



GXO LOGISTICS, INC.

RELATED PARTY TRANSACTION POLICY

Effective as of August 2, 2021

Introduction

The Board of Directors (the “Board”) of GXO Logistics, Inc. (the “Company”) has adopted this Policy and the related procedures for the evaluation and approval or disapproval of Related Party Transactions (as defined below). This Policy is intended to establish a framework whereby such Related Party Transactions will be reviewed and approved by the Company’s Audit Committee (the “Audit Committee”).

Under this Policy, a Related Party Transaction shall be consummated or continued only if the Audit Committee shall approve such transaction as in, or not inconsistent with, the best interests of the Company and its stockholders. This Policy is intended to augment and work in conjunction with other Company policies having code of conduct and/or conflict of interest provisions.

The Audit Committee shall periodically review this Policy and may, from time to time, recommend to the Board amendments to this Policy as it deems appropriate.

Related Party Transactions

For purposes of this Policy, a “Related Party” is:

1. Any Director or Executive Officer (as such terms are defined below) of the Company, and any individual who was a Director or Executive Officer of the Company at any time since the beginning of the last fiscal year.
2. Any nominee for election as a Director of the Company.
3. Any individual or entity known to the Company to be the beneficial owner of more than five percent (5%) of any class of the Company’s voting securities.
4. Any immediate family member of an individual identified in Items 1 through 3 above. An immediate family member would be any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such individual, and any individual (other than a tenant or employee) sharing the household of such individual.

For purposes of this Policy, a “Director” is a member of the Board, and an “Executive Officer” means an employee of the Company that is covered by Section 16a-1(f) of the Securities Exchange Act of 1934, as amended and in effect from time to time.

For purposes of this Policy, a “Related Party Transaction” is any transaction, arrangement or relationship (or series of similar transactions, arrangements or relationships) in which the Company (or any of its subsidiaries) is, was or will be a participant, and in which the Related Party had, has or will have a direct or indirect material interest, other than:

1. Employment relationships or transactions involving an Executive Officer and any related compensation solely resulting from such employment if (i) the compensation is required to be reported in the Company’s annual proxy or (ii) the Executive Officer is not an immediate family member specified in subparagraph 4 in the definitions above and such compensation was approved, or recommended to the Board for approval, by the Compensation Committee of the Company.
2. Compensation for serving as a Director of the Company.
3. Payments arising solely from the ownership of the Company’s equity securities in which all holders of that class of equity securities received the same benefit on a pro rata basis.
4. Indebtedness arising from ordinary-course transactions such as the purchases of goods and services at market prices, and indebtedness transactions with any individual or entity that is a Related Party only by virtue of subparagraph 3 in the Definitions above.
5. Transactions where the rates or charges are determined by competitive bids.
6. Transactions where the rates or charges are fixed in conformity with law or governmental authority in connection with the provision of services as a common or contract carrier or public utility.
7. Ordinary course transactions involving the provision of certain financial services (*e.g.*, by a bank depository, transfer agent, registrar, trustee under a trust indenture or similar services).

Review and Approval of Related Party Transactions

Management shall present to the Audit Committee the following information, to the extent relevant, with respect to actual or potential Related Party Transactions:

1. A general description of the transaction(s), including the material terms and conditions.
2. The name of the Related Party and the basis on which such individual or entity is a Related Party.

3. The Related Party's interest in the transaction(s), including the Related Party's position or relationship with, or ownership of, any entity that is a party to or has an interest in the transaction(s).
4. The approximate dollar value of the transaction(s), and the approximate dollar value of the Related Party's interest in the transaction(s) without regard to amount of profit or loss.
5. In the case of a lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments expected to be made.
6. In the case of indebtedness, the aggregate amount of principal to be outstanding and the rate or amount of interest to be payable on such indebtedness.
7. Any other material information regarding the transaction(s) or the Related Party's interest in the transaction(s).

After reviewing such information, the disinterested members of the Audit Committee shall approve or disapprove such transaction. No member of the Audit Committee shall participate in the review, consideration or approval of any Related Party Transaction with respect to which such member or any member of his or her immediate family is a Related Party. Approval of such transaction shall be given only if it is determined by the Audit Committee that such transaction is in, or not inconsistent with, the best interests of the Company and its shareholders.

If any material information with respect to such transactions shall change subsequent to the Audit Committee's review of such transactions, management shall provide the Audit Committee with updated information at its next scheduled meeting.

In the event management becomes aware of a Related Party Transaction that has not been previously approved, it shall be promptly submitted to the Audit Committee, and the Audit Committee shall review the Related Party Transaction in accordance with the criteria set forth in this Policy, taking into account all of the relevant facts and circumstances available to the Audit Committee. Based on the conclusions reached, the Audit Committee shall evaluate all options, including, without limitation, approval, amendment or termination of the Related Party Transaction or, with respect to any Related Party Transaction that is no longer pending or ongoing, rescission and/or disciplinary action. Any such determination by the Audit Committee shall be reported to the full Board.

In the event management determines it is impractical or undesirable to wait until the next meeting of the Audit Committee to approve a Related Party Transaction, the Chairman of the Audit Committee may review and approve the Related Party Transaction in accordance with the criteria set forth herein. The Chairman of the Audit Committee will report any such approval to the Audit Committee at its next regularly scheduled meeting.

The Audit Committee shall report all material Related Party Transactions it has reviewed to the full Board.