

FedEx Freight Holding Company, Inc.

Risk Oversight Committee Charter

Purpose

The purpose of the Risk Oversight 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 its oversight of the Company’s safety strategies, policies, programs, and practices;
- Assist Audit Committee oversight of the processes by which the Company assesses and manages its exposure to risk;
- Assist Board oversight of cyber and technology-related risks and management efforts to monitor and mitigate those risks;
- Assist Board oversight of the Company’s political activities and expenditures; and
- Assist Board oversight of the Company’s sustainability goals, strategies, and programs.

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.

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:

Safety

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

Risk Assessment and Risk Management

2. Review and discuss with management, the Audit Committee, and the Board (i) the guidelines and policies that govern the processes by which the Company assesses and manages its exposure to risk, including its enterprise risk management framework, and (ii) the Company's major financial and other risk exposures and the steps management has taken to monitor and control such exposures.

Cyber and Technology Risk Management/Internal Controls

3. Review and discuss with management and the Board (i) the Company's cyber and technology-related risks, including network security, information and digital security, data privacy and protection, and risks related to emerging technologies such as artificial intelligence and machine learning, and (ii) the steps management has taken to identify, assess, monitor, manage, and mitigate those risks.

4. Review and discuss with management (i) technologies, policies, processes, and practices for managing and mitigating cyber and technology-related risks and (ii) the Company's cyber incident response and recovery plan.

5. Review and discuss with management the cybersecurity, cyber-resiliency, and technology aspects of the Company's business continuity and disaster recovery capabilities and contingency plans.

6. Review and discuss with management the quality and effectiveness of the technology systems and processes that relate to or affect the Company's internal control systems.

7. Review and discuss with management and the Board (i) the Company's cyber and technology-related compliance risks, including cyber and technology-related matters identified in internal audits, and (ii) the steps management has taken to identify, assess, monitor, manage, and mitigate those risks.

8. As necessary or appropriate, report to and/or consult with the Audit Committee of the Board regarding cyber and technology systems and processes that relate to or affect the Company's internal control systems.

9. Periodically review and discuss with management emerging technologies, such as artificial intelligence and machine learning, including how such technologies are, or may be, incorporated into the Company's operations, services, and strategies.

Company Political Activities and Expenditures

10. Review and discuss with the Chief Legal Officer and other members of management (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.

11. Periodically review and discuss with management the Company's Policy on Political Contributions and recommend any proposed changes to the Board for approval.

Sustainability

12. Review and discuss with the Chief Operating Officer, the Chief Legal Officer, and other members of management the Company's (i) sustainability goals, strategies, programs, and disclosures and (ii) management of sustainability- and climate-related risks.

13. Review and discuss with management the Company's annual sustainability report.

Other

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

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

16. Report regularly to the Audit Committee and/or Board on matters within the scope of the Committee, as well as any issues that merit the attention of the Audit Committee and/or Board.

17. Perform such other duties as are necessary or appropriate in furtherance of the Committee's purpose and responsibilities, or as the Board may from time to time direct.

Adopted June 1, 2026