 231-28 of the AMF General Regulations.

The information memorandum approved by the AMF as well as the other information document providing a description of the characteristics, notably including legal, financial and accounting aspects of XPO Logistics France, are available on the Internet website of XPO Logistics France (<http://www.xpo.com>) and of the AMF (www.amf-france.org), and may be obtained free of charge from Morgan Stanley & Co. International PLC, 61 rue de Monceau, 75008 Paris, France.