

**XPO LOGISTICS EUROPE**  
**A French société anonyme à directoire et conseil de surveillance**  
**with a share capital of EUR 19,672,482**  
**Registered office: 192 avenue Thiers, 69006 Lyon – France**  
**309 645 539 RCS Lyon**

**CONVENING NOTICE TO THE ORDINARY GENERAL MEETING**

The shareholders of **XPO LOGISTICS EUROPE S.A.** (the "**Company**") are convened to the ordinary general meeting (the "**General Meeting**") on **Friday 24 June 2016 at 10 pm** at Lyon Marriott Hôtel Cité Internationale - La Cité Internationale - 70 Quai Charles de Gaulle - 69006 Lyon, France, to deliberate the following agenda and proposed resolutions:

***Agenda***

*Agenda to the ordinary General Meeting:*

1. Approval of the financial statements for the financial year ending 31 December 2015;
2. Approval of the consolidated financial statements for the financial year ending 31 December 2015;
3. Allocation of earnings for the financial year ending 31 December 2015;
4. Approval of an agreement governed by Article L. 225-86 of the French Commercial Code – Loan granted to the Company by XPO Logistics, Inc.;
5. Approval of an agreement governed by Article L. 225-86 of the French Commercial Code – Temporary trademark licence agreed with XPO Logistics, Inc.;
6. Approval of an agreement governed by Article L. 225-86 of the French Commercial Code – Guarantee given by the Company to NDL Holding USA (renamed JHCI Holding USA) as part of a loan entered into between XPO Logistics, Inc and NDL Holding USA (renamed JHCI Holding USA) subsequent to the assignment of the claim held by XPO Logistics, Inc. over the Company to NDL Holding USA (renamed JHCI Holding USA);
7. Approval of an agreement governed by Article L. 225-86 of the French Commercial Code – Service Agreement with XPO Logistics, Inc.;
8. Approval of an agreement governed by Article L. 225-90-1 of the French Commercial Code – Settlement Agreement with Hervé Montjotin;
9. Approval of an agreement governed by Article L. 225-90-1 – Settlement agreement with Patrick Bataillard;
10. Re-appointment of Gordon Devens as a member of the Supervisory Board;
11. Re-appointment of XPO Logistics, Inc. as a member of the Supervisory Board;
12. Re-appointment of Clare Chatfield as a member of the Supervisory Board;
13. Opinion on the forms of compensation due or allocated for the financial year ending 31 December 2015 to Hervé Montjotin, Chairman of the Management Board until 3 September 2015;
14. Opinion on the forms of compensation due or allocated for the financial year ending 31 December 2015 to Troy Cooper, Chairman of the Management Board since 3 September 2015;
15. Opinion on the forms of compensation due or allocated for the financial year ending 31 December 2015 to Luis Angel Gomez, Ludovic Oster and Malcolm Wilson, members of the

Management Board, and Patrick Bataillard, member of the Management Board until 27 November 2015;

16. Authorisation to the Management Board to carry out transactions involving the Company's shares; and
17. Powers to complete formalities.

***Additional agenda, under the authority of an ordinary General Meeting, resulting from the draft resolutions submitted by Elliot Capital Advisors L.P. – registered Head Office 40 West 57<sup>th</sup> Street, 5<sup>th</sup> Floor, New York NY 10019 (USA) – acting in the name of and on behalf of Elliott Associates L.P. – registered at The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801 (USA) – and Elliot International L.P. – registered at Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104 (Cayman Islands).***

- A. Revocation of Troy Cooper of his mandate of Chairman of the Management Board;
- B. Appointment of James P. Shinehouse as independent member of the Supervisory Board.

The meeting notice, including the text of draft resolutions No. 1 to 17 submitted the General Meeting, has been published, in accordance with the provisions of Article R,225-73 of the French Commercial Code, in the *Bulletin des Annonces Légales Obligatoires* No. 54 on 4 May 2016 (No. 1601862). The text of the draft resolutions remains unchanged. The agenda and the text of the draft resolutions published in the meeting notice mentioned above have been completed to take into account the draft resolutions submitted by Elliot Capital Advisors L.P. acting in the name of and on behalf of Elliot Associates L.P. and Elliot International L.P.

#### ***Draft Resolutions***

*Draft resolutions under the authority of the General Meeting included on the request of Elliot Capital Advisors L.P. acting in the name of and on behalf of Elliot Associates L.P. and Elliot International L.P. (not approved by the Management Board)*

#### **Resolution A: (Revocation of Troy Cooper of his mandate of Chairman of the Management Board)**

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary general meetings, after having examined the explanatory statements of the present resolution, decides to revoke, with immediate effect, Mr. Troy Cooper of his mandate of Chairman of the Management Board.

#### **Resolution B: (Appointment of James P. Shinehouse as independent member of the Supervisory Board)**

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary general meetings, after having examined the explanatory statements of the present resolution, decides to appoint Mr. James P. Shinehouse as independent member of the Supervisory Board, with immediate effect, for a period of four (4) years terminating at the end of the ordinary general meeting called to approve the financial statements for fiscal year ending December 31, 2019.