



## **XPO LOGISTICS, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Effective as of March 25, 2015

#### **1. Mission Statement**

The primary purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of XPO Logistics, Inc. (the “Company”) are (i) to identify individuals qualified to become Board members and recommend that the Board select such individuals to be presented for stockholder consideration at the annual meeting or to be appointed by the Board to fill a vacancy, (ii) to make recommendations to the Board concerning committee appointments, (iii) to develop, recommend to the Board and annually review the Corporate Governance Guidelines of the Company and oversee corporate governance matters and (iv) to oversee an annual evaluation of the Board and its committees.

#### **2. Membership**

The Committee shall consist of at least three directors, the exact number to be determined from time to time by a majority vote of the entire Board. Each member of the Committee shall satisfy the independence requirements of the listing standards of the New York Stock Exchange (the “NYSE”) (or any other national stock exchange or quotation system on which the Company’s securities are listed or quoted) and the Company’s Corporate Governance Guidelines, in each case as in effect from time to time.

The members of the Committee shall be appointed by a majority vote of the entire Board from among its members, taking into consideration the recommendations of the Committee, after consultation with the Chairman of the Company, and each member shall serve until such member’s successor is duly appointed and qualified or until such member’s death, resignation or removal by a majority vote of the entire Board.

#### **3. Authority and Responsibilities**

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

##### Board and Committee Membership

- The Committee shall determine the qualifications for membership on the Board and its committees and will review these qualifications with the Board periodically. In

addition, the Committee shall make recommendations to the Board with respect to determinations of director independence.

- The Committee shall have responsibility for seeking individuals qualified to become directors and recommend such individuals to the Board to be presented for stockholder approval at the annual meeting of the Company's stockholders or for appointment by the Board to fill a vacancy, in each case after consultation with the Chairman of the Company and in accordance with the Company's contractual obligations.
- The Committee shall receive and review, in accordance with the Company's bylaws and contractual obligations, stockholder recommendations for director candidates. The Committee shall review annually the Company's policy related to such recommendations.
- The Committee shall review all nominations for re-election of directors and report to the Board regarding the results of such review, in each case in accordance with the Company's contractual obligations.
- The Committee shall, after consultation with the Chairman of the Board, recommend to the Board, from time to time as necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by applicable law, regulation or stock exchange listing requirement.
- On an annual basis, the Committee shall review the structure of the committees of the Board and, after consultation with the Chairman of the Company, recommend to the Board for its approval directors to serve as members and chairman of each committee. In recommending a director for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.
- The Committee may recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Committee Charter shall be without prejudice to the right of any other committee of the Board, or any individual Director, to make such a recommendation at any time.

### Corporate Governance

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines of the Company and review the Corporate Governance Guidelines annually, or more frequently as it shall deem appropriate.
- The Committee shall periodically review the Company's codes of business conduct and ethics for directors, officers and employees (the "Code") and any other compliance policies, including the Company's Insider Trading Policy, and approve amendments thereto as the Committee shall deem appropriate.
- The Committee shall develop and oversee the Company's continuing director education programs, including the orientation program for newly elected or appointed directors. The Committee shall regularly assess the adequacy of these programs and assist the Board in their implementation.
- The Committee shall review and recommend to the Board proposed changes to the Company's certificate of incorporation and its bylaws.
- The Committee shall consider corporate governance issues that arise from time to time, and advise the Board with respect to such corporate governance issues.
- The Committee shall review stockholder proposals and recommend to the Board the Company's response to such proposals; provided that, as provided in its charter, the Compensation Committee of the Board shall review and make recommendations with respect to stockholder proposals relating to executive compensation matters.

### Board Performance Evaluation

- The Committee shall coordinate the annual evaluation of the Board and its committees to determine whether they are functioning effectively and meeting their objectives and goals. The Committee may solicit comments from any directors, senior executive officers and any other persons as it deems appropriate and shall annually prepare a report, including any recommendations, to the Board following the end of each fiscal year. This report shall address the Board's size, composition and structure, the Board's operations, performance and effectiveness and any other issues the Committee shall deem appropriate.

### Succession Planning

- The Committee shall conduct timely succession planning for the senior executive officers of the Company and periodically report to the Board on matters relating to succession planning.

### Retention of Consultants and Advisors; Investigations

- The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting and other advisors as it determines necessary or appropriate to carry out its duties and shall have the authority to approve the advisors' fees and other retention terms. With respect to any search firm to be used to identify director candidates, this authority shall be vested solely in the Committee.
- The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities, including the authority to seek any information it requires from any director, officer or employee of the Company.

### Performance Evaluation

- The Committee shall review its own performance and reassess the adequacy of this Charter at least annually, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

## **4. Structure and Operations**

Upon considering the recommendation of the Committee, after consultation with the Chairman of the Company, the Board shall designate one member of the Committee to act as its chairman. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Committee chairman, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairman. The chairman, with input from the other members of the Committee and, when appropriate, management, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities. Subject to the immediately preceding sentence, any member of the Board shall be entitled to attend any meeting of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on the meetings of the Committee and on such other matters as required by this Charter or as the Board shall from time to time specify.

Except as expressly provided in this Charter, the Company's bylaws or the Company's Corporate Governance Guidelines, or as required by law, regulation or applicable listing standards, the Committee shall set its own rules of procedure.