

FedEx Corporation

Compensation and Human Resources Committee Charter

Purpose

The purpose of the Compensation and Human Resources Committee is to:

- Assist the Board of Directors in the discharge of its responsibilities relating to (i) the compensation of the Company's executive management and (ii) oversight of the Company's key human resource management ("HRM") strategies and programs;
- Oversee the administration of the Company's equity compensation plans and review the strategies relating to, and costs and structure of, key employee benefit and fringe-benefit plans and programs; and
- Review and discuss with management the Company's Compensation Discussion and Analysis and produce a report to be included in the Company's proxy statement recommending whether the Compensation Discussion and Analysis should be included in the proxy statement.

Membership and Subcommittees

The Compensation and Human Resources Committee shall consist of such number of members of the Board of Directors as shall be appointed by the Board from time to time, but in no event shall the Committee consist of fewer than three members. The Board of Directors shall designate the Chairperson of the Committee. The Board of Directors may change the membership of the Committee at any time.

Each member of the Committee shall meet the applicable independence requirements of the New York Stock Exchange and any other legal requirements applicable to Committee members.

Unless otherwise prohibited by the Company's Certificate of Incorporation or Bylaws, the Committee may form and delegate authority to any subcommittee as it deems appropriate or advisable.

Functions, Powers, and Responsibilities

The Compensation and Human Resources Committee shall:

Compensation Policies and Procedures

1. Review and discuss with management the factors underlying the Company's compensation policies and decisions, including overall compensation objectives, and the processes and procedures for the compensation of the Company's executive officers and directors.

2. Review and discuss with management the relationship between the Company's compensation policies and practices and the Company's risk management, including the extent to which those policies and practices create risks for the Company.

Performance and Compensation of the Executive Chairman and the Chief Executive Officer

3. If an Executive Chairman is serving, review and approve Company goals and objectives relevant to the compensation of the Executive Chairman; evaluate, together with the independent members of the Board of Directors, the performance of the Executive Chairman in light of these goals and objectives; and based upon such evaluation recommend to the Board for approval by its independent members each element of the compensation of the Executive Chairman.

4. Review and approve Company goals and objectives (both financial and non-financial) relevant to the compensation of the Chief Executive Officer; evaluate, together with the independent members of the Board of Directors, the performance of the Chief Executive Officer in light of these goals and objectives and the quality and effectiveness of his leadership; and based upon such evaluation recommend to the Board for approval by its independent members each element of the compensation of the Chief Executive Officer.

Performance and Compensation of Other Members of Executive Management

5. Review the performance evaluations of all other members of executive management; and review and approve (and, if applicable, recommend to the Board for approval) each element of the compensation, as well as the terms and conditions of employment, of each such individual.

Compensation of Directors

6. Review and make recommendations to the Board of Directors with respect to the compensation of Board members.

Compensation and Benefit Programs

7. Review, approve, and recommend Board approval of (i) all non-equity incentive plans (e.g., annual and long-term incentive compensation plans) in which any member of executive management or FedEx Corporation employee participates and any amendments to such plans, and (ii) all equity compensation plans (e.g., stock option and restricted stock plans) and material amendments to such plans.

8. Grant (or, if applicable, recommend for Board approval) all awards under the Company's equity compensation plans and administer or oversee the administration of all such plans.

9. Review the strategies relating to, and costs and structure of, key employee benefit and fringe-benefit plans and programs and take action with respect to such plans or the administration thereof as may be deemed necessary or appropriate by the Committee.

10. Review and approve the Company's policies and procedures regarding perquisites and other personal benefits and tax reimbursement payments to members of executive management.

Human Resource Management

11. Review and discuss with management the Company's key HRM strategies and programs, including Company culture; diversity, equity, and inclusion; workforce demographics; and enterprise health care programs.

Post-Employment Compensation

12. Review, approve, and recommend Board approval of all plans, agreements, policies, and arrangements that provide for or relate to payments to an executive officer at, following, or in connection with the officer's termination, including resignation, severance, or retirement, or a change in control of the Company (e.g., non-qualified pension and deferred compensation plans, management retention agreements, and severance and post-employment consulting arrangements, and any amendments thereto).

Incentive Compensation Recoupment Policy

13. Review, approve, and recommend Board approval of the Company's policy regarding the recoupment of incentive compensation and any amendments thereto, and make recommendations to the Board of Directors regarding the application and enforcement of such policy.

Advisory Stockholder Votes on Executive Compensation

14. Review the results of advisory stockholder votes on executive compensation ("say-on-pay votes") and consider whether to make or recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

15. Recommend for approval by the Board of Directors how frequently the Company should conduct say-on-pay votes.

Proxy Statement Disclosure on Compensation

16. Review and discuss with management the Company's Compensation Discussion and Analysis and other compensation-related disclosures to be included in the Company's proxy statement and recommend to the Board of Directors whether the Compensation Discussion and Analysis should be included in the Company's proxy statement.

17. Prepare the compensation committee report required to be included in the Company's proxy statement.

Compensation Consultants

18. Have the sole authority to retain, obtain the advice of, and terminate any compensation consultant, independent legal counsel, or other adviser (collectively, "Advisers") and be directly responsible for the appointment, compensation, and oversight of the work of any Adviser retained by the Committee.

19. Preapprove any services to be provided to the Company by any Adviser retained by the Committee.

20. Determine appropriate funding, which shall be provided by the Company, for the payment of reasonable compensation to any Adviser retained by the Committee.

21. Evaluate the independence of any Adviser prior to selecting or receiving advice from such Adviser, taking into consideration all factors relevant to the Adviser's independence from management, including any factors required by the New York Stock Exchange or applicable law.

Other

22. Review and make recommendations to the Governance, Safety, and Public Policy Committee of the Board of Directors with respect to any stockholder proposal that relates to executive or director compensation or HRM-related matters.

23. Review and, when applicable, recommend for approval by the Board of Directors the appointment of all officers of FedEx Corporation.

24. Annually review the Committee's own performance and report the results of such review to the Board of Directors.

25. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.

26. Report regularly to the Board of Directors on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.

27. Perform such other duties required by law or necessary or appropriate to further the Committee's purposes, or as the Board of Directors may from time to time direct.

Amended June 13, 2022