

Board of Directors

- **Audit Committee.** Oversees the policies governing the company’s risk assessment and risk management processes, among other duties.
- **Compensation Committee.** Assists the Board with compensation plans for executive officers, including oversight of plan administration, among other duties.
- **Nominating, Corporate Governance and Sustainability Committee.** In December 2020, as a reflection of the importance of this issue to XPO, the Board elected to elevate sustainability oversight to the previously-named Nominating and Corporate Governance Committee. Now, our Nominating, Corporate Governance and Sustainability Committee provides oversight of, and engagement with, management on our sustainability strategies, performance and external disclosures, including material ESG matters. In addition, the committee identifies qualified individuals for directorships or committee appointments and oversees corporate governance matters.
- **Acquisition Committee.** Reviews acquisition, divestiture and related transactions proposed by management, among other duties.

To complement the roles of the committees and their chairs in providing effective independent oversight, the Board established two leadership positions for independent directors: the lead independent director and a vice chairman. Since



INTRODUCING A SUSTAINABILITY STEERING COMMITTEE FOCUSED ON EUROPE

Sustainability is a top priority for XPO in every market. Yet rules, priorities and culture can vary by region. Goals related to diversity and inclusion are different in Europe, for example. Likewise, regulations around carbon, pollution and labor change across regions, too.

To refine our sustainability strategy and improve the execution of related practices, XPO is establishing a steering committee focused on sustainability in Europe. This cross functional team will draw experts from across XPO, from sales to operations and procurement.

With cascading links to XPO’s global sustainability committee, the European team is responsible to track and report on progress toward overall corporate targets. Guided by these high-level goals, the committee will also provide insights and recommendations, with a near-term focus on enhancing transport fleet efficiency, boosting the performance of our facilities and reducing packaging-related waste.

2016, Michael Jesselson, an independent director of XPO with substantial public company Board experience, has served as the lead independent director. AnnaMaria DeSalva, an independent director of XPO since 2017, has served as vice chairman of the Board since February 2019.

Steering Sustainability

In 2020, the European Sustainability Steering Committee was created to provide strategic guidance and overall direction to the company’s sustainability roadmap. Guided by the explicit

target of meeting XPO’s 2020 ESG targets contained in our ESG Scorecard, the committee will help deepen the company’s long-term governance of environmental sustainability.

Operationally, the committee is tasked with developing actionable sustainability roadmaps and overseeing their implementation. This group is also responsible for:

- Supporting oversight of the company’s purpose-driven sustainability and ESG-related strategies, performance and external

disclosures, including the company’s systems for evaluating material risks and opportunities related to these issues and the company’s approach to shareholder and stakeholder engagement regarding sustainability and ESG matters.

- Discussing with management XPO’s external disclosures regarding material sustainability and ESG matters, including the preparation and publication of the company’s periodic sustainability report.