

# **FedEx Freight Holding Company, Inc.**

## **Governance Committee Charter**

### **Purpose**

The purpose of the Governance Committee of the Board of Directors of FedEx Freight Holding Company, Inc. (the “Committee”) is to:

- Identify individuals qualified to become members of the FedEx Freight Holding Company, Inc. (the “Company”) Board of Directors (the “Board”), consistent with criteria approved by the Board;
- 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 officer performance evaluation processes and monitor the effectiveness of the Board and its committees;
- Assist the Board in executive officer succession planning; and
- 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.

### **Membership and Subcommittees**

The Committee shall consist of such number of members of the Board 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 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.

The members of the Committee shall meet the applicable independence requirements of the New York Stock Exchange (“NYSE”) listing standards and any other legal or regulatory requirements applicable to Committee members. The Board 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.

### **Meetings of the Committee**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

## **Functions, Powers, and Responsibilities**

The Committee shall:

### Board and Committees

1. Annually review with the Board 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. Consider director nominees proposed by the Company's stockholders.
4. 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.
5. Recommend to the Board nominees for appointment, including a chairperson, to each committee of the Board.
6. Review and make recommendations to the Board with respect to the size, structure, composition, processes, and practices of the Board and the Board committees.
7. Review each mandatory offer of resignation by a Board member and recommend an appropriate course of action to the Board.

### Director Independence and Qualification

8. Periodically review the Company's standards of director independence and recommend any proposed changes to the Board for approval.
9. In accordance with the Company's standards of director independence and the applicable independence and qualification requirements of the NYSE listing standards, the Securities Exchange Act of 1934, as amended (including the rules and regulations promulgated thereunder), and any other applicable law, assess and make recommendations to the Board with respect to each Board member's independence and qualification (e.g., financial expertise of Audit Committee members).

### Orientation of New Directors; Continuing Education

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

### Director Search Firms

12. 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

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

14. Oversee the processes by which the Chief Executive Officer and other executive officers are evaluated.

### Corporate Governance

15. 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.

### Related Person Transactions and Conflicts of Interest

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

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

### Succession Planning

18. In consultation with the Chief Executive Officer, evaluate potential successors to the Chief Executive Officer and other executive officers and report annually to the Board on succession planning.

19. Periodically review the Company's Emergency Executive Officer Succession Plan and approve any changes to such plan.

### Other

20. Review and make recommendations to the Board 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.

21. Periodically review and discuss with management the Company's Securities Manual and recommend any proposed changes to the Board for approval.
22. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
23. Report regularly to the Board on matters within the scope of the Committee, as well as any issues that merit the attention of the Board.
24. Perform such other duties required by law or regulation or necessary or appropriate in furtherance of the Committee's purpose and responsibilities, including the effective functioning of the Board and high-quality corporate governance, or as the Board may from time to time direct.

*Adopted June 1, 2026*