

FedEx Corporation

Governance, Safety, and Public Policy Committee Charter

Purpose

The purpose of the Governance, Safety, and Public Policy Committee is to:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board of Directors;
- Assist the Board in determining the size, structure, composition, processes, and practices of the Board and its committees and assessing director independence and qualification;
- Oversee the Board and executive management performance evaluation processes and monitor the effectiveness of the Board and its committees;
- Assist the Board in management succession planning;
- Assist the Board in enhancing the quality of the Company's corporate governance, as reflected in the Company's Certificate of Incorporation, Bylaws, and Corporate Governance Guidelines;
- Assist Board oversight of the Company's safety strategies, policies, programs, and practices;
- Assist Board oversight of the Company's political activities and expenditures; and
- Assist Board oversight of the Company's corporate social responsibility goals, strategies, and programs.

Membership and Subcommittees

The Governance, Safety, and Public Policy Committee shall consist of such number of members of the Board of Directors of the Company 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, who shall be annually elected by a majority of the independent Board members then serving on the Board of Directors. 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. The Board of Directors may change the membership of the Committee at any time.

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 Governance, Safety, and Public Policy Committee shall:

Board of Directors and Committees

1. Annually review with the Board of Directors the criteria, including any minimum qualifications and any necessary qualities or skills, for Board membership, which are set forth in the Company's Corporate Governance Guidelines.
2. Identify, evaluate, and recruit individuals qualified for Board membership.
3. Periodically review the procedures to be followed by the Company's stockholders in recommending prospective director nominees, which are set forth in the Company's Corporate Governance Guidelines.
4. Consider director nominees proposed by the Company's stockholders.
5. Recommend to the Board director nominees to be proposed for election at the annual meeting of stockholders or to be elected by the Board to fill vacancies or newly created directorships.
6. Recommend to the Board of Directors nominees for appointment, including a chairperson, to each committee of the Board.
7. Review and make recommendations to the Board of Directors with respect to the size, structure, composition, processes, and practices of the Board and the Board committees.
8. Review each mandatory offer of resignation by a Board member and recommend an appropriate course of action to the Board of Directors.

Director Independence and Qualification

9. Periodically review the Company's standards of director independence and recommend any proposed changes to the Board of Directors for approval.
10. In accordance with the Company's standards of director independence and the applicable independence and qualification requirements of the New York Stock Exchange, the Securities Exchange Act of 1934, and any other applicable law, assess and make recommendations to the Board of Directors with respect to each Board member's independence and qualification (e.g., financial expertise of Audit Committee members).

Orientation of New Directors; Continuing Education

11. Oversee the orientation program for new Board members.
12. Review and make recommendations to the Board of Directors with respect to the Company's process for the continuing education of Board members.

Director Search Firms

13. Have the sole authority to retain and terminate any search firm used to identify director candidates and to approve such search firm's fees and other retention terms.

Performance Evaluations

14. Implement and oversee the annual performance evaluation of the Board of Directors, each committee of the Board (including a review by the Committee of its own performance), and each Board member; review the results of each Board committee's evaluation; and report to the Board of Directors the results of the full Board, the Committee, and, as appropriate, individual director evaluations.

15. Oversee the processes by which the Executive Chairman (if serving), Chief Executive Officer, and executive management are evaluated.

Corporate Governance

16. Periodically review and reassess the adequacy of the Company's corporate governance framework, including the Certificate of Incorporation, Bylaws, and Corporate Governance Guidelines, and recommend any proposed changes to the Board of Directors for approval.

Related Person Transactions and Conflicts of Interest

17. Periodically review the Company's procedures for the review and preapproval of related person transactions.

18. In accordance with such procedures, review all related person transactions (as defined therein) and certain other conflicts of interest involving Board members or executive management, and determine whether to preapprove (or, if appropriate, to recommend that the full Board preapprove) such transactions or conflicts.

Management Succession Planning

19. In consultation with the Chief Executive Officer, evaluate potential successors to the Chief Executive Officer and other members of executive management and report annually to the Board of Directors on succession planning.

Safety

20. Review and discuss with management the Company's safety strategies, policies, programs, and practices and safety-related risk management strategies, programs, and initiatives.

Company Political Activities and Expenditures

21. Review and discuss with the Executive Vice President, General Counsel and Secretary (i) public policy, political, and legislative trends and matters that affect or may affect the Company's business, performance, strategies, or reputation; (ii) the Company's political activities and participation in the political process, including direct and indirect political spending and lobbying activities and expenditures; (iii) the Company's contributions to trade associations and other tax-exempt organizations that engage in political activities; (iv) the steps management has taken to identify, assess, and manage risks relating to the Company's political activities and expenditures; and (v) the Company's reporting of its political activities and expenditures.

22. Periodically review and discuss with management the Company's Policy on Political Contributions and approve any changes to such policy.

Corporate Social Responsibility

23. Review and discuss with the Executive Vice President, General Counsel and Secretary, the Chief Sustainability Officer, and other members of management, the Company's (i) corporate social responsibility goals, strategies, and programs, including with respect to sustainability, and (ii) management of sustainability- and climate-related risks.

24. In consultation with the Audit Committee, review and discuss with management the Company's annual environmental, social, and governance report.

Other

25. Review and make recommendations to the Board of Directors with respect to any stockholder proposal. To the extent that a stockholder proposal relates to a matter that is overseen by another committee (e.g., executive compensation), then the input of such other committee shall be solicited.

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

27. 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.

28. Perform such other duties required by law or necessary or appropriate to ensure the effective functioning of the Board of Directors and high-quality corporate governance, or as the Board of Directors may from time to time direct.

Amended June 13, 2022