First Quarter 2025 Results

May 7, 2025

RXO

Non-GAAP financial measures and forward-looking statements

Non-GAAP financial measures
We provide reconciliations of the non-GAAP financial measures contained in this presentation to the most directly comparable measure under GAAP, which are set forth in the financial tables attached to this presentation.

The non-GAAP financial measures in this presentation include: adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA"); bank-adjusted EBITDA; free cash flow and free cash flow as a percentage of adjusted EBITDA ("free cash flow conversion"); adjusted free cash flow and adjusted free cash flow as a percentage of adjusted EBITDA ("adjusted free cash flow conversion"); net debt, gross leverage and net leverage; and adjusted net loss and adjusted diluted loss per share ("adjusted diluted EPS").

We believe that these adjusted financial measures facilitate analysis of our ongoing business operations because they exclude items that may not reflect, or are unrelated to, RXO's core operating performance, and may assist investors with comparisons to prior periods and assessing trends in our underlying businesses. Other companies may calculate these non-GAAP financial measures differently, and therefore our measures may not be comparable to similarly titled measures of other companies. These non-GAAP financial measures should only be used as supplemental measures of our operating performance.

Adjusted EBITDA, adjusted EBITDA margin, bank-adjusted EBITDA, adjusted net loss and adjusted diluted EPS include adjustments for transaction and integration costs, as well as restructuring costs and other adjustments as set forth in the attached tables. Management uses these non-GAAP financial measures in making financial, operating and planning decisions and evaluating RXO's ongoing performance.

We believe that adjusted EBITDA, adjusted EBITDA margin and bank-adjusted EBITDA improve comparability from period to period by removing the impact of our capital structure (interest and financing expenses), asset base (depreciation and amortization), tax impacts and other adjustments that management has determined do not reflect our core operating activities and thereby assist investors with assessing trends in our underlying business. We believe that adjusted net loss and adjusted diluted EPS improve the comparability of our operating results from period to period by removing the impact of certain costs that management has determined do not reflect our core operating activities, including amortization of acquisition-related intangible assets, transaction and integration costs, restructuring costs and other adjustments as set out in the attached tables, and thereby may assist investors with comparisons to prior periods and assessing trends in our underlying business. We believe that free cash flow, free cash flow conversion, adjusted free cash flow and adjusted free cash flow conversion are important measures of our ability to repay maturing debt or fund other uses of capital that we believe will enhance stockholder value, and may assist investors with assessing trends in our underlying business. We calculate free cash flow as net cash provided by operating activities less payment for purchases of property and equipment plus proceeds from sale of property and equipment. We define adjusted free cash flow as free cash flow less cash paid for transaction, integration, restructuring and other costs. We believe that net debt, gross leverage and net leverage are important measures of our overall liquidity position. Net debt is calculated by removing cash and cash equivalents from the principal balance of our total debt. Gross leverage is calculated as the principal balance of our total debt as a ratio of trailing twelve months bank-adjusted EBITDA. Net leverage is calculated as net debt as a ratio of trailing twelve months bank-adjusted EBITDA.

With respect to our financial outlook for the second quarter of 2025 adjusted EBITDA, a reconciliation of this non-GAAP measure to the corresponding GAAP measure is not available without unreasonable effort due to the variability and complexity of the reconciling items described above that we exclude from this non-GAAP measure. The variability of these items may have a significant impact on our future GAAP financial results and, as a result, we are unable to prepare the forward-looking statement of income and statement of cash flows prepared in accordance with GAAP that would be required to produce such a reconciliation.

Forward-looking statements
This presentation includes forward-looking statements, including statements relating to our outlook and 2025 assumptions, integration with Coyote Logistics and cash synergies. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "predict," "should," "will," "expect," "project," "forecast," "goal," "outlook," "target," or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include the risks discussed in our filings with the SEC and the following: the effect of the completion of the transaction to acquire Coyote Logistics on the parties' business relationships and business generally; competition and pricing pressures; economic conditions generally; fluctuations in fuel prices; increased carrier prices; severe weather, natural disasters, terrorist attacks or similar incidents that cause material disruptions to our operations or the operations of the third-party carriers and independent contractors with which we contract; our dependence on third-party carriers and independent contractors; labor disputes or organizing efforts affecting our workforce and those of our third-party carriers; legal and regulatory challenges to the status of the third-party carriers with which we contract, and their delivery workers, as independent contractors, rather than employees; governmental regulation and political conditions; our ability to develop and implement suitable information technology systems and prevent failures in or breaches of such systems; the impact of potential cyber-attacks and information technology or data security breaches; issues related to our intellectual property rights; our ability to access the capital markets and generate sufficient cash flow to satisfy our debt obligations; litigation that may adversely affect our business or reputation; increasingly stringent laws protecting the environment, including transitional risks relating to climate change, that impact our third-party carriers; our ability to attract and retain qualified personnel; our ability to successfully implement our cost and revenue initiatives and other strategies; our ability to successfully manage our growth; our reliance on certain large customers for a significant portion of our revenue; damage to our reputation through unfavorable publicity; our failure to meet performance levels required by our contracts with our customers; the inability to achieve the level of revenue growth, cash generation, cost savings, improvement in profitability and margins, fiscal discipline, or strengthening of competitiveness and operations anticipated or targeted; a determination by the IRS that the distribution or certain related separation transactions should be treated as taxable transactions; and the impact of the separation on our businesses, operations and results. All forward-looking statements set forth in this presentation are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to or effects on us or our business or operations. Forward-looking statements set forth in this presentation speak only as of the date hereof, and we do not undertake any obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events, except to the extent required by law.

Q1 2025 highlights

1 Coyote carrier and coverage operations migrated to RXO Connect®

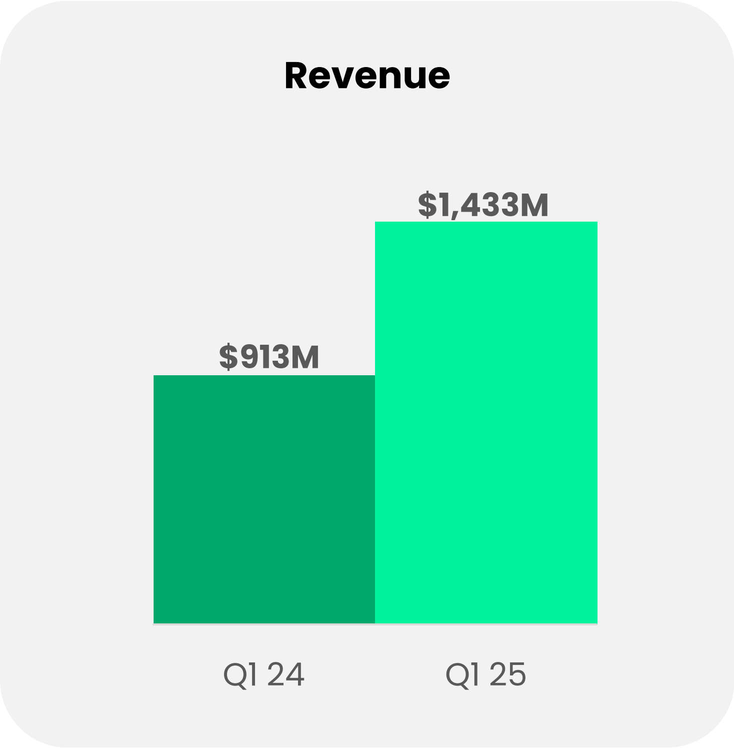
2 Raising annualized synergy target

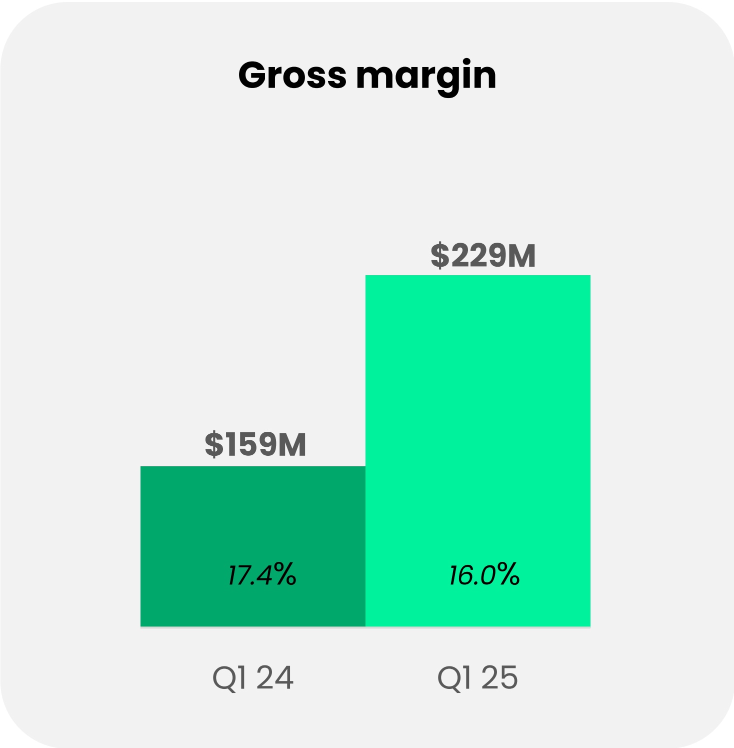
3 Double-digit LTL brokerage volume growth

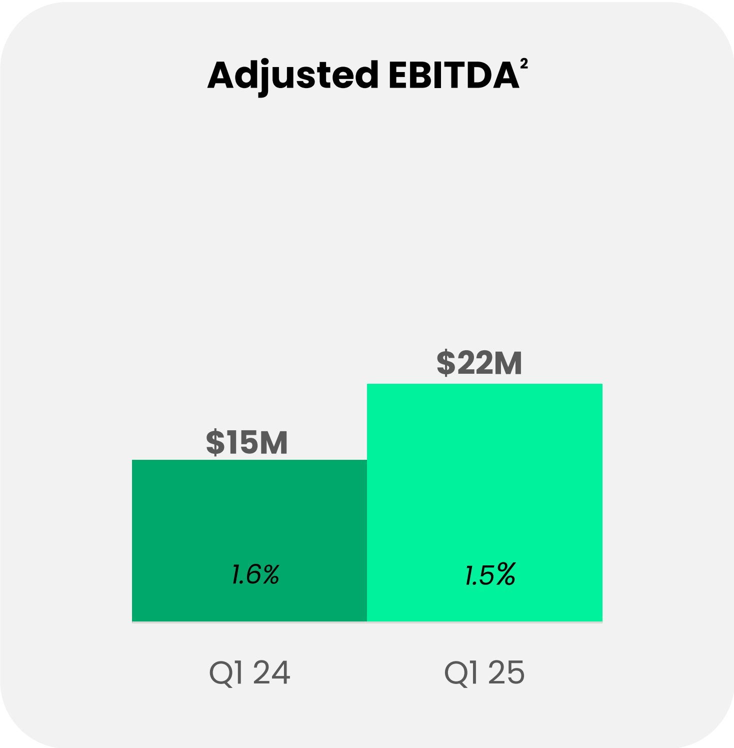
4 Managed Transportation synergy loads increased

5 Last Mile continued to gain significant and profitable market share

As reported first-quarter financial results[1]







RXO reported adjusted EBITDA of $22M

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[1] Q1 2024 revenue, gross margin and adjusted EBITDA represent legacy RXO only.
[2] See the "Non-GAAP financial measures" section.

Diversified portfolio with momentum in complementary services

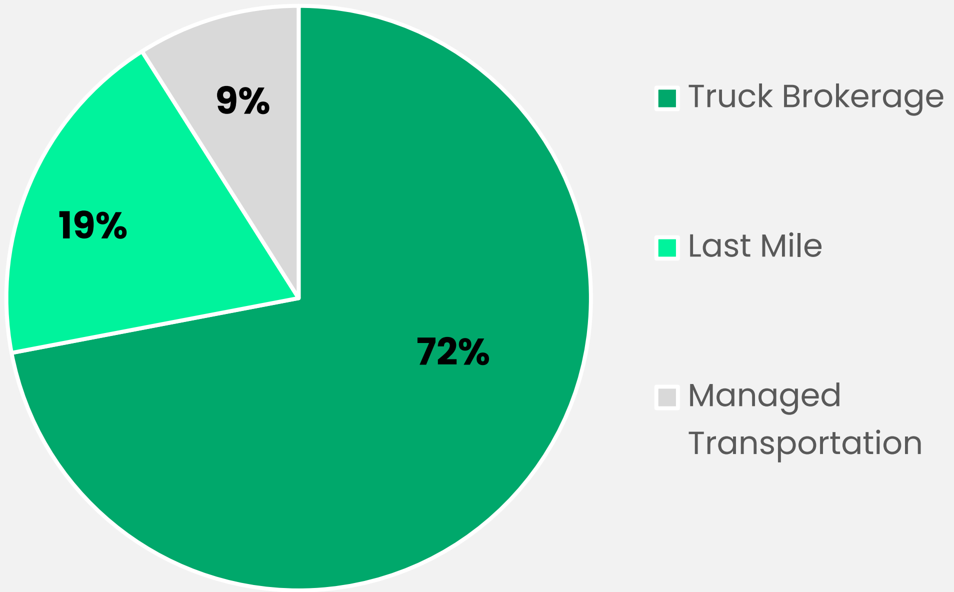
Brokerage **(combined)**[1]

- Volume: Down 1% y/y
  - LTL: Up 26% y/y, 25% of volume
  - TL: Down 8% y/y, 75% of volume
- TL volume mix: 73% contract, 27% spot
- Gross margin: 13.3%
- Robust productivity gains: +17%[2]

Complementary services

- Managed Trans. synergy loads increased
- Last Mile stop growth accelerated to 24% y/y
- Strong gross margin: 21.0%, up 40 bps y/y

Q1 revenue by service offering



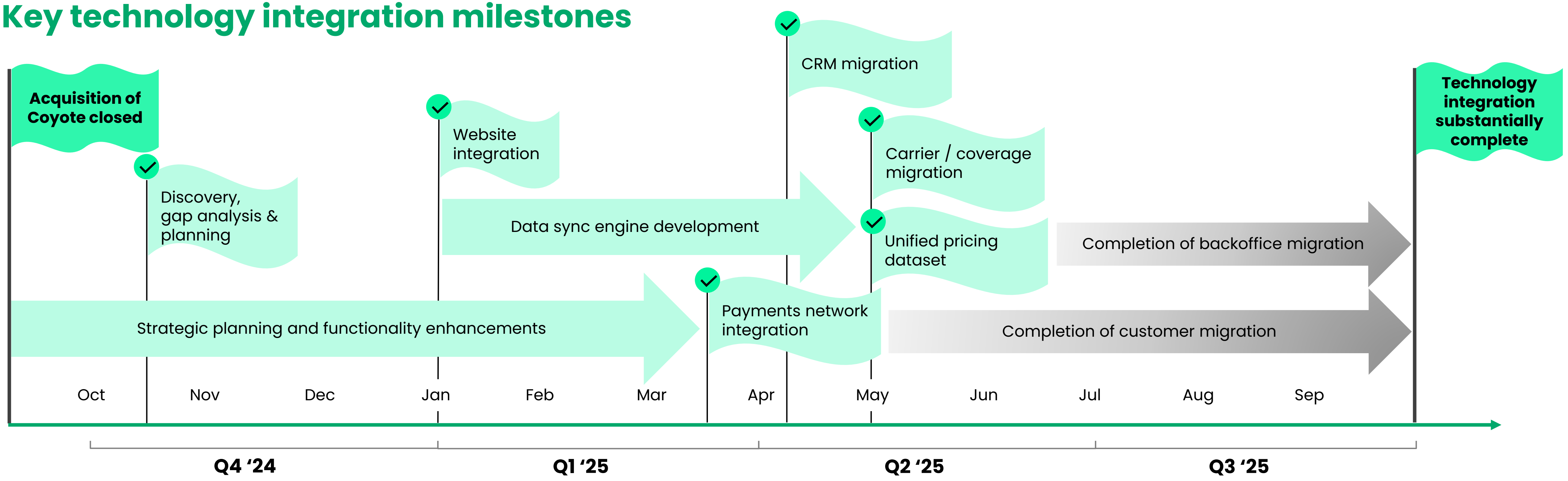
Excludes impact of eliminations.
Numbers may not add up to 100% due to rounding.

[1] Prior period includes the impact of the Coyote Logistics acquisition.
[2] As measured by loads per person per day over the last twelve months. Brokerage headcount defined as customer and carrier representatives.

Technology integration update

- Coyote carrier and coverage migration complete as of May 1
- Systems and operations leveraging benefits of a larger, unified pricing dataset
- Sales operations migrated to unified CRM platform
- **Continue to anticipate technology integration to be substantially complete by end of Q3**

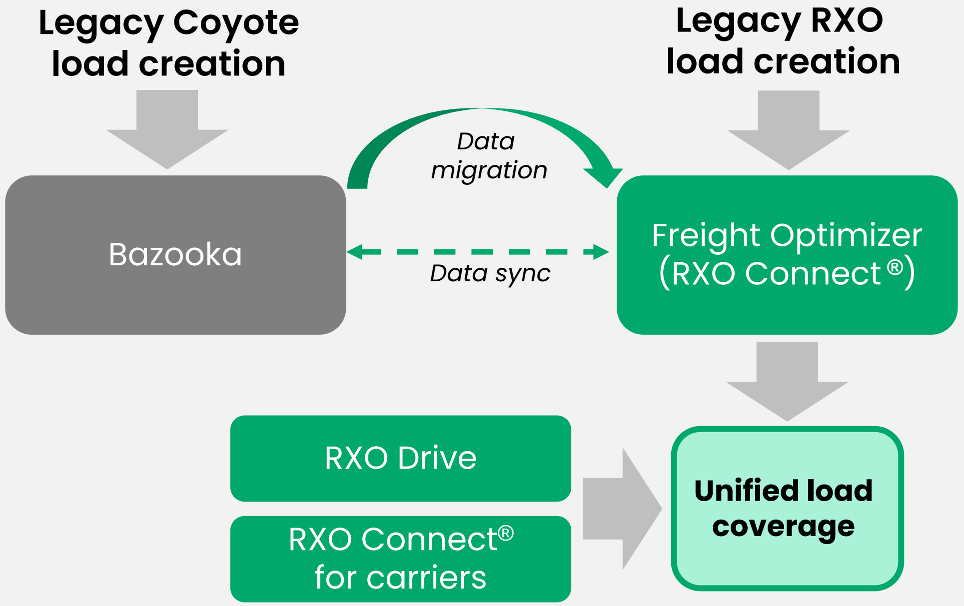
Key technology integration milestones



Carrier and coverage migration: Complete

Migration to RXO platform complete

- Migration completed on May 1
- Increased capacity and availability across network
- Improved ability to buy transportation more effectively and better serve customers
- Carriers in one system to access all available loads
- Accelerated synergy opportunities associated with sunsetting legacy Coyote coverage applications



Successful migration enables significant COPT savings opportunities

Synergy update

>$60M
Annualized operating expense synergies

>$10M
Capital expenditure synergies

>$70M quantified to-date

COPT
Procure capacity more effectively

Revenue
Cross-sell opportunities

- **Raising synergy target; expect >$70M of cash synergies ($60M OpEx + $10M CapEx)**
  - Actions to realize **$50M** of annualized operating expense synergies already completed
    - **$25M** completed end of 2024
    - **$25M** completed YTD 2025
  - **>$10M** additional operating expense synergies in 2H 2025 after tech integration is substantially complete
  - **>$10M** of capital expenditure synergies in 2026
- **Incremental** cost of purchased transportation (COPT) opportunities

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Adjusted EPS bridge

Earnings per share	Q1-25	Q1-24
GAAP diluted EPS	**$(0.18)**	**$(0.13)**
Amortization of intangible assets	0.09	0.03
Transaction, integration and restructuring costs	0.12	0.10
Income tax associated with adjustments above[1]	(0.06)	(0.03)
Adjusted diluted EPS[2]	**$(0.03)**	**$(0.03)**

RXO reported Q1 2025 adjusted diluted EPS of $(0.03)

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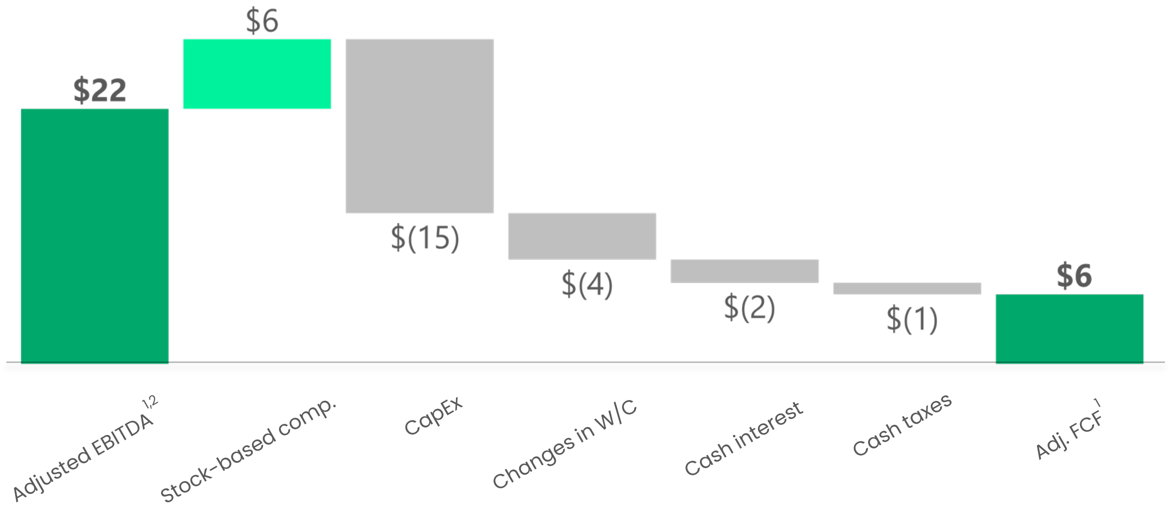
[1] The tax impact of non-GAAP adjustments represents the tax benefit (expense) calculated using the applicable statutory tax rate that would have been incurred had these adjustments been excluded from net income (loss). Our estimated tax rate on non-GAAP adjustments may differ from our GAAP tax rate due to differences in the methodologies applied.
[2] See the "Non-GAAP financial measures" section.

Trailing three month adjusted FCF walk[1]

- Trailing 3-month RXO adj. free cash flow represented a 27% conversion
  - Conversion impacted by lower profitability at the bottom of the freight cycle

- **Remain comfortable with long-term conversion of 40%-60%**

Three month adjusted free cash flow[1]



Trailing 3-month RXO adj. free cash flow represented a 27% conversion

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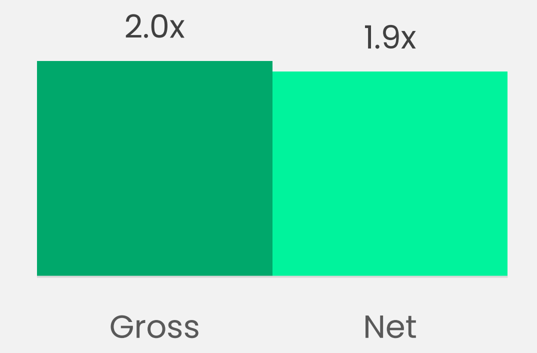
Note: In millions.
[1] Adjusted EBITDA and adjusted FCF are non-GAAP financial measures.
[2] Adjusted EBITDA excludes certain NEO spin-related stock-based compensation.

Q1 capital structure snapshot

Capital structure	Q1 2025
Notes due 2027	$ 355
Finance leases, asset financing, ST debt & other	68
Total debt, principal balance & other	**$ 423**
Less: cash	16
Net debt[1]	**$ 407**

Committed liquidity	Q1 2025
Cash	$ 16
Revolver	565
Total capacity	**$ 581**

LTM Leverage[1,2,3]

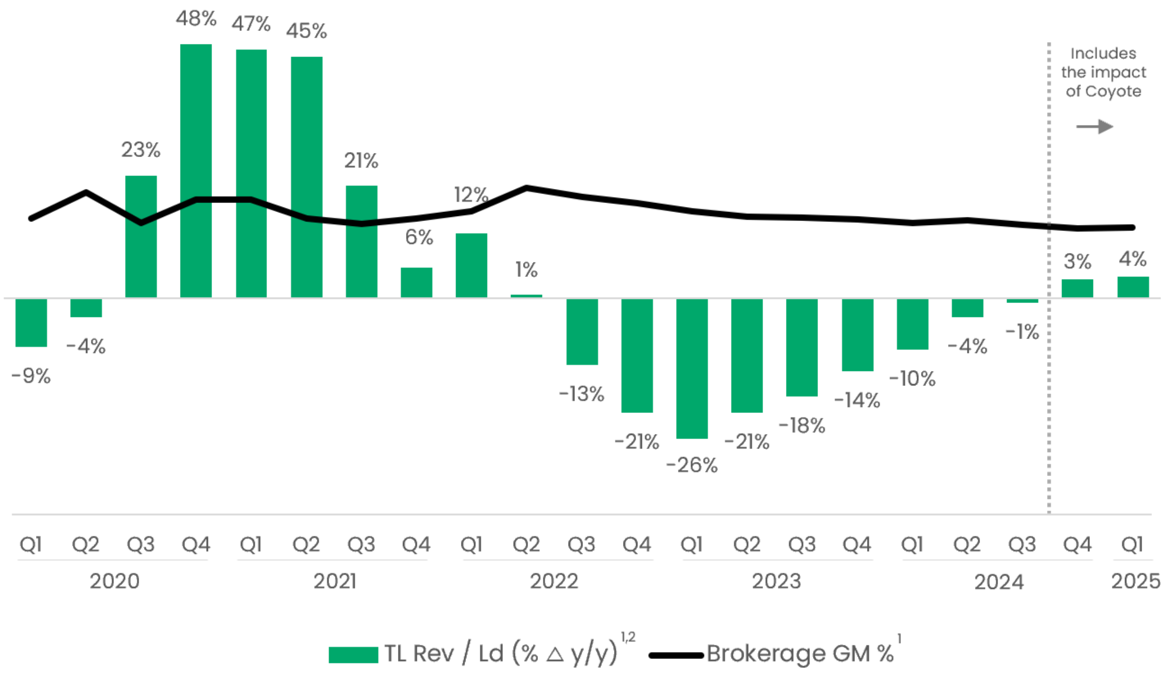


RXO has a strong balance sheet with low leverage and a robust liquidity position

Note: In millions.
[1] See the "Non-GAAP financial measures" section.
[2] See appendix for leverage calculations.
[3] LTM period includes the impact of the Coyote Logistics acquisition.

Brokerage revenue per load and gross margin trends

- **Truckload revenue per load trends have improved to start the year**
  - Truckload revenue per load up 4% y/y
  - Excludes the impact of changes in fuel prices and length of haul
- **Expect 2025 contract rates up y/y**
  - Continue to expect truckload contract rates up low-to-mid single digits y/y



Revenue per load trends continue to improve

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[1] All periods prior to Q4 2024 exclude the impact of the Coyote Logistics acquisition.
[2] Truckload only, excluding LTL, and excludes the impact of changes in fuel prices and length of haul.

Brokerage performance and current market conditions

Market conditions loosened after January

- Truckload gross profit per load increased throughout Q1
  - Driven primarily via buy-side improvements

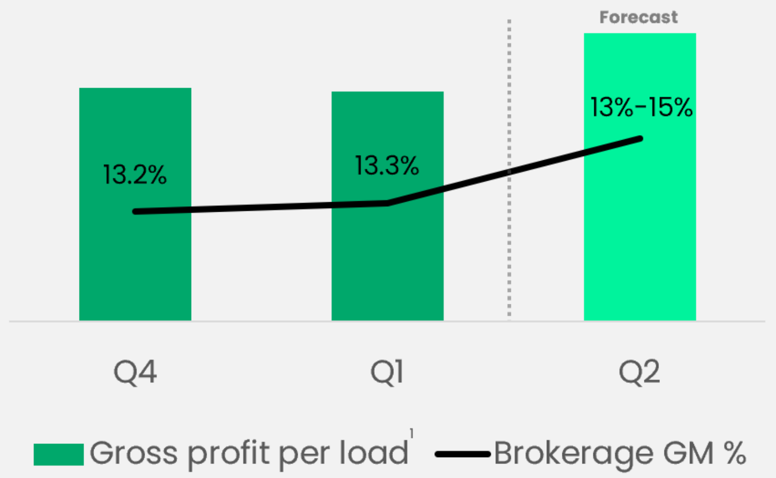
Current environment creating shipper uncertainty

- Continued soft trends to start Q2
  - April TL volume down mid-single-digit % vs. March
  - Automotive weakness continuing to impact volume

Idiosyncratic drivers to benefit RXO

- Contract rate increases continuing to phase in
- Technology advancements to drive increased productivity
- Carrier/coverage migration enables significant opportunities to procure capacity more effectively

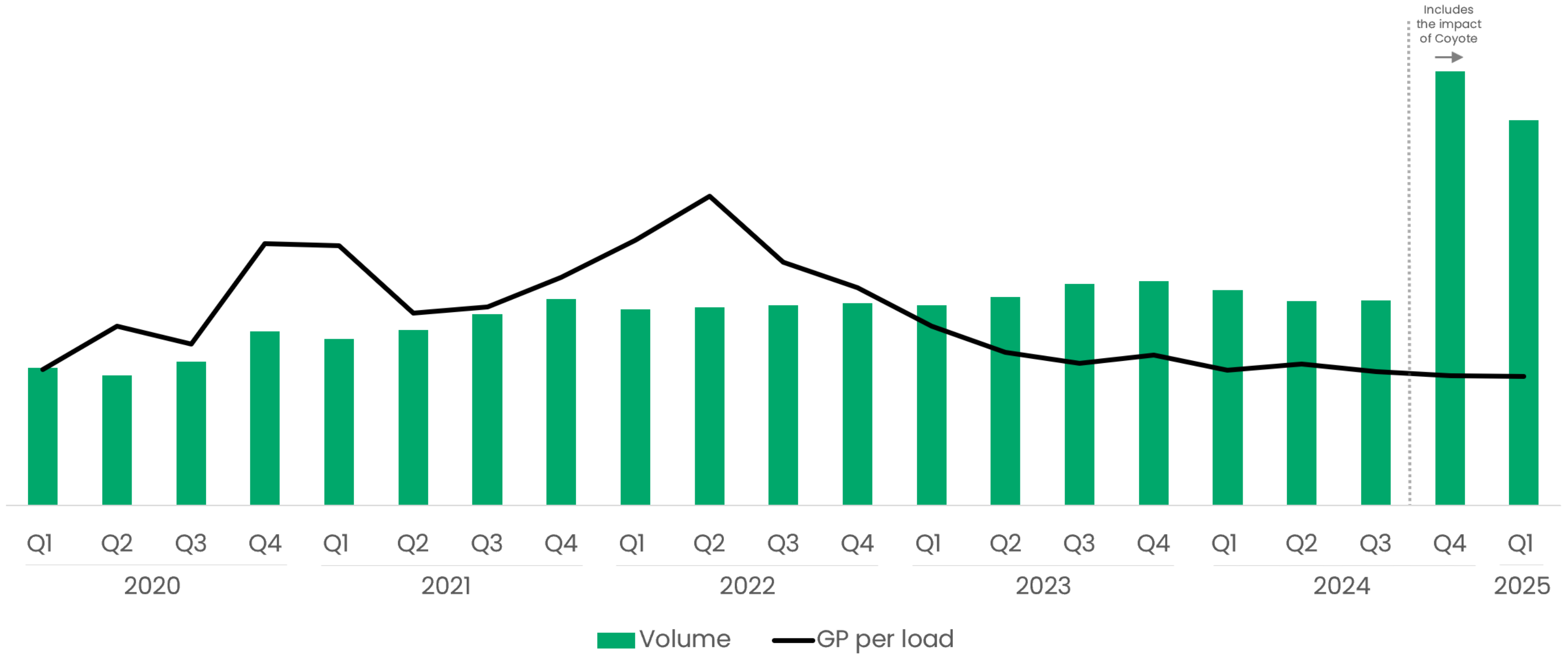
Gross profit per load and margin % trends



RXO expects to improve truckload gross profit per load sequentially

[1] Truckload gross profit per load.

Truckload volume and gross profit per load trends[1]



TL gross profit per load was relatively stable in Q1 when compared to Q4

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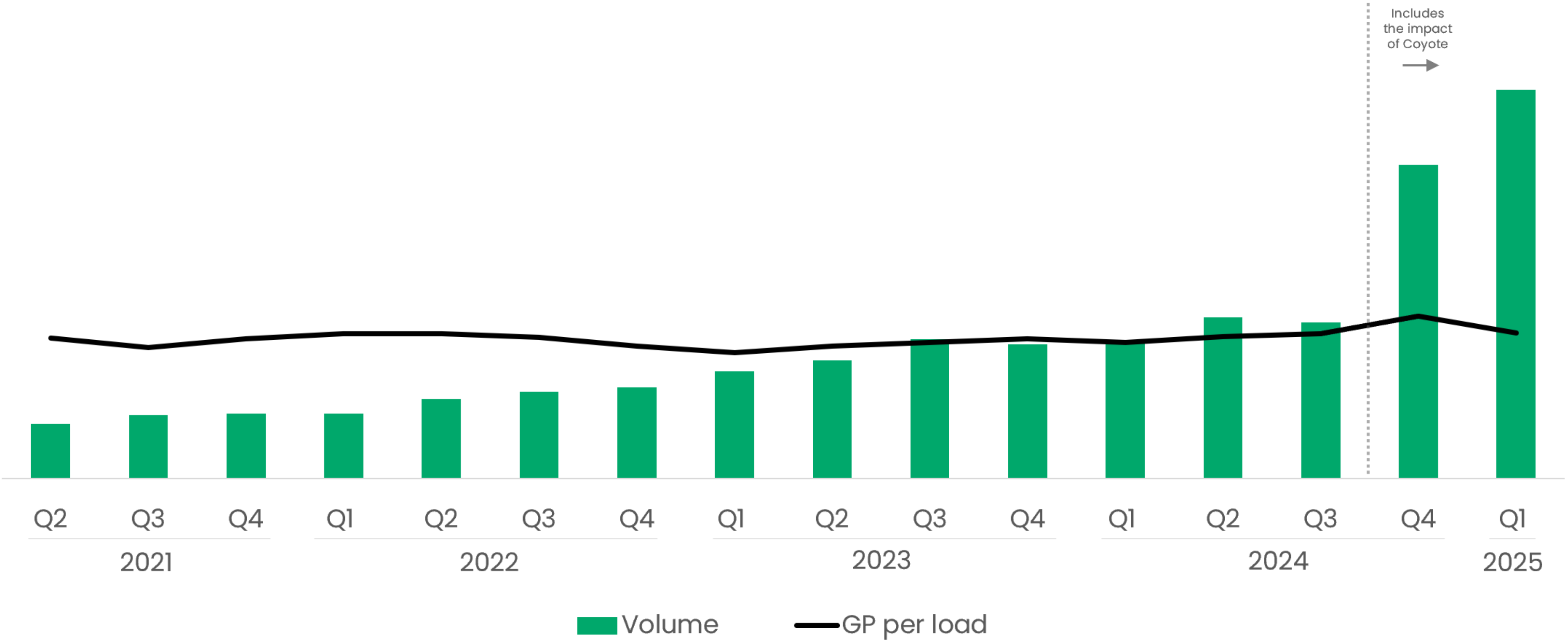
[1] All periods prior to Q4 2024 exclude the impact of the Coyote Logistics acquisition.

LTL volume and gross profit per load trends[1]



LTL brokerage volume grew significantly in the quarter with new customer growth

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[1] All periods prior to Q4 2024 exclude the impact of the Coyote Logistics acquisition.

Q2 2025 outlook and modeling assumptions

Q2 2025 outlook

- Adjusted EBITDA[1]: $30M-$40M
- Brokerage y/y volume (combined)[2]: Down low-single-digit %
- Brokerage gross margin: 13%-15%

FY 2025 modeling assumptions

- Capital expenditures: $65M-$75M
- Depreciation: $65M-$75M, Amortization of intangibles: $45M-$50M
- Stock-based compensation: $30M-$35M
- Restructuring + transaction & integration expenses: $40M-$50M
- Net interest expense: $32M-$36M
- Adjusted effective tax rate: 30%-33%
- Fully diluted weighted-average shares outstanding: ~170M

[1] See the "Non-GAAP financial measures" section.
[2] Prior period includes the impact of the Coyote Logistics acquisition.

Key investment highlights

1. Large addressable market with secular tailwinds
2. Track record of above-market growth and high profitability
3. Proprietary technology drives productivity, volume and margin expansion
4. Long-term relationships with blue-chip customers
5. Market-leading platform with complementary transportation solutions
6. Tiered approach to sales drives multi-faceted growth opportunities
7. Diverse exposure across attractive end markets
8. Experienced and proven leadership team

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Appendix

Financial reconciliations

Reconciliation of net loss to adjusted EBITDA and adjusted EBITDA margin

(Dollars in millions)	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Twelve Months Ended March 31, 2025	Year Ended December 31, 2024
Net loss	**$ (31)**	**$ (15)**	**$ (306)**	**$ (290)**
Interest expense, net	9	8	31	30
Income tax benefit	(8)	(6)	(16)	(14)
Depreciation and amortization expense	32	16	103	87
Transaction and integration costs	6	1	58	53
Restructuring and other costs	14	11	255	252
Adjusted EBITDA [1]	**$ 22**	**$ 15**	**$ 125**	**$ 118**
Revenue	$ 1,433	$ 913	$ 5,070	$ 4,550
Adjusted EBITDA margin [1, 2]	1.5%	1.6%	2.5%	2.6%

[1] See the “Non-GAAP financial measures” section.
[2] Adjusted EBITDA margin is calculated as adjusted EBITDA divided by revenue.

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Financial reconciliations (cont.)

Reconciliation of net loss to adjusted net loss and adjusted diluted loss per share

	Three Months Ended March 31,	
(Dollars in millions, shares in thousands, expect per share amounts)	2025	2024
Net loss	**$ (31)**	**$ (15)**
Amortization of intangible assets	15	3
Transaction and integration costs	6	1
Restructuring and other costs	14	11
Income tax associated with the adjustments above [1]	(9)	(4)
Adjusted net loss [2]	**$ (5)**	**$ (4)**
Adjusted diluted loss per share [2]	**$ (0.03)**	**$ (0.03)**
Weighted-average common shares outstanding		
Diluted weighted-average common shares outstanding	168,023	117,217

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[1] The tax impact of non-GAAP adjustments represents the tax expense calculated using the applicable statutory tax rate that would have been incurred had these adjustments been excluded from net income (loss). Our estimated tax rate on non-GAAP adjustments may differ from our GAAP tax rate due to differences in the methodologies applied.
[2] See the "Non-GAAP financial measures" section.

Financial reconciliations (cont.)

Reconciliation of cash flows from operating activities to free cash flow and adjusted free cash flow

(Dollars in millions)	Three Months Ended March 31, 2025		Three Months Ended March 31, 2024	
Net cash provided by (used in) operating activities	**$**	**(2)**	**$**	**7**
Payment for purchases of property and equipment		(15)		(11)
Free cash flow [1]	**$**	**(17)**	**$**	**(4)**
Transaction and integration costs [2]		17		-
Restructuring and other costs [2]		6		5
Adjusted free cash flow [1]	**$**	**6**	**$**	**1**
Adjusted EBITDA [1,3]	$	22	$	15
Free cash flow conversion from adjusted EBITDA [1,4]		-77.3%		-26.7%
Adjusted free cash flow conversion from adjusted EBITDA [1,5]		27.3%		6.7%

[1] See the "Non-GAAP financial measures" section.
[2] Includes the cash component of these line items.
[3] See Reconciliation of net loss to adjusted EBITDA.
[4] Free cash flow conversion from adjusted EBITDA is calculated as free cash flow divided by adjusted EBITDA.
[5] Adjusted free cash flow conversion from adjusted EBITDA is calculated as adjusted free cash flow divided by adjusted EBITDA.

Financial reconciliations (cont.)

Calculation of gross margin and gross margin as a percentage of revenue

(Dollars in millions)	Three Months Ended March 31, 2025		Three Months Ended March 31, 2024	
Revenue				
Truck brokerage	$	1,067	$	564
Complementary services [1]		415		384
Eliminations		(49)		(35)
Revenue	**$**	**1,433**	**$**	**913**
Cost of transportation and services (exclusive of depreciation and amortization)				
Truck brokerage	$	924	$	484
Complementary services [1]		278		250
Eliminations		(49)		(35)
Cost of transportation and services (exclusive of depreciation and amortization)	**$**	**1,153**	**$**	**699**
Direct operating expense (exclusive of depreciation and amortization)				
Truck brokerage	$	1	$	-
Complementary services [1]		47		53
Direct operating expense (exclusive of depreciation and amortization)	**$**	**48**	**$**	**53**
Direct depreciation and amortization				
Truck brokerage	$	-	$	-
Complementary services [1]		3		2
Direct depreciation and amortization	**$**	**3**	**$**	**2**
Gross margin				
Truck brokerage	$	142	$	80
Complementary services [1]		87		79
Gross margin	**$**	**229**	**$**	**159**
Gross margin as a percentage of revenue				
Truck brokerage		13.3%		14.2%
Complementary services [1]		21.0%		20.6%
Gross margin as a percentage of revenue		**16.0%**		**17.4%**

[1] Complementary services include Last Mile and Managed Transportation services.

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Financial reconciliations (cont.)

Reconciliation of bank-adjusted EBITDA; Calculcation of gross and net leverage

(Dollars in millions)		March 31, 2025
Reconciliation of bank-adjusted EBITDA		
Adjusted EBITDA [1,2] for the twelve months ended March 31, 2025	$	125
Adjustments per credit agreement [3] for the twelve months ended March 31, 2025		27
Expected incremental annualized synergies associated with Coyote acquisition		45
Coyote Adjusted EBITDA for the period April 1, 2024 through September 15, 2024		19
Bank-adjusted EBITDA	**$**	**216**
Calculation of gross leverage		
Total debt, principal balance and other	$	423
Bank-adjusted EBITDA		216
Gross Leverage [1]		**2.0x**
Calculation of net leverage		
Total debt, principal balance and other, net of cash and cash equivalents	$	407
Bank-adjusted EBITDA		216
Net Leverage [1]		**1.9x**

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[1] See the "Non-GAAP financial measures" section.
[2] See reconciliation of net loss to adjusted EBITDA.
[3] Represents stock compensation expense and other non-recurring items included in sales, general and administrative expense.

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