

FedEx Freight Holding Company, Inc.

Human Resources and Compensation Committee Charter

Purpose

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

- Assist the FedEx Freight Holding Company, Inc. (the “Company”) Board of Directors (the “Board”) in the discharge of its responsibilities relating to the compensation of the Company’s executive officers (i.e., the “officers” of the Company as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”));
- Assist Board oversight of the Company’s key human resource management (“HRM”) strategies and programs;
- Oversee the administration of the Company’s equity-based 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 such proxy statement.

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. The Board may change the membership of the Committee at any time.

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. Each member of the Committee shall also qualify as a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act.

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:

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, and review management's conclusion regarding whether any risks arising from the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

Performance and Compensation of the Chief Executive Officer

3. Review and approve Company goals and objectives (both financial and non-financial) relevant to the compensation of the Chief Executive Officer; evaluate the performance of the Chief Executive Officer in light of these goals and objectives; and based upon such evaluation approve each element of the compensation of the Chief Executive Officer.

Performance and Compensation of Other Executive Officers

4. Review the performance evaluations of all other executive officers; and review and approve each element of the compensation, as well as the terms and conditions of employment, of each such individual.

Compensation of Directors

5. Review and recommend to the Board for approval the compensation of Board members.

Compensation and Benefit Programs

6. Review and approve all non-equity-based incentive plans in which any executive officer participates.
7. Review and approve (or, in cases that require Board or stockholder approval under the NYSE listing standards or other applicable laws or regulations, recommend to the Board for approval), all equity-based compensation and employee stock purchase plans and any amendments to such plans.

8. Review and approve all grants (or, with respect to grants to non-management directors of the Company, recommend to the Board for approval) of awards under the Company's equity-based compensation plans and administer or oversee the administration of all such plans (provided that the Committee may, to the extent permitted by the Company's equity-based compensation plans, delegate to one or more officers of the Company the authority to approve grants of awards under the Company's equity-based compensation plans to eligible individuals who are not subject to the reporting requirements of Section 16 of the Exchange Act, subject to the NYSE listing standards and other applicable laws and regulations; provided, further, that the Committee may revoke any such delegation of authority at any time).

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 (including any tax reimbursement payments) to executive officers.

Human Resource Management

11. Review and discuss with management the Company's key HRM strategies and programs.

Post-Employment Compensation

12. Review and approve all plans, agreements, policies, and arrangements (and any amendments thereto) that provide for or relate to payments to an executive officer (and which are not generally available to all salaried employees) at, following, or in connection with the officer's termination, including resignation, severance, or retirement, or a change in control of the Company.

Incentive Compensation Recoupment Policies

13. Review, approve, and recommend Board approval of any Company policy regarding the recoupment of incentive compensation and any amendments thereto, and administer or oversee the administration of the application and enforcement of any 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 the frequency of the Company's 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 whether the Compensation Discussion and Analysis should be included in such proxy statement.

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

Outside Advisors

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

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

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

21. Evaluate the independence of any Advisor prior to selecting or receiving advice from such Advisor, taking into consideration all factors relevant to the Advisor's independence from management, including any factors required by NYSE listing standards and other applicable laws and regulations.

Other

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

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

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

25. 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.

26. Perform such other duties required by law or necessary or appropriate to further the Committee's purpose and responsibilities, or as the Board may from time to time direct.

Adopted June 1, 2026