



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(Mark One)

- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended May 31, 2026.
- OR
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to .

Commission file number 1-15829

FedEx Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
*(State or Other Jurisdiction of
Incorporation or Organization)*

942 South Shady Grove Road, Memphis, Tennessee
(Address of Principal Executive Offices)

62-1721435
*(I.R.S. Employer
Identification No.)*

38120
(ZIP Code)

Registrant’s telephone number, including area code: (901) 818-7500
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.10 per share	FDX	New York Stock Exchange
1.625% Notes due 2027	FDX 27	New York Stock Exchange
0.450% Notes due 2029	FDX 29A	New York Stock Exchange
0.450% Notes due 2029	FDX 29B	New York Stock Exchange
1.300% Notes due 2031	FDX 31B	New York Stock Exchange
3.500% Notes due 2032	FDX 32	New York Stock Exchange
0.950% Notes due 2033	FDX 33	New York Stock Exchange
0.950% Notes due 2033	FDX 33A	New York Stock Exchange
4.125% Notes due 2037	FDX 37	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒Accelerated filer ☐Non-accelerated filer ☐Smaller reporting company ☐Emerging growth company ☐

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐



Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the common stock held by non-affiliates of the Registrant, computed by reference to the closing price as of the last business day of the Registrant's most recently completed second fiscal quarter, November 30, 2025, was approximately \$64.6 billion. The Registrant has no non-voting stock.

As of July 16, 2026, 236,581,188 shares of the Registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement to be delivered to stockholders in connection with the 2026 annual meeting of stockholders to be held on September 28, 2026 are incorporated by reference in response to Part III of this Report.

FORWARD-LOOKING STATEMENTS

Certain statements in this Annual Report on Form 10-K (this “Annual Report”), including (but not limited to) those contained in [“Item 1. Business”](#); [“Item 1A. Risk Factors”](#); [“Item 1C. Cybersecurity”](#); [“Item 2. Properties”](#); [“Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities”](#); the “Trends Affecting Our Business,” “Business Optimization Costs,” “Income Taxes,” “Outlook,” “Reportable Segments,” “Liquidity Outlook,” and “Critical Accounting Estimates” sections of [“Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition”](#); and the “Description of Business Segments and Summary of Significant Accounting Policies,” “Goodwill and Other Intangible Assets,” “Long-Term Debt and Other Financing Arrangements,” “Leases,” “Income Taxes,” “Retirement Plans,” “Business Segments and Disaggregated Revenue,” “Commitments,” and “Contingencies” notes to the consolidated financial statements in [“Item 8. Financial Statements and Supplementary Data”](#) are “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our financial condition, results of operations, cash flows, plans, objectives, future performance, and business. Forward-looking statements include those preceded by, followed by, or that include the words “will,” “may,” “could,” “would,” “should,” “believes,” “expects,” “forecasts,” “anticipates,” “plans,” “estimates,” “targets,” “projects,” “intends,” or similar expressions. These forward-looking statements involve risks and uncertainties. Actual results may differ materially from those contemplated (expressed or implied) by such forward-looking statements, because of, among other things, the risks and uncertainties identified in [“Item 1A. Risk Factors”](#) and the other risks and uncertainties you can find in our press releases and other Securities and Exchange Commission (“SEC”) filings.

As a result of these and other factors, no assurance can be given as to our future results and achievements. Accordingly, a forward-looking statement is neither a prediction nor a guarantee of future events or circumstances and those future events or circumstances may not occur. You should not place undue reliance on the forward-looking statements, which speak only as of the date of this report. Unless required to do so by law, we are under no obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events, or otherwise.

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PART I

ITEM 1. BUSINESS

Overview

FedEx Corporation (“FedEx”) was incorporated in Delaware on October 2, 1997 to serve as the parent holding company and provide strategic direction to the FedEx portfolio of companies. FedEx provides customers and businesses worldwide with a broad portfolio of transportation, e-commerce, and business services, offering integrated business solutions utilizing its flexible, efficient, and intelligent global network.

Our website is located at fedex.com. Detailed information about our services, solutions, and corporate responsibility initiatives can be found on our website. In addition, we make our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all exhibits and amendments to such reports available, free of charge, through our website, as soon as reasonably practicable on the day they are filed with or furnished to the SEC. The Investor Relations page of our website, investors.fedex.com, contains a significant amount of information about FedEx, including our SEC filings and financial and other information for investors. The information that we post on the Investor Relations page of our website could be deemed to be material information. We encourage investors, the media, and others interested in FedEx to visit this website from time to time, as information is updated and new information is posted. The information on our website, however, is not incorporated by reference in, and does not form part of, this Annual Report.

Change in Fiscal Year End

Effective June 1, 2026, we changed our fiscal year end from May 31 to December 31. As a result, we will report operating results covering the seven-month transition period from June 1, 2026, through December 31, 2026 (the “Transition Period”), in a Transition Report on Form 10-K. Following the Transition Period, we will report our operating results on a calendar-year basis, beginning with the fiscal year ending December 31, 2027. Except as otherwise specified, any reference to a year in this Annual Report indicates our fiscal year ended May 31, 2026 or ended May 31 of the year referenced, and comparisons are to the corresponding period of the prior year.

Spin-Off and New Reportable Segments

In December 2024, we announced that FedEx’s Board of Directors decided to pursue a full separation of FedEx’s less-than-truckload freight transportation services business conducted through FedEx Freight, Inc. (“FedEx Freight”). The FedEx Freight business also included FedEx Custom Critical, Inc. (“FedEx Custom Critical”), LTL Select, and other operations historically included within our FedEx Freight reporting segment. On May 13, 2026, the FedEx Board of Directors declared a pro rata dividend of 80.1% of the outstanding shares of common stock of FedEx Freight Holding Company, Inc. (“FedEx Freight Holding”) to FedEx’s stockholders of record as of the close of business on May 15, 2026 (the “Record Date”) to achieve the separation (the “Spin-Off”). On June 1, 2026, FedEx stockholders received one share of FedEx Freight common stock for every two shares of FedEx common stock held as of the Record Date. FedEx retained 19.9% of the outstanding shares of FedEx Freight common stock. As a result of the Spin-Off, effective June 1, 2026, FedEx will no longer consolidate the FedEx Freight business and FedEx Freight is no longer a reportable segment.

Prior to the Spin-Off, our reportable segments were Federal Express Corporation (“Federal Express”), the world’s largest express transportation company and a leading North American provider of small-package ground delivery services, and FedEx Freight. For financial information concerning our reportable segments in place prior to the Spin-Off, refer to “Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition” and “Item 8. Financial Statements and Supplementary Data” of this Annual Report. Part I of this Annual Report contains certain references to the financial and operational performance of our reportable segments in place prior to the Spin-Off. Additional information regarding our reportable segments in place during 2026 and 2025 can be found in “Item 1. Business” and “Item 2. Properties” of our Annual Report for the year ended May 31, 2025.

Following the Spin-Off and beginning the first quarter of the Transition Period, we realigned our internal reporting and management structure, resulting in the identification of two new reportable segments: Express U.S. Domestic and Express International. Prior to this change, these two segments comprised the Federal Express reportable segment. In addition, FedEx Logistics, Inc. (“FedEx Logistics”), which provides customs brokerage and global ocean and air freight forwarding, was moved from “Corporate, other, and eliminations” to Express International. These changes reflect the realignment of our organizational structure and reporting regularly provided to our chief operating decision maker to assess performance and allocate resources. These changes had no impact on our consolidated results of operations or financial position. For more information about our new reportable segments effective June 1, 2026, please refer to the “Business Segments” below.

Strategy

The collective FedEx brand gives us our competitive edge. Further, our strategy allows us to manage our business as a portfolio, in the long-term best interest of the enterprise. As a result, we base decisions on capital investment and service additions or enhancements

upon achieving the highest overall long-term return on invested capital for our business as a whole. We focus on making appropriate investments in the technology and assets necessary to optimize our long-term earnings performance and cash flow. Our business strategy also provides flexibility in structuring our network to align with varying macroeconomic conditions and customer demand for the market segments in which the customer operates, allowing us to leverage and manage change. Volatility, uncertainty, and innovation have become the norms in the global transportation market, and we are able to use our flexibility to accommodate changing conditions in the global economy.

For more than 50 years, we have been building networks that have created a differentiated and unmatched portfolio of services while continuously evolving to meet the changing needs of our customers and the market by connecting people and possibilities. We are shifting from a collection of separate but powerful operations to one integrated, flexible, efficient, and intelligent network that delivers better service, runs on a modern technology stack and has a structurally lower cost to serve. We continue to evolve to improve our operational efficiency, enhance profitability, and build a simplified experience to better serve our customers.

In connection with our one FedEx consolidation plan, on June 1, 2024, FedEx Ground Package System, Inc. (“FedEx Ground”) and FedEx Corporate Services, Inc. were merged into Federal Express Corporation (“Federal Express”), becoming a single company operating a unified, fully integrated air-ground express network under the respected FedEx brand.

In 2026, we continued our network transformation. Through Network 2.0, we continue to transform our surface network in the U.S. and Canada by modernizing and consolidating our sortation facilities and equipment, reducing pickup-and-delivery routes, and optimizing our enterprise linehaul network by moving beyond discrete collaboration to an end-to-end optimized network. Network 2.0 has been fully implemented in Canada and we expect to complete the U.S. implementation by the end of calendar year 2027. With Tricolor, we are redesigning our international air network by deploying our aircraft strategically to optimize asset utilization and enable a focus on growth in the premium global freight market. Internationally, we are focused on leveraging tools and best practices from our U.S. operations to transform our international operations by scaling to higher-value international mix, reengineering the network, and driving end-to-end process efficiencies. See “Business Segments” below, [“Item 1A. Risk Factors,”](#) and [“Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition”](#) of this Annual Report for more information on our transformation programs.

Our digital transformation is underpinned by our digital backbone and artificial intelligence (“AI”) capabilities, enabling intelligent orchestration, standardization, and digitized and AI-enabled workflows that drive faster response, fewer exceptions, and lower our cost to serve. Our digital transformation is focused on efficiency, differentiation, and new value creation. The size and scale of our global network gives us key insights into global supply chains and trends. This foundation provides an immense amount of data we can use to build better insights, improve the customer experience, and differentiate our service offerings.

“Safety Above All” is the first and foremost value in every aspect of our business. We are committed to making our workplaces and communities safer for our team members, customers, and the public. This philosophy is embedded in our day-to-day work through rigorous policies, continual education and engagement, and investments in technology designed to prevent accidents.

Through our global transportation, information technology, and retail networks, we help to facilitate an ongoing and unprecedented expansion of customer access — to goods, services, and information. We believe it would be extremely difficult, costly, and time-consuming to replicate our global network, which reflects decades of investment, innovation, and expertise, includes the world’s largest all-cargo air fleet, and connects more than 99% of the world’s gross domestic product. We continue to position our company and team members to facilitate and capitalize on this access and to achieve stronger long-term growth, productivity, and profitability.

Business Segments

Effective June 1, 2026, we have two reporting segments: Express U.S. Domestic and Express International. Our remaining businesses are reported as Corporate, other, and eliminations. Express U.S. Domestic and Express International are collectively referred to as Federal Express.

Federal Express

Federal Express pioneered the express transportation industry over 50 years ago in 1973 and remains the industry leader today, providing a range of rapid, reliable, time- and day-definite delivery services to more than 220 countries and territories through an integrated air-ground express network.

As of May 31, 2026, Federal Express employed approximately 452,000 employees and had approximately 84,000 drop-off locations (including FedEx Office stores and FedEx OnSite locations, such as over 15,000 Walgreens and Dollar General stores), 700 aircraft, and over 180,000 motorized vehicles in its global network. Federal Express contracts with approximately 5,300 independent small businesses to conduct certain linehaul and pickup-and-delivery operations. Federal Express also provides cross-border enablement and

technology solutions and e-commerce transportation solutions. As of May 31, 2026, Federal Express employed approximately 233,000 permanent full-time and approximately 219,000 permanent part-time employees.

The pilots at Federal Express, who are a small number of its total employees, are represented by the Air Line Pilots Association, International (“ALPA”) and are employed under a newly ratified collective bargaining agreement (“CBA”). The new CBA was ratified by Federal Express pilots in a vote concluded on June 9, 2026, and is the product of several years of bargaining under the Railway Labor Act of 1926, as amended (“RLA”), including mediation by the National Mediation Board (the U.S. governmental agency that oversees labor agreements for entities covered by the RLA). The new CBA took effect June 29, 2026, and is scheduled to become amendable in December 2030. See [Note 20](#) of the consolidated financial statements included in “[Item 8. Financial Statements and Supplementary Data](#)” of this Annual Report for more information.

In addition to our pilots, certain of Federal Express’s non-U.S. employees are unionized. FedEx believes its employee relations are excellent. See “[Item 1A. Risk Factors](#)” of this Annual Report for more information.

Express U.S. Domestic Segment

Express U.S. Domestic offers a wide range of U.S. domestic shipping services for packages and freight. We offer three overnight package delivery services (FedEx First Overnight, FedEx Priority Overnight, and FedEx Standard Overnight) and three deferred package delivery services (FedEx 2Day, FedEx 2Day AM, and FedEx Express Saver). FedEx SameDay service is available 365 days a year throughout all 50 states for urgent shipments up to 150 pounds. We also offer express overnight and deferred freight services to handle the needs of the time-definite freight market.

Express U.S. Domestic is also a leading provider of day-definite business and residential delivery services for packages weighing up to 150 pounds through our FedEx Ground Commercial and FedEx Home Delivery services. Our service reaches 100% of the continental U.S. population. We offer day-definite delivery to 99% of the U.S. population on Saturdays and to nearly two-thirds of the U.S. population on Sundays. We also offer an economy service that is available for the consolidation and delivery of high volumes of low-weight, less time-sensitive business-to-consumer packages to any residential address in the U.S.

Express U.S. Domestic’s largest sorting facility, located in Memphis, Tennessee, serves as the center of our multiple hub-and-spoke system and worldwide air network. A second national air hub facility is located in Indianapolis, Indiana. We are making investments over multiple years in our facilities to expand and modernize our Memphis hub and modernize our Indianapolis hub. In addition to these national air hubs, Express U.S. Domestic operates regional air hubs in: Fort Worth, Texas; Newark, New York; and Oakland, California and major metropolitan sorting facilities at airports in: Chicago, Illinois; Los Angeles, California; and Atlanta, Georgia.

Express U.S. Domestic also operates a highly flexible network of approximately 1,200 facilities, as of May 31, 2026, that support its surface operations. Through Network 2.0, the multi-year effort to improve the efficiency with which we pick up, transport, and deliver packages in the U.S., these operations are being consolidated. As of May 31, 2026, we have implemented Network 2.0 at approximately 360 locations in the U.S. Under Network 2.0, we utilize both employee couriers and service providers in surface operations using a market-by-market approach. See “[Item 1A. Risk Factors](#)” and “[Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition](#)” of this Annual Report for more information on Network 2.0.

Express U.S. Domestic continues to maximize the use of existing surface facilities through Network 2.0. Many of these facilities utilize advanced automated unloading and sorting technology to streamline the handling of millions of packages daily. This technology includes a yard management system in many facilities which interacts with GPS tags on trailers to automatically notify the control center when a trailer arrives and departs. Using overhead laser and six-sided camera-based bar code scan technology, hub conveyors electronically guide packages to their appropriate destination chute where they are loaded for transport to their respective destination stations for local delivery.

Express U.S. Domestic is also implementing dynamic scheduling tools at many surface facilities to match sort staffing with volumes and is introducing capabilities to allow certain packages to bypass station sortation and proceed directly to vehicles, which helps to maximize station capacity. In addition, dock modernization efforts, including a network operating plan that uses machine learning and algorithms to develop more detailed and accurate volume forecasts, are enhancing productivity at these facilities in furtherance of our transformation initiatives. We are also testing autonomous, driverless technologies in the handling of large, non-conveyable packages, as well as robotic product sortation systems to sort small packages.

Express U.S. Domestic offers service providers advanced route optimization technology that includes near real-time data that service providers may use to plan efficient delivery routes and vehicle mix. To promote safe operations, service providers contracting with us agree to use certain safety-related vehicle technologies and satisfy certain driver standards. Additionally, we deploy software systems and internet-based applications to offer customers new ways to connect internal package data with external delivery information. We provide shipment tracing and proof-of-delivery signature functionality through the FedEx website, fedex.com. For additional information regarding FedEx e-commerce tools and solutions, including FedEx Delivery Manager and FedEx Returns Technology, see “Customer-Driven Technology — E-Commerce and Digital Solutions” below.

Express International Segment

Express International offers a wide range of shipping services for delivery of packages and freight, connecting markets that generate more than 99% of the world's gross domestic product. Our package services include a money-back guarantee. Our unmatched air route authorities and extensive transportation infrastructure, combined with leading-edge information technologies, make it the world's largest express transportation company.

Express International package delivery services are available to more than 220 countries and territories, with a variety of time-definite services to meet distinct customer needs. Our FedEx International Economy service provides time-definite delivery typically in two to five business days. Our FedEx International First service provides time-definite delivery to select postal codes in more than 25 countries and territories, with delivery to select U.S. ZIP Codes as early as 8:00 a.m. from more than 190 countries, delivery by 10:00 a.m. in one business day from the U.S. to Canada, and delivery by 11:00 a.m. in one business day from the U.S. to Mexico. Our FedEx International Priority service provides end-of-day time-definite delivery in one to three business days to more than 220 countries and territories, and our FedEx International Priority Express service provides midday time-definite delivery in one to three business days to more than 30 countries and territories. We also offer domestic pickup-and-delivery services within certain non-U.S. countries, including Canada, Australia, France, the United Kingdom, Italy, Mexico, Germany, Poland, Chile, China, Brazil, India, and in Southern Africa. In addition, we offer comprehensive international express and deferred freight services, real-time tracking, and advanced customs clearance. Our FedEx International Connect Plus service, an e-commerce service currently available from over 70 origin countries to over 190 destination countries and territories, provides day-definite delivery typically within two to five business days.

FedEx Logistics provides international trade services, specializing in customs brokerage, global ocean and air freight forwarding, and managed transportation. We also provide customs clearance services at our major U.S. air hub facilities and border customs clearance for U.S. surface operations, as well as global door-to-door air charter solutions. FedEx Logistics offers customized trade solutions that enable improved compliance practices through FedEx Trade Solutions. FedEx Logistics plays a key role for Express International, offering a comprehensive suite of integrated logistics solutions, providing air and ocean cargo transportation, specialty transportation, customs brokerage, and trade management tools and data, as well as third party logistics. FedEx Logistics has the unique ability to leverage the power of the FedEx transportation networks as well as its global network of service providers.

Pricing

Federal Express periodically publishes updates to the list prices for the majority of its services in its Service Guides. In general, shipping rates are based on the service selected, origin, destination, weight, size, any ancillary service charges, and whether the customer charged the shipment to a FedEx account. On January 5, 2026, a 5.9% average list price increase was implemented for services. List prices also increased for contractual services at this time.

During times of elevated volumes, high demand for capacity, and increased operating costs across our network, Federal Express will implement Demand surcharges. Demand surcharges are determined for each market based on regular assessments of shipment volume and capacity within our network.

Federal Express has an indexed fuel surcharge for Express U.S. Domestic shipments, as well as Express International U.S. outbound and internationally originating shipments, where permitted under law and contractually possible, which is adjusted on a weekly basis. The fuel surcharge is based on a weekly fuel price from roughly two weeks prior to the week in which it is assessed. Effective June 1, 2026, the tables used to determine fuel surcharges for Express U.S. Domestic services were updated. The tables used to determine fuel surcharges for Express International services were updated in May 2026. See the "Results of Operations and Outlook — Consolidated Results — Fuel" section of "[Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition](#)" of this Annual Report for more information.

Retail Access Network

FedEx Office offers retail access to Federal Express shipping services at all of its retail locations. Federal Express also has alliances with certain other retailers to provide in-store drop-off sites, including at more than 15,000 Walgreens and Dollar General stores. Our unstaffed FedEx Drop Boxes provide customers the opportunity to drop off packages in office buildings, shopping centers, and corporate or industrial parks. Federal Express has a total of approximately 84,000 drop-off locations.

Fuel Supplies and Costs

During 2026, Federal Express purchased jet fuel from various suppliers under contracts that vary in length and which provide for estimated amounts of fuel to be delivered. The fuel represented by these contracts is purchased at market prices. We do not have any jet fuel hedging contracts.

The following table sets forth Federal Express’s costs for jet fuel and its percentage of FedEx Corporation consolidated revenues for the last five fiscal years:

Fiscal Year	Total Jet Fuel Costs (in millions)	Percentage of Consolidated Revenue
2026	\$ 3,050	3.2 %
2025	2,832	3.2
2024	3,598	4.1
2023	4,515	5.0
2022	3,867	4.1

Most of Federal Express’s vehicle fuel needs are satisfied by retail purchases with various discounts.

Corporate, Other, and Eliminations

The “Corporate, other, and eliminations” segment is comprised of FedEx Dataworks, Inc. (“FedEx Dataworks”), FedEx Office and Print Services, Inc. (“FedEx Office”), and FedEx Supply Chain Distribution System, Inc. (“FedEx Supply Chain”). FedEx Dataworks, Inc. (“FedEx Dataworks”) is focused on leveraging the power of our network and establishing our data estate to serve as an intelligence engine for global value chains, connecting fragmented systems and enhancing efficiency, decisioning, and providing context for our customers’ supply chains. FedEx Office and Print Services, Inc. (“FedEx Office”) provides document and business services and retail access to our package transportation businesses and FedEx Supply Chain Distribution System, Inc. (“FedEx Supply Chain”) offers integrated supply chain management solutions. FedEx Dataworks, FedEx Office, and FedEx Supply Chain are included in “Corporate, other, and eliminations” in our segment reporting. For more information about FedEx Dataworks, FedEx Office, and FedEx Supply Chain, please see “Corporate, other, and eliminations” under “Business Segments” below.

FedEx Dataworks

The FedEx Dataworks operating segment is focused on leveraging the power of our network and establishing our data estate to serve as an intelligence engine for global value chains, connecting fragmented systems and enhancing efficiency, decisioning, and context for our customers’ supply chains.

FedEx Dataworks is centralizing data onto a single enterprise platform to create a unified neural network. By adopting this single platform — where machine learning models are reusable and self-learning — we are able to solve problems and deliver value to stakeholders at speed, scale, and with the right economics. This system serves as an adaptive decision engine, connecting planning and execution into a continuous loop that learns from disruption and adjusts in real time. By bridging the digital and physical worlds, our insights move beyond passive alerts to automate resolutions, turning fragmented data into coordinated action for our customers.

FedEx Dataworks is based in Memphis, Tennessee. As of May 31, 2026, FedEx Dataworks had approximately 200 employees.

FedEx Office

FedEx Office operates adjacent to the strategy for all on-site, owned, and third-party retail channel locations, providing convenient access to shipping expertise with reliable service. The FedEx Office brick-and-mortar network features retail stores, FedEx Office locations inside Walmart stores, manufacturing plants, and on-site business centers at colleges and universities, hotels, convention centers, corporate campuses, and healthcare campuses. Many of these locations are open later in the evenings to accommodate urgent printing projects and delivery drop-offs.

FedEx Office offers a suite of printing and shipping management solutions that are flexible and scalable, allowing customers to meet their unique printing and shipping needs. The network provides an adaptable cost model helping to save time, labor, and overhead by freeing up resources and avoiding fixed costs associated with large-scale printing and e-commerce parcel volumes. This is especially valuable to our enterprise customers looking to outsource their print supply chain. Services include digital printing, professional finishing, document creation, design solutions, direct mail, signs and graphics, custom-branded boxes, copying, computer rental, free Wi-Fi, corporate print solutions, shredding, expedited U.S. passport processing and renewal through a collaboration with a registered U.S. passport agency, and fully digital notarization services through FedEx Office Online Notary.

With the FedEx Office Print On Demand solution, customers can use their laptops or mobile devices to design their print needs or access their personal cloud accounts, and print directly to any FedEx Office location in the U.S., or have their order delivered right to their door. Customers also have the flexibility of using FedEx Office’s Print & Go solutions to print at self-serve locations from USBs, the cloud, or through email. Print & Go solutions allow customers to access files using popular cloud providers Google Drive™, Box, Microsoft OneDrive®, and from FedEx Office’s own My Online Documents, making printing easy.

FedEx Office has prioritized e-commerce and digital offerings as a growth opportunity for the enterprise/large, medium, and small business customers we serve. FedEx Office has partnered with a content and creative design platform to form a digital design-to-print marketplace offering millions of images and illustrations, an extensive library of templates, and a simple drag-and-drop interface to create custom business materials from fedex.com on any device, with next-day printing on many requests available at FedEx Office stores. Additionally, FedEx Office has partnered with a leading marketing solutions company to introduce an online branded promotional products marketplace that allows businesses to customize and purchase high-quality promotional products. FedEx Office has also made investments in new machines and technology, enhancing capabilities in narrow format color, grand format, large format, color management, enhanced finishing, and other technologies.

FedEx Office provides convenient access to the full range of Federal Express shipping services for infrequent shippers and FedEx account holders. Customers may have their Federal Express packages delivered to any FedEx Office customer-facing location nationwide through the Hold at FedEx Location service, free of charge, and may redirect packages to these locations through Redirect to Hold or AutoRedirect to Hold services. FedEx Office offers the Ship and Go kiosk, a convenient self-serve shipping kiosk in approximately 1,500 locations. The Ship and Go kiosk allows customers to generate a label via a mobile label or QR code and drop off packages in a secure drop bin for a seamless and efficient customer experience. FedEx Office facilitates e-commerce and returns through FedEx Returns Technology, which allows for in-store printing of return shipping labels. Through FedEx Consolidated Returns, shoppers who purchased from participating merchants can drop off the items they wish to return with no box or label required at a FedEx Office location. For information regarding FedEx Consolidated Returns, see “Customer-Driven Technology — E-Commerce and Digital Solutions.”

FedEx Office also offers packing services, and packing supplies and boxes are included in its retail offerings. By allowing customers to have items professionally packed by specially trained FedEx Office team members and then shipped, FedEx Office offers a complete “pack-and-ship” solution. FedEx Office also offers FedEx Pack Plus, which includes custom box building capabilities and techniques; a robust assortment of specialty boxes; and additional packing supplies, equipment, and tools to serve our customers’ needs. As of May 31, 2026, FedEx Office, which is based in Plano, Texas, operated approximately 2,000 customer-facing stores and had approximately 12,000 employees.

FedEx Supply Chain

FedEx Supply Chain is a supply chain solutions provider specializing in Product Lifecycle Logistics for technology, retail, consumer and industrial goods, and healthcare industries. With nearly 10,000 employees at over 150 facilities as of May 31, 2026, FedEx Supply Chain provides a comprehensive range of integrated logistics services to enable growth, minimize cost, mitigate supply chain risk, and improve customer services. Service offerings include inbound logistics, warehousing and distribution, fulfillment, contract packaging and product configuration, systems integration, returns process and disposition, test, repair, refurbishment, and product liquidation. FedEx Supply Chain has a small number of employees who are members of unions.

FedEx Supply Chain’s FedEx Fulfillment e-commerce solution helps small and medium-sized businesses fulfill orders from multiple channels, including websites and online marketplaces, and manage inventory for their retail stores. The FedEx Fulfillment platform is designed to be an easy-to-use and all-in-one logistics solution through which customers have complete visibility into their products, giving them an easy way to track items, manage inventory, analyze trends, and make more informed decisions by better understanding shoppers’ spending behaviors.

On July 1, 2026, FedEx announced that it would sell its FedEx Supply Chain business to CMA CGM Group for \$1.4 billion as part of a strategic portfolio streamlining effort. The transaction is expected to close in the second half of calendar year 2026. Upon completion of the sale, FedEx will no longer consolidate FedEx Supply Chain and FedEx Supply Chain will no longer be included in “Corporate, other, and eliminations” in our segment reporting.

Competition

As described in “[Item 1A. Risk Factors](#)” of this Annual Report, the U.S. domestic and international package and the U.S. domestic freight and international freight markets are both highly competitive and sensitive to price and service, especially in periods of little or no macroeconomic growth. The ability to compete effectively depends upon price, frequency, reliability, capacity and speed of scheduled service, ability to track packages, extent of geographic coverage, innovative service offerings, and the fit within the customer’s overall supply chain.

Competitors for Express U.S. Domestic include other package delivery concerns, principally United Parcel Service, Inc. (“UPS”), passenger airlines offering express package services, regional delivery companies, air freight forwarders, and the USPS. Express International competitors are principally DHL, UPS, DPD (a subsidiary of France’s La Poste’s GeoPost), General Logistics Systems (a Royal Mail-owned parcel delivery group), foreign postal authorities, passenger airlines, air freight forwarders, regional carriers, and all-cargo airlines. We also compete with startup companies that combine technology with crowdsourcing to focus on local market needs. In addition, some high-volume package shippers, such as Amazon.com, are developing and implementing in-house delivery capabilities and utilizing independent contractors and delivery service providers for deliveries, and may be considered competitors in

addition to customers. For example, Amazon.com has established a network of hubs, aircraft, and vehicles, recently began offering an LTL freight service for inbound shipments to its distribution facilities, and has offered its internal delivery capabilities broadly to third parties. Many of Express International's competitors are government-owned, -controlled, or -subsidized carriers, which may have greater resources, lower costs, less profit sensitivity, and more favorable operating conditions than Express International. For more information, see "[Item 1A. Risk Factors](#)" of this Annual Report.

Customer-Driven Technology

FedEx is a world leader in technology, and late FedEx founder and long-time Chairman and Chief Executive Officer Frederick W. Smith's vision that "the information about a package is as important as the delivery of the package itself" remains at the core of our comprehensive technology strategy. We strive to build technology solutions that will solve our customers' business problems with simplicity, convenience, speed, and reliability. Additionally, FedEx stands at the nexus of digital and physical networks, a crucial intersection for the success of e-commerce and time-sensitive deliveries. We continue to expand our e-commerce convenience network and explore innovative alternatives to help customers and businesses deliver. We have substantially advanced our major information technology transition from traditional mainframe computing to cloud-based systems, delivering significant benefits in flexibility, security, speed to market, and resiliency. See "FedEx Dataworks" above for more information on the solutions we are creating to enhance the end-to-end experience of our customers by making supply chains smarter for everyone.

Shipping Management and Precision Tracking

The fedex.com website is widely recognized for its speed, ease of use, and customer-focused features. The advanced tracking capability within FedEx Tracking provides customers with a consolidated view of inbound and outbound shipments. Additionally, an advanced machine learning and artificial intelligence model developed by FedEx has enhanced tracking capabilities on fedex.com, delivering greater estimated delivery date accuracy, including updates for early or delayed shipments. FedEx Virtual Assistant on fedex.com is an artificial-intelligence-enabled service that provides answers to customer shipping questions, allowing our customer service representatives and sales professionals to focus on higher-value customer interactions. During 2026, we launched confidence-based notification optimization, leveraging advanced analytics to further improve the accuracy and reliability of the estimated delivery dates and estimated delivery time windows provided to customers.

SenseAware Mobile, a FedEx innovation currently available in over 120 countries worldwide, allows customers to stay connected to their critical shipments by providing real-time updates regarding current location, temperature, relative humidity, barometric pressure readings, light exposure, shock events, tilt beyond a certain angle, and healthcare subsampling. Additionally, FedEx SenseAware ID is a lightweight sensor-based logistics device that delivers a new level of precision tracking. The enhanced location visibility provided by FedEx SenseAware ID is creating opportunities for FedEx customers to reimagine their supply chains through real-time updates on a package's location within the Express U.S. Domestic network.

FedEx Mobile is a suite of solutions including the FedEx mobile application, FedEx mobile website, and text messaging. The FedEx Mobile app provides convenience for recipients to track packages and access FedEx Delivery Manager to customize home deliveries. Shippers can easily get rates and estimated delivery times and swiftly create a shipping label. All users can quickly find the nearest FedEx location for Hold at Location or drop-off. It is available on Android and Apple devices. The FedEx Mobile app is available in more than 220 countries and territories and 40 languages.

FedEx Surround is a visibility platform that allows customers to view and manage shipments in one place. The tool provides global visibility into shipments with package-level insights in near real-time. Advanced features include predictive delay notifications, weather advisories, and customizable views and reports and intervention capability.

FedEx also offers Picture Proof of Delivery for express and ground residential deliveries in the U.S. and Canada that are released without a signature. The capability has since expanded to over 60 countries and territories globally. Additionally, our FedEx Ship Manager suite of solutions has offered a wide range of options to help our customers manage their parcel and freight shipping and associated processes.

E-Commerce and Digital Solutions

FedEx Delivery Manager allows our U.S. residential customers to customize home deliveries to fit their schedule by providing a range of options to schedule dates, locations, and times of delivery. Additionally, FedEx Returns Technology, a comprehensive solution for returns management, provides high-volume merchants and e-tailers complete visibility into returns and an easy way to track shipments, manage inventory, analyze returns trends, and make more informed decisions based on shoppers' returns behaviors. In 2025, FedEx announced the launch of FedEx Easy Returns, a cost-effective way to combine customer returns into one shipment. FedEx Rewards allows businesses in the U.S. to earn rewards for their loyalty in shipping and printing with FedEx.

In January 2026, we announced FedEx Tracking+ and FedEx Returns+, AI-powered, white-labeled post-purchase solutions designed for enterprise customers and embedded directly within merchants' digital channels. These solutions provide real-time delivery and

returns visibility, automate responses to common customer inquiries, enable proactive and personalized customer communications, and deliver analytics to help businesses identify operational issues and improve performance. By integrating these capabilities into the post-purchase experience, these solutions help customers strengthen brand engagement, reduce support demand, and enhance overall customer satisfaction. We are scaling adoption in the United States and evaluating expansion opportunities internationally and across additional customer segments.

The FedEx retail convenience network also utilizes third-party retailers to receive and hold packages for FedEx customers. The U.S. retail convenience network has grown to include over 15,000 Walgreens and Dollar General stores in addition to our approximately 2,000 FedEx Office locations and over 500 FedEx Ship Centers. In addition to allowing for an easy returns and drop-off experience for shoppers, the retail convenience network is well positioned to serve as a “buy online, pickup in store” network for small and medium merchants without brick-and-mortar locations. We have also added FedEx Returns Technology at Walgreens locations, which allows for in-store printing of return shipping labels and eliminates the need to include a return label in every package.

We have expanded e-commerce delivery options for retailers with FedEx Extra Hours, a service that enables participating retailers to fulfill e-commerce orders into the evening and receive late pickups by Express U.S. Domestic, with next-day local delivery and two-day shipping to any address in the continental U.S. FedEx Extra Hours, which is currently available to select customers, allows retailers to extend evening order cutoff times by five to eight hours, with some as late as midnight, depending on their current order fulfillment process.

In March 2026, we launched FedEx SameDay Local, a technology-enabled delivery solution that expands our last-mile capabilities and supports increasing demand for faster and more flexible delivery options. This offering integrates into retailer checkout experiences, enabling customers to provide greater choice and convenience to end consumers while benefiting from real-time visibility and delivery updates. FedEx SameDay Local supports evolving customer expectations and strengthens our ability to participate in same-day and on-demand delivery opportunities.

In May 2026, we introduced an AI-driven assistant within the FedEx Developer Portal to help developers more efficiently access documentation, receive real-time technical guidance, and accelerate integrations with FedEx digital services. Also in 2026, we announced separate strategic partnerships with ServiceNow and Dun & Bradstreet to provide customers with more intelligent supply chain solutions powered by FedEx Dataworks. These collaborations include AI-powered workflows designed to improve supply chain visibility, exception management, and procurement decision-making, as well as predictive insights that help identify supplier risk and retail supply and demand trends.

See “The Environment” below for information about our FedEx Sustainability Insights tool, which gives customers and suppliers access to estimated CO2e emission data associated with FedEx shipments.

Autonomous Solutions

FedEx continues to explore the use of autonomous delivery technology within its operations. We continued our ongoing pilot program with Aurora Innovation, Inc. (“Aurora”) and PACCAR Inc. (“PACCAR”) to test Aurora’s autonomous driving technology in PACCAR autonomous vehicle platform-equipped trucks within FedEx linehaul operations. Throughout the pilot, we have tested multiple lanes and trailer configurations to evaluate performance across a range of real-world operating conditions.

Marketing

The FedEx brand name symbolizes outstanding service, reliability, and speed. Emphasis is continually placed on promoting and protecting the FedEx brand, one of our most important assets. As a result, FedEx is one of the most widely recognized brands in the world. In addition to television, print, and digital advertising, we promote the FedEx brand through sponsorships and special events. For example, FedEx sponsors:

- FedEx is the “Official Delivery Service Sponsor” and “Official Office Services Provider” of the NFL, through which we conduct events and other activities to promote the FedEx brand, such as the “FedEx Air & Ground” NFL Players of the Week and Players of the Year Awards.
- The Union of European Football Associations (UEFA) Champions League, which is broadcast in over 200 countries and territories worldwide.
- The season-long FedExCup competition on the PGA Tour, and the FedEx St. Jude Championship, a PGA Tour event that has raised millions of dollars for St. Jude Children’s Research Hospital and is one of three annual FedExCup playoff events.
- FedExForum in Memphis, Tennessee, a multipurpose sports and entertainment arena that serves as the home arena for the NBA’s Memphis Grizzlies and the University of Memphis men’s basketball team.

Information Security

FedEx has a team of highly qualified professionals dedicated to securing information about our customers' shipments and protecting our customers', vendors', and employees' privacy, and we strive to provide a safe, secure online environment for our customers. We are committed to compliance with applicable information security laws, regulations, and industry standards. For more information, see [“Item 1A. Risk Factors”](#) and [“Item 1C. Cybersecurity”](#) of this Annual Report.

Seasonality

For information on the seasonality of our business, see the “Results of Operations and Outlook — Consolidated Results — Seasonality of Business” section of [“Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition”](#) of this Annual Report.

Trademarks

We own numerous trademarks and intellectual property rights relating to the “FedEx” trademark. Those trademarks, service marks, and trade names are essential to our worldwide business, and include FedEx, FedEx Express, FedEx Ground, FedEx Office, FedEx Logistics, FedEx Dataworks, and FedEx Supply Chain. We also own other trademarks which we license for use in other lines of business. In connection with the Spin-Off, we licensed the use of FedEx Freight and FedEx Custom Critical to FedEx Freight Holding. FedEx takes active measures to enforce its intellectual property rights where appropriate.

Regulation

Air. Under the Federal Aviation Act of 1958, as amended (the “Federal Aviation Act”), both the U.S. Department of Transportation (“DOT”) and the Federal Aviation Administration (“FAA”) exercise regulatory authority over FedEx’s air operations. The FAA’s regulatory authority relates primarily to operational aspects of air transportation, including aircraft standards and maintenance, as well as personnel and ground facilities, which may from time to time affect the ability of FedEx to operate its aircraft in the most efficient manner. FedEx holds an air carrier certificate granted by the FAA pursuant to Part 119 of the federal aviation regulations. This certificate is of unlimited duration and remains in effect so long as FedEx maintains its standards of safety and meets the operational requirements of the regulations.

The DOT’s authority relates primarily to economic aspects of air transportation. The DOT’s jurisdiction extends to aviation route authority and to other regulatory matters, including the transfer of route authority between carriers. FedEx holds various certificates issued by the DOT authorizing the company to engage in U.S. and international air transportation of property and mail on a worldwide basis. These certificates remain in effect as we maintain our economic fitness to perform all-cargo services following the one FedEx consolidation.

Under the Aviation and Transportation Security Act of 2001, as amended, the Transportation Security Administration (“TSA”), an agency within the Department of Homeland Security, has responsibility for aviation security. The TSA requires FedEx to comply with a Full All-Cargo Aircraft Operator Standard Security Plan, which contains evolving and strict security requirements. These requirements are not static, but change periodically as the result of regulatory and legislative requirements, imposing additional security costs and creating a level of uncertainty for our operations. It is reasonably possible that these rules or other future security requirements could impose material costs on us.

FedEx participates in the Civil Reserve Air Fleet (“CRAF”) program. Under this program, the U.S. Department of Defense may requisition for military use certain of FedEx’s wide-bodied aircraft in the event of a declared need, including a national emergency. FedEx would be compensated for the operation of any aircraft requisitioned under the CRAF program at standard contract rates established each year in the normal course of awarding contracts. Through its participation in the CRAF program, FedEx is entitled to bid on peacetime military cargo charter business. FedEx, together with a consortium of other carriers, currently contracts with the U.S. government for such charter flights.

See [“Item 1A. Risk Factors”](#) of this Annual Report for discussion of regulations related to pilots, including the proposed pilot flight and duty time regulations, that could affect our business.

Ground. The ground transportation performed by employees of FedEx and by service providers is integral to its air transportation services. The enactment of the Federal Aviation Administration Authorization Act of 1994 abrogated the authority of states to regulate the rates, routes, or services of intermodal all-cargo air carriers and most motor carriers. States may now only exercise jurisdiction over safety and insurance. FedEx is registered in those states that require registration.

The interstate operations of FedEx that conduct certain linehaul and pick-up and delivery operations are currently regulated by the DOT and the Federal Motor Carrier Safety Administration, which retain oversight authority over federally regulated motor carriers. Federal law preempts the regulation by the states of rates, routes, and services in interstate freight transportation. Like other interstate

motor carriers, our operations are subject to certain DOT safety requirements governing interstate operations. In addition, vehicle weight and dimensions remain subject to both federal and state regulations.

International. FedEx's international authority permits it to carry cargo and mail from points in its U.S. route system to numerous points throughout the world. The DOT regulates international routes and practices and is authorized to investigate and take action against discriminatory treatment of U.S. air carriers abroad. The right of a U.S. carrier to serve foreign points is subject to the DOT's approval and generally requires a bilateral agreement between the U.S. and the foreign government. In addition, the carrier must then be granted the permission of such foreign government to provide specific flights and services. The regulatory environment for global aviation rights may from time to time impair the ability of FedEx to operate its air network in the most efficient manner, and efficient operations often utilize open skies provisions of aviation agreements. Additionally, global air cargo carriers, such as FedEx, are subject to current and potential additional aviation security regulation by U.S. and foreign governments.

Our operations outside of the U.S., such as FedEx's international domestic operations, are also subject to current and potential regulations, including certain postal regulations and licensing requirements, that restrict, make difficult, and sometimes prohibit, the ability of foreign-owned companies such as FedEx to compete effectively in parts of the international domestic transportation and logistics market.

Environmental

Noise: The FAA, with the assistance of the U.S. Environmental Protection Agency ("EPA"), is authorized to establish standards governing aircraft noise. FedEx's aircraft fleet is in compliance with current FAA noise standards. Although the Airport Noise and Capacity Act of 1990 established a National Noise Policy that enables certain airport operators to implement noise abatement programs, it created an opportunity for FedEx to plan for noise reduction and better respond to local noise constraints. Additionally, certain U.S. airport operators have implemented local noise regulations, and certain foreign jurisdictions impose noise-based limitations on airline operations. Neither the National Noise Policy nor any domestic or foreign local noise regulations have a material effect in any of FedEx's significant markets.

Greenhouse Gas Emissions: Views about climate change, including the effect of global warming, have led to significant U.S. and international legislative and regulatory efforts to limit greenhouse gas ("GHG") emissions, including our aircraft and vehicle engine emissions. Increasingly, state and local governments are also considering GHG regulatory requirements. Compliance with such regulation and the associated potential cost is complicated by the fact that various countries and regions are following different approaches to the regulation of climate change. In 2016, the International Civil Aviation Organization ("ICAO") formally adopted a global, market-based emissions offset program known as the Carbon Offsetting and Reduction Scheme for International Aviation ("CORSIA") in lieu of a patchwork of country-level requirements to address emissions from international flights. This program established a goal for the aviation industry to achieve carbon neutral growth in international aviation beginning in calendar 2021. Any growth above a global industry emissions baseline would need to be addressed using either eligible carbon offset credits or qualifying sustainable aviation fuel ("SAF") purchases. As a result of the COVID-19 pandemic's effect on international aviation, during the pilot phase of the CORSIA program (from calendar 2021 to calendar 2023), flight activity did not exceed the baseline, so airlines had no offsetting obligations. During the subsequent first phase of the program, which runs from calendar 2024 to calendar 2026, flight activity is rebounding, and emissions are expected to exceed the baseline. The U.S. agreed to participate but has not fully implemented CORSIA to date. In the interim, we continue to voluntarily report our emissions data to the FAA.

Other ICAO member states are moving forward with implementing CORSIA and have taken additional action to reduce aircraft GHG emissions. For example, both the EU and the United Kingdom have implemented regulations to include aviation in the Emissions Trading Scheme ("ETS"). For the EU, under these regulations any airline with flights originating or landing in the European Economic Area ("EEA") is subject to the ETS. Beginning in calendar 2012, airlines including FedEx were required to purchase emissions allowances or, alternatively, purchase qualifying SAF if they exceeded the number of free allowances allocated under the ETS. While the current scope of ETS has been limited to apply only to flights within the EEA through calendar 2026, the EU adopted legislation in 2023 requiring that a study be conducted in July 2026 reassessing whether the European Commission should propose to expand the scope of ETS to include international flights from the EEA based on CORSIA implementation and performance.

We expect compliance with CORSIA and the ETS to increase FedEx operating expenses. The amount of such increase will ultimately depend on a number of factors, including CORSIA and ETS program elements still under development or reconsideration, the number of our flights subject to CORSIA and the ETS, the fuel efficiency of our fleet, the average growth of the aviation sector, our ability to utilize SAF in the future and the price of such fuels, the availability of free allowances (which will be eliminated entirely by the end of calendar 2026), and the price of eligible emission units, offsets, or allowances required to be purchased by FedEx.

Additionally, in 2017, ICAO adopted new carbon dioxide emissions standards that would apply not only to new aircraft types as of calendar 2020, but also to new deliveries of currently in-production aircraft types from calendar 2023. ICAO established a production cutoff date of January 1, 2028 for aircraft that do not comply with these standards. The standards are considered to be especially stringent for larger aircraft weighing over 60 tons. In 2021, the EPA adopted its own aircraft and aircraft engine GHG emissions standards, which are aligned with the 2017 ICAO emissions standards, and the FAA finalized its own conforming rulemaking to

implement the standards through its aircraft certification process which went into effect in April 2024. In the past, the U.S. Congress has also considered bills that would regulate GHG emissions, and some form of federal climate change legislation is possible in the future. In January 2025, the U.S. again withdrew from the Paris climate accord, an agreement among 197 countries to reduce GHG emissions. The effect of the withdrawal on future U.S. policy regarding GHG emissions and on other GHG regulation is uncertain.

Additionally, the extent to which other countries implement CORSIA could have an adverse direct or indirect effect on our business. Starting in January 2025, we were required to monitor and report the non-carbon dioxide aviation effects for certain routes in the European Union as part of the expanded scope of the ETS. In January 2027, we will be required to monitor and report non-carbon dioxide effects for all flight activity involving an airport located in the EEA. While the requirement currently is only to report and verify the non-carbon dioxide emissions, we may be required to comply with additional reporting obligations in the future. See “[Item 1A. Risk Factors](#) — Environmental, Climate, and Weather Risks — We may be affected by global climate change or by legal, regulatory, or market responses to such change” for information on disclosure requirements regarding GHG emissions and other environmental matters.

Sustainable Aviation Fuels: On October 18, 2023, the EU adopted its RefuelEU regulation requiring fuel producers at certain EU airports to supply a minimum percentage of blended SAF to aircraft operators beginning January 1, 2025. The mandate requires that, beginning in calendar 2025, two percent of the jet fuel supplied in certain EU airports must qualify as SAF, and the percentage increases incrementally to 70% in calendar 2050. Fuel suppliers have incorporated a SAF fee into future uptake agreements for their compliance or production costs related to the Refuel EU regulation. As part of the RefuelEU requirements, beginning January 1, 2025, we are required to submit a verified compliance report on actual fuel uplift at EU covered airports, SAF purchases, and economic fuel tankering. A similar mandate went into effect in the United Kingdom on January 1, 2025. We continue to monitor the introduction of fuel mandates in other countries and regions across the world.

Hazardous Substances: U.S. federal and state authorities continue to adopt legislation and regulations restricting the use of certain per- and polyfluoroalkyl substances (“PFAS”). PFAS are used in a wide variety of consumer and industrial products, including the firefighting foams approved for use by the FAA to extinguish fuel-based fires at airports and refineries. In April 2025, the EPA announced its strategic plans to comprehensively address PFAS in air emissions, water, land, waste, and manufactured and imported products. Certain states have adopted laws banning the manufacture, sale, distribution, and/or use of firefighting foams with intentionally added PFAS. The EPA rule designating certain PFAS as “hazardous substances” under the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”) became effective July 2024. The EPA rule could subject airlines and refineries to potential liability for cleanup of historical PFAS contamination. We could incur remediation costs for currently and formerly operated facilities. While the impact of these federal and state laws and regulations on our business and operations cannot currently be predicted, we remain committed to transitioning to PFAS-free materials for fire suppression in accordance with the framework outlined by the FAA.

Vehicle Emissions Regulations: The Clean Air Act grants the EPA and, through the preemption waiver process, the state of California the authority to set vehicle emission standards. In October 2023, the California Air Resources Board’s (“CARB”) Advanced Clean Fleets (“ACF”) rule requiring subject companies to add an increasing percentage of medium and heavy duty zero emission trucks became effective. The U.S. president signed congressional resolutions preventing California from implementing its ACF rule and its stricter emission standards for heavy-duty vehicles in June 2025. In response, California filed a lawsuit challenging the president’s authority to prevent implementation of the program and standards. We will continue to monitor federal and state actions on vehicle emissions regulations for impacts to our operations.

We are also subject to other U.S. and international environmental laws and regulations relating to, among other things, the shipment of dangerous goods, the management of underground storage tanks, the discharge of effluents from our properties and equipment, and contingency planning for spills of petroleum products. Additionally, certain contractual and lease agreements governing regulated substances could trigger investigation and remediation obligations if sites become affected. FedEx has an environmental management system based on International Standardization 14001 designed to maintain compliance with these regulations and minimize our operational environmental footprint and certified all U.S. airport locations in 2022.

Export Controls. In recent years, the U.S. government has increased the number of companies and persons subject to U.S. export control regulations. Such regulations can restrict the types of items that FedEx customers are permitted to ship to certain entities, and in some instances may prohibit FedEx from serving certain entities altogether. Violations of these regulations can result in significant monetary and other penalties. For example, the Export Control Reform Act of 2018 (the “ECRA”) and the International Emergency Economic Powers Act (the “IEEPA”), and their implementing regulations, the Export Administration Regulations and Office of Foreign Asset Control regulations, may hold carriers such as FedEx strictly liable for violations without requiring evidence that the carriers had knowledge of any violations. Violations of the ECRA and IEEPA can result in criminal penalties of up to \$1 million and civil penalties up to \$378,000 (or twice the value of the transaction) per individual violation. FedEx continues to invest in improvements and updates to its export control compliance programs. However, the heightened focus on export controls by the U.S. government increases FedEx’s exposure to potential regulatory penalties and could result in higher compliance costs.

Customs Clearance, Customs Brokerage, and Freight Forwarding. Our customs clearance activities, including customs brokerage, are subject to regulation by U.S. Customs and Border Protection and other partner government agencies (for example, the Food and Drug Administration) that regulate the importation and exportation of specific products. Our freight forwarding activities are regulated by the TSA within the Department of Homeland Security, the U.S. Federal Maritime Commission (ocean freight forwarding), and the Department of Transportation (air freight forwarding). Our offshore operations are subject to similar regulation by the regulatory authorities of foreign jurisdictions.

Labor. All U.S. employees at FedEx are covered by the Railway Labor Act of 1926, as amended (the “RLA”), while labor relations within the U.S. at our other companies are governed by the National Labor Relations Act of 1935, as amended (the “NLRA”). Under the RLA, groups that wish to unionize must do so across nationwide classes of employees. The RLA also requires mandatory government-led mediation of contract disputes supervised by the National Mediation Board (“NMB”) before a union can strike or an employer can replace employees or impose contract terms. This part of the RLA helps minimize the risk of strikes that would shut down large portions of the nation’s economy. Under the NLRA, employees can unionize in small localized groups, and government-led mediation is not a required step in the negotiation process.

The RLA was originally passed to govern railroad and express carrier labor negotiations. As transportation systems evolved, the law expanded to cover airlines, which are now the dominant national transportation systems. As an express air carrier with an integrated air/ground network, FedEx and its employees have been covered by the RLA since the founding of the company. The purpose of the RLA is to provide employees a process by which to unionize (if they choose) and engage in collective bargaining while also protecting the nation’s transportation networks from damaging work stoppages and delays. Specifically, the RLA ensures that an entire transportation system, such as at FedEx, cannot be shut down by the actions of a local segment of the network.

The U.S. Congress has, in the past, considered adopting changes in labor laws that would make it easier for unions to organize units of our employees. For example, there is always a possibility that Congress could remove most FedEx employees from the jurisdiction of the RLA, thereby exposing the FedEx network to sporadic labor disputes and the risk that small groups of employees could disrupt the entire air/ground express network. In addition, the NMB and the National Labor Relations Board (“NLRB”) have and may continue to take actions that could make it easier for our employees, and employees of service providers contracting with FedEx to conduct certain linehaul and pickup-and-delivery operations, to organize under the RLA or NLRA. For a description of these and other potential labor law changes, see “[Item 1A. Risk Factors](#)” of this Annual Report.

Data Protection. There has recently been heightened regulatory and enforcement focus relating to the collection, use, retention, transfer, and processing of personal data in the U.S. (at both the state and federal level) and internationally. For more information, see “[Item 1A. Risk Factors](#)” of this Annual Report.

Reputation and Responsibility

FedEx is one of the most trusted and respected companies in the world, and the FedEx brand name is a powerful sales and marketing tool. Among the many reputation awards we received during 2026, FedEx ranked 18th overall on FORTUNE magazine’s “World’s Most Admired Companies” list — the 26th consecutive year FedEx has ranked among the top 20 on the prestigious list. We also retained our position as the highest ranked delivery company on the overall “World’s Most Admired Companies” list. Additionally in 2026, Ethisphere, a global leader in defining and advancing the standards of ethical business practices, named FedEx as one of the “World’s Most Ethical Companies®” for the fourth consecutive year. Along with a strong reputation among customers and the general public, FedEx is widely acknowledged as a great place to work. For example, in 2026, FedEx was ranked 23rd on LinkedIn’s “The 50 best employers to grow your career in the U.S.” and was also recognized as one of Forbes’ “America’s Best Employers 2026.”

The success of our efforts is built on our sound corporate responsibility practices, which are aligned with our strategic focus. Our 2026 Corporate Responsibility Report is available at fedex.com/en-us/sustainability/reports.html. This report details progress toward our sustainability strategies, goals, and initiatives and our approach toward industry leadership in sustainability to support our strategy and values. Information in our Corporate Responsibility Report is not incorporated by reference in, and does not form part of, this Annual Report.

We remain committed to helping lift local economies by investing in people and communities where we live and work. In the U.S., this includes seeking diverse suppliers and strengthening our supply chain by sourcing from small, minority-, and women-owned businesses. We have a history of supporting diverse and inclusive nonprofit and community empowerment organizations to create greater economic opportunity, help amplify diverse voices, and provide access to leadership, educational, and employment opportunities that inspire people to succeed.

Human Resource Management

Our Culture

At FedEx, we believe our culture is a strategic asset. For more than 50 years, our People-Service-Profit philosophy has driven our unrivaled success, innovation, and resilience as a global industrial network. Our philosophy holds that when we take care of our people, they deliver outstanding service, which drives strong business results and generates the resources needed to reinvest in our team members and our operations. The Compensation and Human Resources Committee of our Board of Directors reviews and discusses with management our key human resource management strategies and programs.

Across our global network, team members are united by the Purple Promise: our shared commitment to make every FedEx experience outstanding. Our five culture values guide how we lead, collaborate, and serve — take care of each other, commit to do good, own outstanding, drive business results, and create what's next.

Health and Safety

Protecting the health and safety of our team members, service providers, and the communities we serve is fundamental to how we operate. Our “Safety Above All” philosophy is embedded across our governance, policies, and daily operations — guiding decisions from equipment design and operational processes to training and recognition programs.

Our Board of Directors plays an active role through the Governance, Safety, and Public Policy Committee, which regularly reviews operational safety metrics and performance within the company and discusses safety-related programs and developments with management. At the enterprise level, safety is integrated into policies, technology investments, risk evaluation processes, and training programs designed to prevent incidents and strengthen a culture of accountability. We are committed to compliance with all applicable workplace health and safety regulations and collaborate with regulatory agencies to ensure ongoing adherence and continuous improvement.

Equality, Opportunity, and Diversity

As part of our longstanding commitment to opportunity and access, we organize our efforts across four interconnected pillars: Our People; Our Education and Engagement; Our Communities, Customers, and Suppliers; and Our Story.

Underpinning each of these pillars is our commitment to Equality, Opportunity, and Diversity (“EO&D”). Since our founding in 1971, we have believed that when everyone has the opportunity to grow and advance, our team members thrive and FedEx prospers. We believe that varied backgrounds, experiences, and perspectives are a source of strength that enhance innovation, decision-making, and service delivery across our network.

Regional councils across our international operations provide forums for local insight, dialogue, and alignment on equality, opportunity, diversity, and culture. These forums help inform day-to-day business practices while reinforcing enterprise-wide values. Consolidated EEO-1 Reports can be found at fedex.com/en-us/sustainability/reports.html.

Quality of Life

At FedEx, we invest in benefits that support the whole person. We support the health, safety, and well-being of our employees through a comprehensive suite of benefits designed to meet the diverse needs of our employees across the globe. These offerings help us attract and retain talent while reinforcing our People-Service-Profit philosophy. Our Global Total Rewards team conducts regular benchmarking and internal pay equity analyses to help ensure our offerings remain competitive, compliant with applicable regulations, and responsive to employee feedback. In the U.S., FedEx covers approximately 70% of total eligible health costs for more than 355,000 enrolled part-time and full-time employees and dependents (based on 2026 enrollment data). U.S. health care benefits include flexible options across medical, dental, vision, pharmacy, and behavioral care, and focus on three main priorities: Access, Affordability, and Advocacy. Medical coverage starts at as low as \$0 monthly contributions (premiums) for employee-only coverage. In FY26, we continued to evaluate, enhance, and streamline our benefits portfolio across the globe to provide more access to care and strengthen work-life balance support.

Learning and Development

We are committed to equipping team members with the tools, training, and support to grow their careers at FedEx. All new hires complete onboarding training tailored to individual roles, including safety, security, compliance, and sustainability. Function-specific programs develop power skills, technical expertise, and regulatory competencies across frontline, operations, and professional roles. Compliance training remains central to strengthening enterprise-wide risk awareness. In 2026, we launched an enterprise-wide AI Literacy Program for all team members to provide knowledge and skills to use AI responsibly and effectively and to build AI confidence and capability across FedEx.

Executive development includes onboarding and transition support, content to hone leadership capabilities, and executive coaching. Our global succession management process proactively identifies and develops high-potential talent through objective assessments, tailored development, and transparent governance, providing enterprise-wide visibility into our leadership pipeline and ensuring leadership continuity and resilience across our worldwide operations.

Talent Acquisition, Engagement, and Turnover

Our global team is at the heart of our performance, reputation, and resilience. We work to attract and retain high-performing team members by aligning our human resource strategy with the evolving needs of the business and the expectations of our team members. From hiring and onboarding to upskilling and engagement, we are focused on supporting team members throughout their entire employment lifecycle. We have strengthened internal talent pipelines through targeted development programs which include job-specific training and reskilling efforts such as the Driver Development program, which prepares team members to operate tractor-trailers, and training to support new operational roles tied to evolving technologies, including EVs, cargo bikes, and e-motorcycles.

Our recruiting practices are designed to identify high-quality candidates while maintaining compliance with labor regulations. We conduct periodic labor practice audits and use performance data to strengthen hiring outcomes. Our hiring strategy is data-driven and aligned to enterprise priorities, enabling us to evaluate recruitment effectiveness, cost per hire, and process improvements across operating companies.

To improve both speed and candidate experience, we continue to modernize the hiring process. Our strategy uses automation, mobile tools, and digital outreach to meet candidates where they are, internally through our careers platform and externally through targeted social and digital channels. Team member feedback plays a central role in refining our human resources strategy. Our enterprise-wide global listening platform harmonizes survey timing and structure across operating companies and supports both annual engagement surveys and pulse checks, enabling consistent, data-driven decision-making at scale.

Globally, in 2026, we hired 469,000 full- and part-time team members. Turnover for part-time team members, primarily package handlers at our sorting locations, was 78%, while full-time team member turnover was 18%, in 2026. Turnover rates among part-time frontline workers in a number of industries are historically higher than among other employee groups. Within the ground transportation industry, many part-time workers pursue temporary employment opportunities that allow them to exit and re-enter the workforce more frequently based on their needs. These higher turnover rates drive elevated hiring volumes.

Other Information

As of May 31, 2026, FedEx employed approximately 300,000 permanent full-time and approximately 230,000 permanent part-time employees and utilized approximately 5,300 service providers to conduct certain linehaul and pickup-and-delivery operations.

See “Business Segments — Federal Express” for information regarding our pilots at Federal Express, who are a small number of our total employees, which are represented by the ALPA and are employed under a newly ratified CBA. A small number of our other employees are members of unions. For additional information, see “Regulation” and [“Item 1A. Risk Factors.”](#)

Our Community

The impact of our culture extends beyond the workplace to the communities where we live, work, and serve. Through non-profit partnerships, education initiatives, and employee engagement — including programs highlighted on our FedEx Cares website (visit www.fedexcares.com) — we work to expand access to opportunity and promote economic mobility.

Our collaborations focus on empowering diverse voices and providing access to leadership, education, and employment opportunities that inspire people to succeed. By reinforcing our People-Service-Profit philosophy, we aim to create long-term value for communities, customers, and FedEx alike. Team members contribute through volunteering and skills-based engagement, supported by global partnerships that advance dignity, access, and opportunity.

As One FedEx, we also support a global supplier base that includes small businesses.

The Environment

By building smarter supply chains, we aim to deliver more resilient and sustainable value for our customers and the global economy. We’re advancing a long-term strategy to reduce our climate impact, codified by our goal to reach carbon-neutral operations by 2040. Network 2.0 and our ongoing air network redesign accelerate these efforts. We have demonstrated our capabilities to reduce

environmental impacts by improving the efficiency of our fleet, reducing miles driven, and minimizing route redundancies. Our climate strategy builds on this approach, while adapting to changing market conditions. It is founded on three guiding principles.

- *Decarbonize what's possible: Prioritize emissions reductions through proven technology, efficiency, and fleet modernization.*
- *Co-create with purpose: Collaborate across industry, government, and academia to accelerate innovation and close technology gaps.*
- *Neutralize what's left: Invest in measurable, durable carbon removal solutions for residual emissions starting in 2040.*

In 2021, we established an enterprise-wide goal to achieve carbon-neutral operations by 2040, encompassing Scope 1 and 2 emissions, along with Scope 3 emissions from contracted transportation. Since then, we have reduced emissions from FedEx-controlled operations by over 15%, while delivering strong revenue growth, reflecting steady progress across multiple network levers. Also, this year, the Science Based Targets initiative (“SBTi”) validated our near-term science-based emissions reduction targets, reinforcing our climate strategy and commitment to “decarbonize what’s possible” within our operations.

Even if we deploy all decarbonization efforts and technology at our disposal, there will be emissions remaining in 2040. Therefore, we will need proven and durable carbon removal solutions available for us to meet our carbon-neutral goal. If we don’t invest and support this nascent industry today, effective solutions will not be available when we and our industry need to avert the worst impacts of climate change. For this reason, we have helped establish the Yale Center for Natural Carbon Capture, empowering Yale scientists to rapidly advance research on nature-based, durable carbon dioxide removal solutions. Our support has helped to enable faster transition of several solutions from lab to commercial application, driving a robust pipeline of solutions to add future supply of carbon credits that are measurable, verifiable, and durable to both the compliance and voluntary marketplace.

We align our assessment and reporting approach with the recommendations from the Global Reporting Initiative, Sustainability Accounting Standards Board, the Task Force on Climate-related Financial Disclosures, and applicable mandatory disclosure requirements. Evaluation of climate-related physical and transition risk is integrated into our enterprise risk management process (“ERM”), which identifies and reports top enterprise risks in the short-, medium-, and long-term through industry research, surveys, and workshops with business leaders. Separately, FedEx has conducted a dedicated Climate Risk Assessment to further analyze climate-related impacts, risks, and opportunities. This assessment complements the ERM framework and informs ongoing risk management and strategic planning. Based on the risks identified, specific contingency plans and strategies are formulated to minimize potential adverse effects on our business.

Sustainable Aviation Fuels, Aircraft Fuel Conservation, and Fleet Modernization

Our aircraft operations are the largest contributor to our emissions footprint, and aviation fuel also represents one of our largest expenses. To reduce emissions and strengthen the operational resilience of our air networks, we are focused on two central strategies: sourcing cost-competitive sustainable aviation fuel (“SAF”) and improving efficiency through fleet modernization and fuel conservation.

Beginning in May 2025, FedEx executed five SAF offtake agreements designed to bring more than 16.5 million gallons of blended SAF deployed at a minimum blend ratio of 30% online across five U.S. airports: Los Angeles (LAX), Chicago O’Hare (ORD), Miami (MIA), Dallas Fort Worth (DFW), and New York-JFK International (JFK). These efforts support our goal to source 30% of jet fuel blended with alternative sources by 2030. In addition to voluntary procurement, we also comply with SAF blending mandates in regions across the globe.

Modernizing our fleet of 700 aircraft remains one of the most impactful ways to improve fuel efficiency while reducing emissions and operating costs. In 2025, we saved 120 million gallons of jet fuel through our aircraft modernization efforts. These included the ongoing retirement of less efficient three-engine aircraft and the integration of newer, fuel-efficient models that reduce emissions per package-mile. These efforts build on our multi-year modernization program, including a retirement strategy for our remaining three-engine aircraft by 2032. In addition, the FedEx Fuel Sense program, launched in 2006, continues to deliver meaningful fuel savings through continuing operational efficiency measures, like real-time route optimization and automated fuel tracking, incorporated into daily operations. Through these fleet modernization and fuel conservation efforts we have reduced our aircraft emissions intensity by over 32% from a 2005 baseline and have set a target to further reduce our aircraft emissions intensity by 40% by 2034.

While FedEx works extensively to modernize our air fleet and conserve fuel, our future emissions reduction ambition relies on reducing emissions with SAF. We continue to work closely with industry coalitions, governments, and non-government organizations to scale SAF supply and signal long-term demand for low-carbon fuel innovation. Concerted support must be part of global policy frameworks, including incentives to increase production to achieve requisite SAF market growth.

Vehicle Electrification and Alternative Fuels

Our approach to our surface operations prioritizes pairing the right vehicle with the right route while balancing emissions reduction, local regulatory requirements, and performance demands. Electrification and alternative fuels present a significant opportunity to reduce the environmental impact of our global ground fleet, which includes more than 180,000 motorized vehicles including pickup-and-delivery (“PUD”) vans, long-haul trucks, airport ground equipment, and off-road vehicles.

FedEx continues its phased approach to fleet electrification. During this time, 50% of all purchase orders issued for our owned PUD fleet were for electric vehicles (“EVs”). FedEx now operates nearly 9,500 on- and off-road EVs across our global fleet. These milestones reflect continued progress during a period of significant network transformation, closely aligned with our broader network redesign, which is reshaping how fleets and infrastructure are deployed across our operations.

As Network 2.0 transformation continues to streamline PUD operations and reduce route redundancies, fleet requirements are evolving alongside a more efficient operating model. As a result, we are reassessing the pace and scale of EV purchases against our previously stated 2030 EV purchase order goal. Future deployment plans and associated goals will be refined as the network redesign progresses toward completion in 2027. We continue to collaborate with leading vehicle manufacturers to co-develop EVs that are better suited to the demands of our Network 2.0 optimization strategy, which aims to improve delivery efficiency by redesigning routes and aligning vehicle capacity with shipment volume. In 2025, we made a strategic investment in Harbinger Motors, through its \$160 million Series C funding round, supporting the development of medium-duty EV solutions, including an initial order of 53 trucks.

FedEx continues to explore new solutions to address technology gaps with heavier duty long-haul vehicles, including new battery configuration and lower-carbon drop in fuels. In 2025, FedEx advanced heavy-duty electric truck pilots across multiple markets, including deployments of Class 7 and 8 electric trucks in the U.S. and expanded trials of the eActros 300 electric tractor from Mercedes-Benz in Europe. Beyond electrification, we are testing drop-in alternative fuels, including renewable diesel and hydrotreated vegetable oil (“HVO”). Alternative fuels can offer practical solutions for heavy-duty vehicles and long-haul applications where full electrification is not yet feasible at scale.

Facility Resiliency and Renewable Energy

We operate more than 4,000 facilities across the globe, including air and ground hubs, local stations, freight service centers, and retail locations. This physical footprint presents an opportunity to improve energy efficiency, scale renewable energy, and strengthen operational resilience. Our transition to one FedEx and implementation of Network 2.0 transformation will support our sustainability efforts through the minimization of operational redundancies and reduction in our overall physical footprint.

FedEx is actively investing in renewable energy through a diversified strategy that includes on-site solar, off-site generation, utility partnerships, and exploring virtual power purchase agreements and options for energy attribute certificates. We are executing a portfolio-based energy strategy to increase renewable electricity generation and procurement across our facilities, while building the foundation for long-term electrification and grid resilience. Last year, we set mid-term renewable energy goals through calendar 2033 as we advance to our goal of having all electricity used at our facilities from renewable sources by calendar 2040. In 2025 we sourced 96.7 GWh of renewable energy and 37 facilities generated on- or off-site solar energy, up from 34 in the prior year.

We are committed to embedding resiliency in our operations as the physical risks of climate change increase, causing extreme weather events, strain on electricity grids, and higher energy costs. We invest in infrastructure reinforcement to meet growing electricity demand and evolving renewable generation standards, in addition to mitigating the potential for storm damage. We also continuously enhance our contingency planning to address the impacts of severe weather more quickly. We strive to reduce the waste we generate and recycle waste when possible. We challenge our individual team members to find new ways to improve efficiencies and equip them with Quality Driven Management (“QDM”) tools to assist in identifying waste. QDM tools are designed to drive continuous improvement and, in many cases, successful ideas become integrated across our networks.

Sustainable Customer Solutions

FedEx handles more than 18 million shipments per day across our global network. We recognize that the transportation of those goods has environmental consequences, particularly in the form of emissions and waste. This is why we’re expanding our tools, technologies, and packaging solutions to help customers reduce their environmental impact while meeting the demands of a growing e-commerce economy.

We integrate circularity principles into our package design to minimize our environmental impact while protecting shipments from damage and loss. For example, our Reusable Padded Pak is designed to reduce single-use packaging in e-commerce shipping and returns. In 2025, the FedEx Packaging Lab advanced its collaboration with Returnity to develop a reusable packaging system for B2B shippers. The solution is designed to address common barriers to adoption by eliminating handling fees typically associated with alternative packaging formats, enabling a more seamless transition from single use to reusable packaging. To help us source our

packaging materials responsibly, we also seek relevant third-party certifications. In 2025, 86% of FedEx packaging materials were from third-party certified sources.

Our FedEx Sustainability Insights (“FSI”) tool gives our customers and suppliers access to estimated CO₂e emissions data associated with their FedEx shipments, from the individual package to account levels, enabling them to understand their environmental impact and drive informed supply chain decisions. This tool enables greater transparency for customers to inform their emissions reporting, understand their carbon footprint, and make informed decisions about their shipping patterns. The platform is developed in alignment with the Greenhouse Gas Protocol and the Global Logistics Emissions Council framework and includes forecasting and predictive modeling capabilities for U.S.-based users. Launched globally in 2024, FSI is currently translated into more than 30 languages and available in over 100 markets. In 2025, over 30,000 emissions reports were generated from the tool. Providing our customers with this level of information empowers them to gain a better understanding of their Scope 3 emissions generated from their shipping activities with us and enables service selections that meet their business needs and sustainability aspirations.

For additional information on the ways we are minimizing our impact on the environment, see fedex.com/en-us/sustainability.html. For additional information regarding environmental, climate, and weather-related regulation and risks, see “Regulation” above and “[Item 1A. Risk Factors](#)” under “Environmental, Climate, and Weather Risks.”

Governance

The FedEx Board of Directors is comprised of a majority of independent directors and is committed to the highest quality corporate governance and accountability to stockholders. Our Board of Directors periodically reviews all aspects of our governance policies and practices, including our Corporate Governance Guidelines (the “Guidelines”) and our Code of Conduct, in light of best practices and makes whatever changes it deems appropriate to further our longstanding commitment to the highest standards of corporate governance. The Guidelines and the Code of Conduct, which apply to all of our directors, officers, and employees, including our principal executive officer and senior financial officers, are available under the Corporate Governance heading under “Governance” on the Investor Relations page of our website at investors.fedex.com. We will post under the Corporate Governance heading on the Investor Relations page of our website information regarding any amendment to, or waiver from, the provisions of the Code of Conduct to the extent such disclosure is required.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Annual Report, you should carefully consider the following factors, which could materially affect our business, reputation, operating results (including components of our financial results), financial condition, cash flows, liquidity, and the price of our common stock. Although the risks below are organized by headings and each risk is discussed separately, many are interrelated.

Macroeconomic and Market Risks

We are directly affected by the state of the global economy and geopolitical developments. While macroeconomic risks apply to most companies, we are particularly vulnerable. The transportation industry is highly cyclical and especially susceptible to trends in economic activity. Our primary business is to transport goods, so our business levels are directly tied to the purchase and production of goods and the rate of global trade growth — key macroeconomic measurements influenced by, among other things: inflation and deflation; international trade policies and relations; supply chain disruptions; interest rates; currency exchange rates; labor costs and unemployment levels; fuel and energy prices; inventory levels; spending patterns (including shifts from goods to services and vice versa); disposable income; debt levels; credit availability; political uncertainty; public health crises; geopolitical tensions or conflicts; emerging global trade corridors; and changes to social conditions and regulations. When individuals and companies purchase and produce fewer goods, we transport fewer shipments, and as companies move manufacturing closer to consumer markets and expand the number of distribution centers, we transport shipments shorter distances, which materially and adversely affects our revenue per shipment and results of operations. Certain manufacturers and retailers are also making investments to produce and store goods in closer proximity to supply chains and consumers. Further, the scale of our operations and our relatively high fixed-cost structure, particularly with respect to our air network, make it difficult to quickly adjust to match shifting volume levels.

The decline in U.S. imports of consumer goods that started in late 2022, along with slowed global industrial production, has contributed to continued weakened business conditions for the transportation industry leading to lower shipment volumes. Additionally, recent changes in U.S. and international trade policy have further weakened business conditions for the transportation industry. Inflation and elevated interest rates are negatively affecting consumer and business spending, and we expect inflation and elevated interest rates to continue to negatively affect our results for the remainder of calendar year 2026. See “[Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition](#)” of this Annual Report for more information.

Moreover, given the nature of our business and our global operations, political, economic, and other conditions in foreign countries and regions, including international taxes, government-to-government relations, the typically more volatile economies of emerging markets, and geopolitical risks such as the ongoing conflicts between Russia and Ukraine, the United States and Iran, and other

hostilities in the Middle East, may materially and adversely affect our business and results of operations. For example, our services in Ukraine remain limited, our services in Belarus remain suspended, we have exited our operations in Russia, and our services in the Middle East are impacted. The broader consequences, duration, and evolving nature of these conflicts, which have included and may include further sanctions, embargoes, regional instability, and geopolitical shifts; airspace bans relating to certain routes, or strategic decisions to alter certain routes; potential retaliatory action by foreign governments and other groups against us; and the increased tensions between the United States and countries in which we operate, cannot be predicted.

To the extent the continued conflicts between Russia and Ukraine, and the United States and Iran, and hostilities in the Middle East, or subsequent similar conflicts or hostilities, materially and adversely affect our business, they may also have the effect of heightening many other risks disclosed in this Annual Report, any of which could materially and adversely affect our business and results of operations. Such risks include, but are not limited to, disruptions to our global technology infrastructure, including through cyberattack or cyber-intrusion, ransomware attack, or malware attack; adverse changes in international trade policies; increased costs and unavailability of fuel; our ability to implement and execute our business strategy, particularly with regard to our international business; disruptions in global supply chains, which can limit the access of Federal Express and our service providers to vehicles and other key capital resources and increase our costs and could affect our ability to achieve our goal of carbon neutrality for our global operations by calendar 2040; our ability to maintain our strong reputation and the value of the FedEx brand; terrorist activities targeting transportation infrastructure; our exposure to foreign currency fluctuations; and constraints, volatility, or disruption in the capital markets.

Additional changes in international trade policies, including tariffs, and relations could significantly reduce the volume of goods transported globally, increase our costs, and materially and adversely affect our business, financial condition, cash flows, and results of operations. The United States government has taken certain actions that have negatively affected United States trade, including imposing tariffs on many goods imported into the United States. Additionally, many foreign governments have imposed, and others have threatened to impose, new, expanded, or retaliatory tariffs, sanctions, embargoes, and/or quotas or trade barriers on certain goods imported from the United States. These actions have contributed to weakness in the global economy that has adversely affected our results of operations. Increased tariffs or the imposition of sanctions, and/or quotas or trade barriers may lead to lower levels of trade or heightened political tensions. Continued uncertainty and changes in global trade policies have and could continue to lead to increased tariffs, export controls, quotas, embargoes, or sanctions, which may lead to increased or volatile prices or trade limitations for goods transported globally, potentially reducing customer demand for our services. See “[Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition](#)” of this Annual Report for more information.

Additionally, the U.S. government has taken action to limit the ability of domestic companies to engage in commerce with certain foreign entities under certain circumstances, and foreign governments may investigate our compliance with these restrictions. Furthermore, given the nature of our business and our global recognizability, foreign governments may target FedEx by limiting the ability of foreign entities to do business with us in certain instances, imposing monetary or other penalties or taking other retaliatory action, which could materially and adversely affect our business, financial condition, cash flows, and results of operations, as well as the price of our common stock.

Our transportation businesses and their profitability are affected by the price and availability of jet and vehicle fuel, as well as our ability to collect fuel surcharges. We must purchase large quantities of fuel to operate our aircraft and vehicles, and the price and availability of fuel is beyond our control and can be highly volatile. In addition, our purchased transportation expense is affected by fuel costs. During 2026, higher fuel prices positively affected yields through increased fuel surcharges and negatively affected fuel expenses. To date, we have been mostly successful in mitigating over time the expense effect of higher fuel costs through our indexed fuel surcharges, as the amount of the surcharges is closely linked to the market prices for fuel. If we are unable to maintain or increase our fuel surcharges because of competitive pricing pressures or some other reason, fuel costs could materially and adversely affect our operating results. See “[Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition](#)” of this Annual Report for more information. As of May 31, 2026, we had no derivative financial instruments to reduce our exposure to fuel price fluctuations, and we currently have no plans to use derivative financial instruments for this purpose in the future.

Even if we are able to offset the cost of fuel with our surcharges, high fuel surcharges could move our customers away from our higher-yielding express services to our lower-yielding deferred or ground services or even reduce customer demand for our services altogether. In addition, disruptions in the supply of fuel could have a negative effect on our ability to operate our transportation networks. The following factors have and may continue to affect fuel prices and the supply of fuel, and have and could result in price increases and shortages in the future: weather-related events; natural disasters; political disruptions or wars involving oil-producing countries, including, economic sanctions imposed against oil-producing countries or specific industry participants; changes in governmental policy concerning fuel production, transportation, taxes, or marketing; changes in refining capacity; sustainability concerns; cyberattacks; and public and investor sentiment.

Operating Risks

The failure to successfully execute our transformation initiatives in the expected time frame and at the expected cost may materially and adversely affect our future results. Our transformation initiatives aim to improve long-term profitability, drive efficiency, lower our overhead and support costs, and transform our digital capabilities. Network 2.0 is our multi-year effort to improve the efficiency with which Federal Express picks up, transports, and delivers packages in the United States and Canada. Tricolor is our global redesign of our intercontinental air network across three distinct systems focused on priority parcel service, priority freight, and deferred parcels and freight. In January 2026, we initiated operational transformation programs in certain international locations designed to modernize, streamline, and optimize international domestic operations. See “[Item 1. Business](#)” and “[Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition](#)” of this Annual Report for more information.

There can be no assurance that the Federal Express and legacy FedEx Ground businesses and networks, which historically operated separately and independently, can successfully be fully integrated as planned. Additionally, it is possible that the business and network integration and optimization process could result in higher-than-currently-expected costs, less-than-expected savings, the loss of customers, the disruption of ongoing businesses, union organizing, litigation, legal disputes with service providers, governmental agency challenges, the loss of key employees or service providers, or other unexpected issues. It is also possible that the overall process will take longer than currently anticipated. Additionally, the following issues, among others, must be addressed in order to realize the anticipated timing and projected benefits of our transformation initiatives:

- our ability to maintain coverage of U.S. employees under the RLA and successfully manage challenges to the employment status of drivers employed by service providers utilized in certain linehaul and pickup-and-delivery operations, in addition to other labor-related risks;
- combining the Federal Express and legacy FedEx Ground physical networks and operations, including consolidating or optimizing pickup-and-delivery and linehaul operations;
- integrating, consolidating, and implementing new administrative and back-office support functions, information-technology infrastructure, and computer systems;
- harmonizing certain operating practices; human resource management practices such as employee recruitment, development, and compensation programs; internal controls; and other policies, procedures, and processes;
- maintaining or amending existing agreements with customers and service providers and avoiding delays in entering into new agreements with prospective customers and service providers;
- legal challenges by service providers or governmental agencies seeking to slow or stop plans related to Network 2.0;
- addressing employee issues so as to promote retention and maintain efficient and effective labor and employee relations;
- maintaining access to ports of call and railroads for intermodal support;
- managing the closure and consolidation of certain buildings and the movement of certain positions, functions, or work to different locations or to third party vendors;
- obtaining any required regulatory licenses, operating authority, or contractual consents; and
- managing unforeseen increased expenses or delays associated with the transformation process.

We may be unable to achieve the expected operational efficiencies and network flexibility, alignment of our cost base with demand, cost savings and reductions to our permanent cost structure, and other benefits from our transformation initiatives (including our technology infrastructure, adopting and utilizing AI and machine learning technologies). The actual amount and timing of costs to be incurred and related cost savings and reductions to our permanent cost structure resulting from these initiatives and enhancements may differ from our current expectations and estimates. These initiatives and enhancements could also result in asset impairment charges and changes to our tax liabilities and deferred tax balances and subject us to litigation. If we are not able to successfully implement our transformation initiatives, our future financial results will suffer and we may not be able to achieve our financial performance goals.

All of these factors could adversely affect our results of operations and negatively affect the price of our common stock. In addition, at times the attention of certain members of our management may be focused on our transformation initiatives and diverted from day-to-day business operations, which may disrupt our business.

A significant data breach or other disruption to our technology infrastructure could disrupt our operations and result in the loss of critical sensitive or confidential information, adversely affecting our reputation, business, or results of operations. Our ability to attract and retain customers, efficiently operate our businesses, execute our business strategy, conduct transformation initiatives, and compete effectively increasingly depends in part upon the sophistication, security, and reliability of our technology network, including our ability to provide features of service that are important to our customers, to protect our confidential business information including the sensitive and personal information provided by our customers, and to maintain customer confidence in our ability to protect our systems and to provide services consistent with their expectations.

We are subject to risks imposed by data breaches and operational disruptions, both random and targeted, including through cyberattack or cyber-intrusion, ransomware attack, malware attack, or denial-of-service attack by computer hackers, foreign governments and state-sponsored actors, cyber terrorists and hacktivists, cyber criminals, malicious employees or other insiders of Federal Express or third-party service providers, and other groups and individuals. Data breaches and other technological disruptions of companies and governments continue to increase as the number, intensity, and sophistication of attempted attacks and intrusions from around the world have increased and we, our customers, and third parties increasingly store and transmit data by means of connected information technology systems. Additionally, risks such as code anomalies, “Acts of God,” transitional challenges in migrating operating company functionality to our FedEx enterprise automation platforms, data leakage, cyber-fraud, and human error pose a direct threat to our products, services, systems, and data and could result in unauthorized intrusion or block legitimate access to sensitive or confidential data regarding our operations, customers, employees, and suppliers, including personal information. The rapid evolution and increased sophistication, availability, and use of emerging technologies such as AI technologies and machine learning by us, our customers, suppliers, business partners, third-party providers, and bad actors may increase the likelihood of the occurrence of data breaches and operational disruptions.

We also depend on and interact with the technology and systems of third parties for a variety of reasons, including AI-enabled technologies, encryption and authentication technology, employee email, and other communication technologies, cloud services, delivery services, back-office support, and other functions. Certain third parties host, process, or have access to information we maintain about our company, customers, employees, and vendors and/or operate systems that are critical to our business operations and services. Like us, these third parties are subject to risks imposed by data breaches, cyberattacks, and other events or actions that could damage, disrupt, or close their networks or systems. We have security processes, protocols, and standards in place, including contractual provisions requiring such security measures, that are applicable to such third parties and are designed to protect information that is held by them, or to which they have access, as a result of their engagements with us. A cyberattack has and may in the future defeat one or more of such third parties’ security measures, allowing an attacker to obtain information about our company, customers, employees, and vendors or disrupt our operations. Certain third parties also have and may in the future experience operational disruptions or human error that could result in unauthorized access to sensitive or confidential data regarding our operations, customers, employees, and suppliers, including personal information. See “Failure of third-party service providers, vendors, or suppliers to perform as expected, or disruptions in our relationships with such third parties or their provision of services to Federal Express, could materially and adversely affect our business, financial condition, cash flows, and results of operations.”

From time to time we experience disruptions to our complex, global technology infrastructure, including our computer systems and websites. Such events could result in the loss of confidential business or customer information; require substantial repairs or replacements, resulting in significant costs; and lead to the temporary or permanent transfer by customers of some or all of their business to our competitors. The foregoing could harm our reputation and adversely affect our business, customer service, and results of operations. Additionally, a security breach could require us to devote significant management resources to address the problems created. These types of adverse effects could also occur in the event the confidentiality, integrity, or availability of company and customer information was compromised due to a data loss by Federal Express or a trusted third party.

We or the third parties with which we share information may not discover any security breach and loss of information for a significant period of time after the security breach occurs. Even if we detect a cybersecurity incident, the nature and extent of the incident may not be immediately clear. It may also not be clear how best to contain and remediate any harm caused by the cybersecurity incident, and certain errors or actions could be repeated or compounded before they are discovered and remediated. Based on the sophistication of these threat actors and the size and complexity of our information systems and network environment, among other factors, an investigation into a cybersecurity incident could take a significant amount of time to complete. In addition, while the investigation of a cybersecurity incident is ongoing, we may not know the full extent of the harm caused by a threat actor, and such harm may spread both internally and to certain customers, vendors, or other third parties. Additionally, our logging capabilities and the logging capabilities of third parties are not always complete or sufficiently detailed, which could affect our ability to fully investigate and understand the scope of security events. Given the age, size, and complexity of our network environment, operational technology, and computer systems, patches for certain vulnerabilities may not exist and, even where patches or other risk-mitigating activities are available, the development of patches or execution of risk-mitigating actions may not occur before an underlying vulnerability is exploited and results in the disruption of our operations or compromise of our information systems or data. A significant number of our employees as well as customers and others with whom we do business continue to work remotely or in hybrid models, which may heighten these risks. These risks may also be heightened by our transformation initiatives.

Furthermore, we are subject to an increasing number of cybersecurity compliance and reporting obligations in different jurisdictions that vary in their scope and application, creating conflicting reporting requirements. These factors and the time spent to comply may inhibit our ability to quickly provide complete and reliable information about the cybersecurity incident to customers, counterparties, and regulators, as well as the public. Any or all of these factors could further increase the costs and consequences of a cybersecurity incident on our business and results of operations. See “Our business is subject to complex and evolving United States and foreign laws and regulations regarding data protection and cybersecurity, which impose significant costs and regulatory risks that are likely to increase over time” for additional information on risks related to legal and regulatory developments with respect to data protection.

We have invested and continue to invest in technology security initiatives, information-technology risk management, business continuity, and disaster recovery plans, including investments to retire and replace end-of-life systems. The development and maintenance of these measures is costly and requires ongoing monitoring and updating as technologies change and efforts to overcome security measures become increasingly more frequent, intense, and sophisticated. Despite our efforts, we are not fully insulated from data breaches, technology disruptions, data loss, and cyber-fraud, which could adversely affect our competitiveness and results of operations.

Additionally, we and our third-party service providers, vendors, and suppliers have experienced repeated attempts, some of which have been successful, by cyber criminals to gain access to customer accounts for the purposes of fraudulently diverting and misappropriating items being transported in our network, fraudulently charging shipment fees to customer accounts, and fraudulently sending e-mails to recipients purporting to be from FedEx. Our security processes and initiatives may be unable to detect or prevent a breach or disruption in the future.

Although we do not believe the cyber incidents and other systems disruptions that we and our third-party service providers have experienced to date have had a material effect on our business, there is no guarantee that a future cybersecurity threat or incident will be detected and remediated to not materially and adversely affect our business strategy, reputation, results of operations, or financial condition. While we believe we devote significant resources to network security, disaster recovery, employee training and other measures to secure our information technology systems and prevent unauthorized access to or loss of data, there are no guarantees that they will be adequate to safeguard against all cyber incidents, systems disruptions, system compromises or misuses of data.

We are increasingly utilizing AI within our operations. The development and deployment of AI technologies involve significant risks and uncertainties, and our ability to successfully implement and use AI technologies depends on a variety of factors, including the reliability, accuracy, security, and effectiveness of the technologies; the availability of qualified personnel and technical infrastructure; the performance of third-party vendors and service providers; evolving regulatory requirements and industry standards; and customer and market acceptance. AI technologies are rapidly evolving and may produce inaccurate, flawed, or unintended outputs or outcomes. Our use of AI may also increase risks related to cybersecurity, data privacy, intellectual property, confidentiality, regulatory compliance, and reputational harm. In addition, evolving laws, regulations, and governmental guidance relating to AI may require us to incur additional compliance costs, change our business practices, or limit our ability to develop or use AI technologies. Our competitors may also adopt AI technologies more quickly or more effectively than we do. Further, our investments in AI technologies may not improve our services, operations, efficiency, or profitability to the extent anticipated and may divert resources from other strategic initiatives. Any failure to successfully develop, implement, manage, or use AI technologies in a timely, compliant, and responsible manner could adversely affect our business, reputation, results of operations, or financial condition.

We are self-insured for certain costs associated with our operations, and insurance and claims expenses could materially and adversely affect our business, financial condition, cash flows, and results of operations. We are self-insured up to certain limits for costs associated with workers' compensation claims, vehicle accidents, property and cargo loss, general business liabilities, and benefits paid under employee disability programs. Our self-insurance accruals are primarily based on estimated costs determined by actuarial methods. Estimated costs include consideration of a variety of factors and related assumptions such as the severity of claims, frequency and volume of claims, healthcare inflation, seasonality, and plan designs, which may be subject to a high degree of variability. However, the use of any estimation technique in this area is inherently sensitive given the magnitude of claims involved and the length of time until the ultimate cost is known, which may be several years. Material increases in the magnitude of claims, changes to healthcare costs, accident frequency and severity, insurance retention levels, judgment and settlement amounts, associated legal expenses, and other factors could result in unfavorable differences between actual self-insurance costs and our reserve estimates. As a result, our insurance and claims costs could materially increase in the future, which could adversely affect our results of operations and financial condition.

As a supplement to our self-insurance program, we maintain coverage with excess insurance carriers for potential losses that exceed the amounts we self-insure. Periodically, we evaluate the level of insurance coverage and adjust insurance levels based on risk tolerance, risk volatility, and premium expense. Although we believe our aggregate insurance limits should be sufficient to cover our historic claims amounts, we can provide no assurance that such coverage will be adequate to protect us from costs incurred with certain events. For example, the commercial trucking industry has experienced a wave of blockbuster or so-called "nuclear" verdicts, including some instances in which juries have awarded hundreds of millions of dollars to those injured in accidents and their families. Given this trend, it is possible that additional claims could exceed our aggregate coverage limits. If a claim were to exceed our aggregate insurance coverage, we would bear the excess exposure not covered by excess insurance carriers. Given the current claims environment, the amount of coverage available from excess insurance carriers is decreasing, the premiums for this excess coverage are increasing significantly, and excess insurance carriers are challenging insurance claims more frequently. Accordingly, our excess insurance and claims expenses may continue to increase, or we could further increase our exposure not covered by excess insurance carriers as policies are renewed or replaced. Our results of operations and financial condition could continue to be adversely affected if our costs or losses significantly exceed our aggregate coverage limits, we are unable to obtain excess insurance coverage in amounts we deem sufficient, our insurance carriers fail to pay on our insurance claims, or we experience a claim for which coverage is not provided.

The transportation infrastructure continues to be a target of terrorist activities. Because transportation assets continue to be a target of terrorist activities, governments around the world are adopting or are considering adopting stricter security requirements that will increase operating costs and potentially slow service for businesses, including those in the transportation industry. These security requirements change periodically as the result of regulatory and legislative requirements, imposing additional security costs and creating a level of uncertainty for our operations. For example, the TSA requires Federal Express to comply with a Full All-Cargo Aircraft Operator Standard Security Plan, which contains evolving and strict security requirements. It is reasonably possible that these rules or other future security requirements could impose material costs on us or slow our service to our customers. The effects on our operations of avoiding areas of the world, including airspace, in which there are geopolitical conflicts and the targeting of aircraft by parties to those conflicts can also be significant. Moreover, a terrorist attack, or acts of sabotage by nation state actors using hybrid operations, directed at Federal Express or other aspects of the transportation infrastructure could disrupt our operations and adversely affect demand for our services.

Failure of third-party service providers, vendors, and suppliers to perform as expected, or disruptions in our relationships with such third parties or their provision of services to FedEx, could materially and adversely affect our business, financial condition, cash flows, and results of operations. FedEx has engaged third-party service providers, vendors, and suppliers to perform certain key functions, including the provision of information technology infrastructure, application development, maintenance and support, and end-user support services. There can be no assurance that our third-party service providers, vendors, and suppliers will perform contractual service obligations or adhere to compliance requirements, and such service providers, vendors, and suppliers may suffer disruptions to their systems, labor groups, or supply chains that could adversely affect their services. FedEx may also have disagreements with such service providers, vendors, or suppliers, and related contracts may be terminated or may not be extended or renewed. Additionally, from time to time third-party service providers, vendors, or suppliers have engaged in fraudulent activities in the course of their business relationships with FedEx. Any of the foregoing could disrupt our operations and result in a material adverse effect on our reputation, business, or results of operations.

The effects of a widespread outbreak of an illness or any other communicable disease or public health crisis could materially and adversely affect our business, results of operations, cash flows, and financial condition. A widespread outbreak of an illness or any other communicable disease or public health crisis could have varying effects on the demand for our services, our business operations, and the North American and global economies and supply chains. The extent of the effect of such an event on our business, results of operations, and financial condition, as well as the North American and global economies, will be dictated by developments that cannot be predicted, such as: its duration and spread; the success of efforts to contain it and treat its effects, including travel bans and restrictions, quarantines, shelter-in-place orders, business and government shutdowns, and other restrictions; the possibility of additional subsequent widespread outbreaks and variant strains and the effect of actions taken in response; and the resulting effects on the economic conditions in the markets in which we operate.

Our business is labor and capital intensive in nature, which may require us to incur higher costs to operate our networks during such an event. If we are unable to remain agile and flex our networks to align with shipping volumes, customer needs, disrupted global supply chains, and other network inefficiencies, market demands, and operating conditions, or are unable to continuously respond to evolving governmental policies, our business operations could be negatively affected, which could have a further adverse effect on our results of operations. Further, due to the size, scope, and geographically dispersed nature of our operations, the expenses we incur to protect the health and safety of our team members and customers may be higher than similar expenses incurred by companies in other industries.

To the extent a widespread outbreak of an illness or any other communicable disease or public health crisis adversely affects our business and financial results, it may also have the effect of heightening many other risks described in this section, any of which could materially and adversely affect our business, results of operations, cash flows, and financial condition. Such risks include, but are not limited to, additional changes in the state of the global economy and international trade policies and relations; our ability to execute our transformation initiatives, implement our business strategy, and effectively respond to changes in market dynamics and customer preferences; our strong reputation and the value of the FedEx brand; our ability to meet our labor and purchased transportation needs while controlling related costs; our ability to achieve our goal of carbon neutrality for our global operations by calendar 2040; and the effect of litigation or claims from customers, team members, suppliers, regulators, or other third parties relating to the crisis or our actions in response.

Strategic Risks

Failure to successfully implement our business strategy and effectively respond to changes in market dynamics and customer preferences will cause our future financial results to suffer. We are making significant investments and other decisions in connection with our long-term business strategy, such as those related to our transformation initiatives. See “The failure to successfully execute our transformation initiatives in the expected time frame and at the expected cost may materially and adversely affect our future results.” above and “[Item 1. Business](#)” and “[Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition](#)” of this Annual Report for additional information. In addition, we are investing in data insight solutions intended to drive supply chain efficiency for our customers.

Such initiatives and enhancements may require us to make significant capital expenditures or incur significant expenses. We have also incurred, and may continue to incur, increased operating expenses in connection with certain changes to our business strategy. We may not be able to derive the expected operational efficiencies and network flexibility, alignment of our cost base with demand, cost savings and reductions to our permanent cost structure, digital revenue growth, and other benefits from our strategic investments and other decisions. For example, in January 2026, we initiated operational transformation programs in certain international locations designed to modernize, streamline, and optimize international and domestic operations. See “[Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition](#)” of this Annual Report for more information. The execution of the programs is subject to a consultation process in accordance with local country processes and regulations. The actual amount and timing of business optimization costs and related cost savings resulting from the workforce reduction plan are dependent on local country consultation processes and regulations and negotiated social plans and may differ from our current expectations and estimates. If we are not able to successfully implement this plan, our future financial results may suffer.

Further, in developing our business strategy, we make certain assumptions including, but not limited to, those related to customer demand and the mix of services to be purchased by our customers, the future rate of e-commerce growth and inventory restocking, passenger airline cargo capacity, competition, and the global economy, and actual market, economic, and other conditions may be different from our assumptions. As technology (including AI and machine learning), customer behavior, and market conditions continue to evolve, it is important that we maintain the relevance of our brand and service offerings to our customers. If we are not able to successfully implement our business strategy and effectively respond to changes in technology, customer preferences, and market dynamics, our future financial results will suffer. For additional discussion, see “[Item 1. Business](#)” of this Annual Report under the caption “Strategy.”

We may not be able to achieve our calendar 2029 financial performance targets. On February 12, 2026, we announced a comprehensive multi-year financial framework with financial performance targets for 2029. Our ability to achieve these goals is dependent on a number of factors, including the other risk factors described in this Annual Report. We may fail to achieve our long-term financial performance targets if we are unsuccessful in implementing our strategies, our estimates or assumptions change, or for any other reason. Our inability to achieve these targets could materially and adversely affect our results of operations and financial condition, and the price of our common stock may be negatively affected.

We may not realize the anticipated benefits from the Spin-Off, which could harm our business. On June 1, 2026, we completed the Spin-Off. We may incur significant additional expenses and challenges arising from and following the Spin-Off of the FedEx Freight business. We may not be able to achieve the full strategic, financial, operational, or other benefits that are expected to result from the Spin-Off, and the anticipated benefits of the Spin-Off are based on a number of assumptions, some of which may prove incorrect. A failure to realize all or some of the expected benefits of the Spin-Off, or if such benefits are delayed, could materially and adversely affect our business, financial condition, cash flows, and results of operations. In addition, there can be no assurance that the combined value of the shares of the two separated companies will be equal to or greater than the value of our common stock had the Spin-Off not occurred.

In connection with the Spin-Off, we and FedEx Freight entered into various agreements that provide for the performance of certain services by each company for the benefit of the other, including a separation and distribution agreement, a transition services agreement, a tax matters agreement, an employee matters agreement, an intellectual property cross-license agreement, a trademark license agreement, stockholder and registration rights agreement, and an indemnification agreement. The separation and distribution agreement provides for cross-indemnities between us and FedEx Freight for liabilities allocated to the respective party pursuant to the terms of such agreement. If FedEx Freight or its successor entities are unable to satisfy their obligations under these agreements, we could incur operational difficulties or losses. In addition, the terms of the Spin-Off include licenses and other arrangements to provide for certain ongoing use of intellectual property in the operations of both businesses. For example, both us and FedEx Freight retain the ability to make ongoing use of certain brands and other intellectual property. As a result of this continuing shared use of brands and other intellectual property, there is a risk that conduct or events materially and adversely affecting the reputation of FedEx Freight could also materially and adversely affect our reputation.

In addition, we retained an equity interest in FedEx Freight in connection with the Spin-Off. We cannot predict the trading price of shares of FedEx Freight’s common stock and the market value of the FedEx Freight shares is subject to market volatility and other factors outside of our control. As previously disclosed, we will divest our ownership interest in FedEx Freight within twenty-four months from the Spin-Off, but there can be no assurance regarding the timing of, or timeframe over which, such divestiture or divestitures may occur, or the amount of proceeds to be received by us in connection with any such divestitures within the twenty-four month timeframe.

The Spin-Off could result in substantial tax liability to us and our stockholders. We received an opinion of counsel and a private letter ruling from the U.S. Internal Revenue Service (the “IRS”) regarding the qualification of the Spin-Off and certain related transactions as a transaction that is generally tax-free to us and our stockholders for U.S. federal income tax purposes. While the private letter ruling is generally binding on the IRS to the extent the factual representations and assumptions on which it is based are true and accurate, the opinion of our counsel is not binding on the IRS or the courts. There can be no assurance that the IRS or a court

will not take a contrary position with respect to the conclusions reached in the tax opinion. If the IRS ultimately determines that the Spin-Off is taxable, then the Spin-Off could be treated as a taxable dividend or capital gain to our stockholders for U.S. federal income tax purposes, and we could incur significant U.S. tax liabilities. In connection with the Spin-Off, we entered into a tax matters agreement with FedEx Freight, pursuant to which FedEx Freight agreed to not enter into transactions that could cause the Spin-Off or any related transactions to be taxable to us and to indemnify us for any tax liability resulting from any such transaction. However, there can be no assurance that FedEx Freight would have the resources or liquidity required to indemnify us for any such tax liability.

We depend on our strong reputation and the value of the FedEx brand. FedEx is one of the most widely recognized, trusted, and respected brands in the world, and the FedEx brand is one of our most important and valuable assets. The FedEx brand name symbolizes high-quality service, reliability, and speed. In addition, we have a strong reputation among customers, team members, and the general public for high standards of corporate responsibility, governance, and ethics. The FedEx brand name and our corporate reputation are powerful tools for sales, marketing, and recruitment, and we devote significant resources to promoting and protecting them. Adverse publicity or sensationalism across media channels (whether or not justified) relating to activities including, but not limited to, the following by our team members or others with whom we do business (over whom we may have little or no control) could tarnish our reputation and reduce the value of our brand and goodwill: customer service mishaps, accidents, catastrophes, or incidents involving aircraft, vehicles, or facilities operated by us or our service providers; low safety or service levels; data breaches, cyberattacks, or technology infrastructure disruptions; utilization of emerging technologies such as AI; allegations of noncompliance with laws or claims that result in litigation; the shipment of certain items pursuant to our obligation as a common carrier operating under federal law; labor relations and workforce reductions or disruptions; our advertising campaigns, sponsorship arrangements, or marketing programs; our sustainability goals and related progress; our political activities and expenditures; or our executive compensation practices.

With the rapid growth in the use of AI and the global influence of social media outlets such as Facebook, YouTube, Instagram, X, TikTok, and other platforms, adverse publicity, whether warranted or not, can be disseminated quickly and broadly without context, making it increasingly difficult for us to effectively respond. Certain forms of technology and AI also allow users to alter or create images, videos, and other information relating to FedEx and present the information in a false or misleading manner that seems real, including attempts by third parties to masquerade as FedEx couriers and customer service agents for the purpose of deceiving and defrauding FedEx customers. Further, our actual or perceived position, lack of position, or perceived lack of transparency on environmental, social, political, public policy, labor relations, or other sensitive issues could harm our reputation with certain groups, including our customers, stockholders, team members, advocacy groups, government representatives, and regulatory bodies. Expectations regarding these matters continue to evolve and are not uniform. Although we try to adapt and maintain a balance that satisfies all of these stakeholders, we may not always be able or choose to move as quickly or in the direction that various competing interests desire or demand, which could materially and adversely impact our reputation. Damage to our reputation and loss of brand equity could reduce demand for our services and/or create difficulties in retaining and recruiting employee talent and could materially and adversely affect our business, financial condition, cash flows, and results of operations, as well as require additional resources to rebuild our reputation and restore the value of our brand and goodwill.

We face intense competition. The transportation and business services markets are both highly competitive and sensitive to price and service, especially in periods of little or no macroeconomic growth. Some of our competitors have more financial resources and competitive advantages than we do, appear willing to operate at little or no margin to gain market share, or are owned, controlled, or subsidized by foreign governments, which enables them to raise capital more easily. We face intense competition from global air freight forwarders for air freight business. We also compete with regional transportation providers that operate smaller and less capital-intensive transportation networks and startup companies that combine technology with flexible labor solutions such as crowdsourcing to focus on local market needs. In addition, some high-volume package shippers are developing and implementing in-house delivery capabilities and utilizing independent contractors for deliveries, which could in turn materially and adversely affect our business, financial condition, cash flows, and results of operations. For example, Amazon has established a network of hubs, aircraft, and vehicles, recently began offering an LTL freight service for inbound shipments to its distribution facilities, and recently began offering its internal delivery capabilities broadly to third parties. See “[Item 1. Business](#)” of this Annual Report for additional information.

We believe we compete effectively with these companies - for example, by providing more reliable service at compensatory prices. However, the existence of an irrational pricing environment could limit our ability to maintain or increase our prices (including our fuel surcharges in response to rising fuel costs), which could materially and adversely affect our results of operations. While we believe we compete effectively through our current and planned service offerings, if our current competitors or potential future competitors offer a broader range of services or better service levels, more effectively bundle their services, or offer services at lower prices, it could materially and adversely affect our business, financial condition, cash flows, and results of operations. Continued transportation industry consolidation may further increase competition. Moreover, if high-volume package shippers further develop or expand internal capabilities for the services we provide, it may reduce our revenue and could negatively affect our financial condition and results of operations. These effects could be exacerbated if high-volume package shippers offer such capabilities to third parties. News regarding such developments or expansions could also negatively affect the price of our common stock.

New and emerging technologies continue to create additional sources of competition, and if we fail to incorporate new and emerging technologies as effectively as our competitors, our competitive position may be harmed. Advancements in technology, such as advanced safety systems; automated package sorting, handling, and delivery; autonomous delivery; third-party supply chain insight and management; AI; vehicle platooning; alternative fuel vehicles; and digitization of freight services, may necessitate that we increase investments in order to remain competitive, and our customers may not be willing to accept higher rates to cover the cost of these investments. See “We may be unable to achieve or demonstrate progress on our goal of carbon neutrality for our global operations by calendar 2040.” below for additional information.

Our businesses are capital intensive, and we must make capital decisions based upon projected volume levels. We make significant investments in aircraft, package handling facilities, vehicles, technology, sort equipment, acquired companies, and other assets to support our transportation and business networks. The amount and timing of capital investments depend on various factors, including our anticipated volume growth. We must make commitments to purchase or modify aircraft years before the aircraft are actually needed based on projections of volume levels and fleet requirements, which have become more difficult to make in light of recent macroeconomic, international trade and geopolitical uncertainty and volatility. Missing our projections could result in too much or too little capacity relative to our shipping volumes. Overcapacity could lead to below-market asset dispositions or write-downs, as well as negatively affect operating margins, and undercapacity could negatively affect service levels. See “[Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition - Results of Operations and Outlook - Consolidated Results](#) - Asset Impairment Charges” of this Annual Report for information regarding the noncash impairment charges recorded in 2026 and 2025 in connection with our decision to permanently retire certain aircraft and related engines from service.

Our inability to execute and effectively operate, integrate, leverage, and grow acquired businesses and realize the anticipated benefits of acquisitions, joint ventures, and strategic alliances and investments could materially and adversely affect us. Our strategy for long-term growth, productivity, and profitability depends in part on our ability to make prudent strategic acquisitions and investments, form joint ventures or strategic alliances, and realize the expected benefits from these transactions. We regularly acquire businesses, enter into strategic alliances, and make investments across the more than 220 countries and territories in which we provide services.

Acquisitions and other strategic transactions involve special commercial, customer, accounting, regulatory, compliance, information technology, human resources, cultural, and other risks, including the potential assumption of unanticipated liabilities and contingencies. Additionally, we may be required to make significant capital expenditures and/or incur certain operating expenses following the completion of certain transactions, which may be higher than initially expected. While we expect our past and future acquisitions and strategic transactions to enhance our value proposition to customers and improve our business and long-term profitability, there can be no assurance that we will realize our expectations within the time frame we have established, if at all, or that we can continue to support the value we allocate to acquired businesses, including their goodwill or other intangible assets. We have previously incurred goodwill impairment charges related to certain of our acquisitions, some of which have been material, and may incur additional goodwill impairment charges in the future.

We may not achieve the expected strategic or financial benefits relating to our InPost investment. We, as a member of a consortium, have entered into a conditional agreement on a recommended all-cash public offer for all issued and outstanding shares of InPost S.A. (“InPost”), which offer is subject to regulatory approvals and other conditions. Following the completion of the offer, the consortium will be structured with us holding 37%, and thereafter we and InPost intend to enter into arm’s length commercial agreements.

Because InPost would continue to operate as a standalone company and we would not control this entity and must rely on the actions of other investors and the management of the entity, we may not be able to influence key strategic or operational decisions. In addition, delays in obtaining required regulatory approvals or completing the related commercial arrangements (or failure to obtain such approvals or complete such arrangements) could materially and adversely affect the timing or value of the investment.

Even if the regulatory approvals are obtained, other conditions are met, and our commercial arrangements with InPost are finalized, there can be no assurance that our investment and the commercial agreements will achieve the strategic or financial benefits we currently expect.

Human Resource Management Risks

Labor-related disruptions and potential changes in labor laws may materially and adversely affect our business, financial condition, cash flows, and results of operations. Our business is labor intensive in nature, utilizing large numbers of employees across numerous classes, as well as service providers. Despite continual organizing attempts by labor unions, our employees in the U.S. and Canada, with the exception of our pilots, are not unionized (we acquired FedEx Supply Chain in 2015, which already had a small number of unionized employees). Additionally, certain of our employees outside of the United States and Canada are unionized. For information regarding our agreement with the union representing our pilots, see “[Item 1. Business](#)” under the caption “Business Segments – Federal Express” and [Note 20](#) of the consolidated financial statements included in “[Item 8. Financial Statements and Supplementary Data](#)” of this Annual Report. If we are unable to reach an agreement with any of our unionized work groups in future negotiations regarding the terms of their collective bargaining agreements, or if additional groups within our workforce become

unionized, we may be subject to actual or threatened strikes, work interruptions or stoppages, which could materially and adversely affect our business, financial condition, cash flows, and results of operations.

Labor unions have continued to make attempts to organize employees at businesses and in industries that have not traditionally been unionized, and in certain instances have been successful. Such attempts could continue in 2027. Additionally, the U.S. Congress has, in the past, considered adopting changes in labor laws that would make it easier for unions to organize units of our employees. For example, there is always a possibility that legislative or administrative actions, or judicial decisions, could attempt to remove our employees from the jurisdiction of the RLA. Additionally, this jurisdiction could be challenged in connection with our recently completed one FedEx consolidation and ongoing Network 2.0 transformation initiative. For additional discussion of the RLA, see “[Item 1. Business](#)” of this Annual Report under the caption “Regulation.” Such legislation or challenge could expose our customers to the type of service disruptions that the RLA was designed to prevent – local work stoppages in key areas that interrupt the timely flow of shipments of time-sensitive, high-value goods throughout our global network. Such disruptions could threaten our ability to provide competitively priced shipping options and ready access to global markets.

There is also the possibility that Congress could pass other labor legislation that could materially and adversely affect our operations with employees governed by the NLRA. In addition, the NMB and the NLRB have and may continue to take actions that could make it easier for our employees, as well as vendor, service provider, and supplier workforces, to organize under the RLA or NLRA. Finally, changes to federal or state laws, regulations, rules, judicial or administrative precedent, decisions or guidance governing employee classification could affect the status of service providers as independent employers of their drivers. If we are deemed to be an employer or joint employer of the drivers of these service providers, labor organizations could more easily organize these individuals, our operating costs could increase materially, and we could incur significant capital outlays and experience material and adverse effects to service levels.

Our failure to attract and retain employee talent, meet our purchased transportation needs, or maintain our company culture, as well as increases in labor and purchased transportation costs, could materially and adversely affect our business and results of operations. Our success depends upon the efforts and abilities of our high-quality employees, many of whom are longstanding FedEx team members. Difficulties in motivating, rewarding, recruiting, and retaining employee talent, including members of senior management and successors to members of senior management; failure to protect members of senior management from security threats (which certain executive officers have experienced in the past); the unexpected loss of such individuals resulting in the depletion of our institutional knowledge base; and/or our inability to successfully transition key roles could materially and adversely affect our business, results of operations, reputation, and the price of our common stock. To meet operational needs and service standards, we regularly seek to hire a large number of part-time and seasonal workers in our stations and hubs, and to contract service providers that conduct linehaul and pickup-and-delivery services.

Certain positions at FedEx have historically experienced high turnover rates, which can lead to increased recruiting, training, and retention costs. Additionally, our culture is important to providing high-quality customer service and having a productive workforce and could be materially and adversely affected by our evolving operations and other factors. If we fail to maintain the strength of our culture, our competitive ability and our business may be harmed.

Our ability to meet our labor and purchased transportation needs while controlling related costs is generally subject to numerous external factors, including the availability of qualified service providers and persons in the markets where we and our service providers operate and unemployment levels within these markets, prevailing and competitive wage rates and other benefits, health and other insurance costs, inflation, fuel and energy prices and availability, behavioral changes, adoption of new or revised employment and labor laws and regulations (including increased minimum wage requirements) or government programs, safety, and security levels of our operations, our reputation within the labor and transportation markets, changes in the business or financial soundness of service providers, interest in contracting with FedEx, and the effect of a widespread public health crisis. Additionally, certain service providers (acting collectively or in coordination in some instances) may seek to increase financial rates or modify contract terms and may refuse to provide service to Federal Express.

Our inability to effectively meet our labor and purchased transportation needs can increase our costs, hinder our ability to execute our business strategy, negatively affect service levels, and could materially and adversely affect our business, financial condition, cash flows, and results of operations. Certain of these risks may be heightened by our transformation initiatives.

In connection with the Spin-Off, we experienced and continue to experience changes in personnel and management that may involve organizational disruption and uncertainty. These changes have the potential to disrupt our business. If we fail to manage these changes successfully, we could experience significant delays or difficulty in the achievement of our strategic objectives and our business, financial condition and results of operations could be materially and adversely harmed.

We contract with service providers to conduct certain linehaul and pickup-and-delivery operations, and the status of these service providers as direct and exclusive employers of drivers providing these services is being challenged. We are defending joint-employer cases where it is alleged that we should be treated as an employer or joint employer of the drivers employed by service providers with whom we contract to conduct certain linehaul and pickup-and-delivery operations. We incur certain costs, including legal fees, in

defending the status of service providers as direct and exclusive employers of their drivers. We continue to believe that we are not an employer or joint employer of the drivers of these independent businesses. However, adverse determinations in these matters or regulatory developments could, among other things, entitle service providers' drivers to certain wage payments and penalties from the service providers and us, and result in wages, overtime, penalties, withholding tax and benefits, and other employment-related liabilities for us. The status of the drivers employed by these service providers could be further challenged in connection with Network 2.0 transformation.

Potential changes to pilot flight and duty time regulations could impair our operations and impose substantial costs on us. In 2010, the FAA proposed regulations that would change the flight and duty time rules applicable to all-cargo air carriers. When the FAA issued final regulations in 2011 (the "2011 regulations"), all-cargo carriers, including Federal Express, were exempt from these new requirements. Instead, all-cargo carriers were required to continue complying with previously enacted flight and duty time rules and allowed to pursue the development of fatigue risk management systems to develop fatigue mitigations unique to each operation. In 2012, the FAA reaffirmed the exclusion of all-cargo carriers from the 2011 regulations, and litigation in the U.S. Court of Appeals for the District of Columbia affirmed the FAA's decision. However, this issue remains a policy priority for certain labor groups, and the U.S. Congress periodically considers legislation that, if adopted, would require all-cargo carriers to comply with the 2011 regulations. Required compliance with the 2011 regulations could impose substantial costs on us in order to maintain operational reliability and manage pilot fatigue.

Increasing costs, the volatility of costs and funding requirements, and other legal mandates for employee benefits, especially pension and healthcare benefits, could materially and adversely affect our results of operations, financial condition, and liquidity. We sponsor programs that provide retirement benefits to most of our employees. These programs include defined benefit pension plans, defined contribution plans, and postretirement healthcare plans. The costs of providing pension and other retirement benefit plans are dependent on numerous assumptions, such as discount rates, expected long-term investment returns on plan assets, future salary increases, employee turnover, mortality, and retirement ages. Changes in actuarial assumptions and differences between the assumptions and actual values, as well as significant declines in the value of investments that fund our pension and other postretirement plans, if not offset or mitigated by a decline in plan liabilities, could increase pension and other postretirement expense, and we could be required from time to time to fund the pension plans with significant amounts of cash. Such cash funding obligations could materially and adversely affect our results of operations and liquidity. Additionally, the rules for pension and retirement benefit plan accounting are complex, involve numerous assumptions, and can produce volatility in our results of operations, financial condition, and liquidity. For example, we recognized a pre-tax, noncash MTM gain of \$647 million in 2026 (\$497 million, net of tax, or \$2.08 per diluted share). For additional information on our MTM retirement plans accounting adjustments, see "[Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition - Results of Operations and Outlook - Consolidated Results](#) - Retirement Plans MTM Adjustments" and [Note 12](#) of the consolidated financial statements included in "[Item 8. Financial Statements and Supplementary Data](#)" of this Annual Report.

Environmental, Climate, and Weather Risks

We may be affected by global climate change or by legal, regulatory, or market responses to such change. Concern over climate change, including the effect of global warming, has led to significant U.S. and international governmental efforts to limit GHG emissions, including our aircraft and vehicle engine emissions. Increasingly, state and local governments are also considering environmental-related regulatory and reporting requirements. Compliance with such regulation and the associated potential cost is complicated by the fact that various countries and regions are following different approaches to the regulation and reporting of climate and other environmental matters. Increased regulation and reporting obligations regarding GHG emissions, especially aircraft or vehicle engine emissions, could impose substantial taxes, fees, and other costs on us. These include an increase in the cost of the fuel and other energy we purchase, investments required to obtain electricity capacity, and capital and impairment costs associated with updating or replacing our aircraft, vehicles, or infrastructure prematurely. Until the timing, scope, and extent of such possible regulation becomes known, we cannot predict its effect on our cost structure or our operating results. It is reasonably possible, however, that it could materially increase our operating expenses and directly or indirectly materially and adversely affect our business, if instituted. For additional discussion of regulatory responses to climate change, including CORSIA and the Paris climate accord, see "[Item 1. Business](#)" of this Annual Report under the caption "Regulation."

We may also incur additional expenses as a result of new or expanded policies and laws in the United States and abroad regarding GHG emissions and other environmental matters. Furthermore, many countries and U.S. states in which we operate or are subject to regulation, such as Australia and California, have adopted, or are expected to adopt, additional requirements related to the disclosure of GHG emission and related matters. In many cases these requirements differ and may conflict from country to country, increasing our costs or requiring significant management time and attention. Additionally, we could be subject to climate litigation or regulatory enforcement actions, as groups, individuals, and governmental authorities affected by climate change seek to recover climate-related damages from entities they perceive as being partially responsible for human-induced climate change because of the emission of GHGs from their operations.

Moreover, even without such regulation, increased awareness and any adverse publicity in the global marketplace about the GHGs emitted by companies in the airline and transportation industries could harm our reputation, reduce customer demand for our services, especially our air express services, and increase our liability. Finally, given the broad and global scope of our operations and our susceptibility to global macroeconomic trends, we are particularly vulnerable to the physical risks of climate change that could affect all of humankind, such as shifts in weather patterns and world ecosystems.

We may be unable to achieve or demonstrate progress on our goal of carbon neutrality for our global operations by calendar 2040. In 2021, we set an ambitious goal to achieve carbon neutrality for our global operations by calendar 2040 and have also set interim targets across our main decarbonization levers, such as electric pickup-and-delivery vehicle purchases, aviation fleet emissions intensity and fleet retirement, and sustainable energy and fuel procurement, to help us progress toward the goal. Achievement of this goal depends on our execution of operational strategies relating to vehicle electrification; sustainable fuel procurement; fuel conservation and aircraft modernization; facilities; sustainable customer solutions; and potentially voluntary carbon credits. Execution of these strategies, as well as demonstrable progress on and achievement of our calendar 2040 goal, is subject to risks and uncertainties, many of which are outside of our control. See “The Environment” under “[Item 1. Business](#)” of this Annual Report for information on the status of our previously disclosed vehicle fuel efficiency targets. These risks and uncertainties include, but are not limited to: our ability to successfully implement our business strategy, effectively respond to changes in market dynamics and achieve the anticipated benefits and associated cost savings of such strategies and actions; the availability and cost of, and our ability to acquire, alternative fuel vehicles, alternative fuels, fuel-efficient aircraft, global electrical charging infrastructure and requisite power grid capacity, off-site renewable energy, and other materials and components, many of which are not presently in existence or available at scale to meet the required global and regulatory demand creating intense competition that may significantly increase the costs; unforeseen production, design, operational, and technological difficulties; the outcome of research efforts and future technology developments, including the ability to scale projects and technologies on a commercially competitive basis such as carbon sequestration and/or other related processes; compliance with, and changes or additions to, global and regional regulations, taxes, charges, mandates, or requirements relating to GHG emissions, carbon costs, or climate-related goals; labor-related regulations and requirements that restrict or prohibit our ability to impose requirements on third parties who provide contracted transportation for our transportation networks; the availability of incentives to enhance the production and affordability of alternative fuel vehicles, alternative fuels, global electrical charging infrastructure and requisite power grid capacity, and other materials and components; adapting products to customer preferences and customer acceptance of sustainable supply chain solutions and potentially increased prices for our services; and the actions of competitors and competitive pressures. Purchase of carbon credits to meet our 2040 carbon neutrality goal could add significant fluctuating annualized costs due to the uncertain price of carbon and any voluntary or regulatory schemes to offset emissions, lead to increased regulatory attention, and inhibit the development of other carbon reduction approaches that we may otherwise pursue. There also is a risk that any voluntary carbon credits purchased, even if accepted by regulators, could be viewed by some third parties as not sufficiently reflecting real, verifiable, and additional GHG reductions, leading to reputational harm.

There is no assurance that we will be able to successfully execute our strategies and achieve or demonstrate progress on our calendar 2040 goal of carbon neutrality for our global operations. Additionally, we may determine that it is in our best interests to prioritize other business, social, governance, or sustainable investments and/or initiatives (such as our transformation initiatives) over the achievement of our calendar 2040 goal based on economic, regulatory, or social factors, business strategy, or other reasons. Failure to achieve or demonstrate progress on our calendar 2040 goal could damage our reputation and customer and other stakeholder relationships. Further, given investors’ and other stakeholders’ increased focus related to sustainability matters, such a failure could cause large stockholders to reduce their ownership of FedEx common stock and limit our access to financing. Such conditions could materially and adversely affect our business, results of operations, and financial condition, as well as the price of our common stock.

We may be affected by harsh weather conditions, natural disasters, conflicts or other unrest, or other terrorist or other physical attacks, and our ability to quickly and effectively restore operations following adverse weather or a localized disaster or disturbance in a key geography could materially and adversely affect our business and results of operations, cash flows, and financial condition. Our operations are exposed to adverse weather conditions and localized risks from natural or man-made disasters such as earthquakes, volcanoes, wildfires, hurricanes, tornadoes, wind gusts, floods, severe winter weather, heat waves, or extended droughts, conflicts or unrest, or subject to terrorist or other physical attacks, or other disturbances, actual or threatened. Disruptions to government agencies or personnel (including as a result of government shutdowns), disruptions at airport facilities used by us to manage our operations, labor relations and market constraints, power supplies, fuel inventory levels or other factors could result in the cancellation or delay of a significant portion of our flights and, as a result, could materially and adversely affect our business, results of operations, cash flows, and financial condition. Additionally, shifts in weather patterns caused by climate change could increase the frequency, severity, or duration of certain adverse weather conditions. We may experience reduced availability and/or increases in the cost of insurance due to such changes. Prolonged interruptions or disruptions at a key location such as our FedEx Memphis World Hub or one of our information-technology centers could materially and adversely affect our business, financial condition, cash flows and results of operations. We also may incur significant costs to reestablish or relocate these functions. Moreover, resulting economic dislocations, including supply chain and fuel disruptions, could materially and adversely affect demand for our services resulting in a material and adverse effect on our business, financial condition, cash flows and results of operations.

Other Legal, Regulatory, and Miscellaneous Risks

Government regulation and enforcement are evolving and unfavorable changes could harm our business. We are subject to regulation under a wide variety of United States federal, state, and local and non-United States government regulations, laws, policies, enforcement priorities, and actions (including through executive orders and investigations). There can be no assurance that such regulations, laws, policies, enforcement priorities, and actions will not be changed, or implemented, in ways that will decrease the demand for, or affect the provision of, our services, subject us to increased or unexpected costs, affect our reputation, or require us to modify our business models and objectives (such as our transformation initiatives), harming our financial results. In particular, legislative, executive, regulatory, judicial or other actions that the United States and non-United States governments have undertaken or could undertake, including in areas such as data privacy and sovereignty, the use of AI and other emerging technologies, taxes, foreign exchange intervention in response to currency volatility, currency controls that could restrict the movement of liquidity from particular jurisdictions, trade controls, tariffs, quotas, embargoes, or sanctions in the United States or other countries, complex economic sanctions, import and export controls, customs standards, additional security or workplace and transportation health and safety requirements, labor and employment standards (including with respect to our pilots and our service providers and their employees), enforcement of civil rights laws (such as Title VII of the Civil Rights Act of 1964) in the United States, scrutiny of human resources policies and practices, challenges to diversity-related initiatives, False Claims Act, expanded obligations under state or federal wage and hour laws, immigration and worker eligibility standards, limitations on the ability to perform work in certain locations, prohibitions against vendor or service provider engagements, worker classification, joint employment standards and liability, government contracting, state and federal antitrust, regulated commodities, environmental, climate-related, or emission standards, and accounting materially and adversely affect our results of operations, transformation initiatives, financial results or condition, capital requirements, effective tax rate, and service levels. Furthermore, some of our operations are in high-risk legal compliance environments, and the Foreign Corrupt Practices Act (the “FCPA”), similar anti-bribery laws in non-United States jurisdictions, and other compliance-related laws or regulations could result in litigation, investigations, assessment of damages, imposition of penalties, or other consequences. For additional discussion, see [“Item 1. Business”](#) of this Annual Report under the caption “Regulation.” Additionally, in light of the recently held and upcoming elections in the United States and various international jurisdictions and the issuance of Executive Orders in the United States, including those which are being litigated or courts have held are not supported by law, have caused and may continue to cause considerable uncertainty regarding changes to various aspects of existing laws, regulations, and enforcement priorities and strategies that could affect trade policies, labor matters, human resources and related policies and practices, immigration, taxes, and technological advancements, among other areas, and have a material effect on our business and results of operations, as well as on the price of our common stock.

We could be subject to adverse changes in regulations and interpretations or challenges to our tax positions. We are subject to taxation in the United States and numerous foreign jurisdictions. From time to time, changes in tax laws or regulations may be enacted that could significantly affect our overall tax liabilities and our effective tax rate. United States and foreign governmental agencies maintain focus on the taxation of multinational companies, including statutory tax rates, digital taxes, global minimum taxes (such as the framework agreed to by members of the Organization for Economic Cooperation and Development), and transactions between affiliated companies. Such changes may require new and complex computations to be performed, significant judgments, estimates, and calculations to be made, and the preparation and analysis of information not previously relevant or regularly produced.

Standard-setting bodies could interpret or issue guidance on how provisions of certain tax laws and regulations will be applied or otherwise administered that is different from our interpretation, and we may be required to make adjustments to amounts that we have recorded that may materially and adversely affect our business, financial condition, cash flows, and results of operations. See [“Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition - Results of Operations and Outlook - Consolidated Results - Income Taxes”](#) of this Annual Report for additional information regarding ongoing tax examinations and challenges. Additionally, see [“Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition—Critical Accounting Estimates - Income Taxes”](#) of this Annual Report for information regarding estimates and potential adjustments related to our tax positions.

Our business is subject to complex and evolving United States and foreign laws and regulations regarding data protection and cybersecurity, which impose significant costs and regulatory risks that are likely to increase over time. There has recently been heightened regulatory and enforcement focus relating to the collection, use, storage, retention, transfer, and processing of personal data in the United States (at both the state and federal level) and internationally, including the EU’s General Data Protection Regulation, the United States executive order relating to sharing information with China and other covered countries, the California Consumer Privacy Act (as amended by the California Privacy Rights Act, the “CCPA”), the Virginia Consumer Data Protection Act, the Canada Personal Information Protection and Electronic Documents Act (“PIPEDA”), and other similar laws that have been or will be enacted by other jurisdictions. In addition, in the United States and internationally, there has been increased legislative and regulatory activity related to Cybersecurity and AI and the risks and challenges AI poses, including the European Union’s Artificial Intelligence Act, the Colorado AI Act, and other similar state laws that have been or will be enacted. Also, China and certain other jurisdictions have enacted more stringent data localization requirements. An actual or alleged failure to comply with applicable United States or foreign data protection laws, regulations, or other data protection standards or cybersecurity regulations may expose us or our applicable third-party providers to litigation (including, in some instances, class action litigation), fines, sanctions, or other penalties, which could

materially and adversely affect our business, reputation, results of operations, cash flows, and financial condition. This regulatory environment is increasingly challenging, based on discretionary factors, and difficult to predict. Consequently, compliance with all applicable regulations in the various jurisdictions in which we do business may present material obligations and risks to our business, including: significantly expanded compliance burdens, costs, and enforcement risks; extensive system or operational changes; or increased costs and/or reduced attractiveness of the services we offer. All of these evolving compliance and operational requirements, as well as the uncertain interpretation and enforcement of laws, impose significant costs and regulatory risks that are likely to increase over time. Developing privacy and AI legislation within the United States and in other jurisdictions may also create limitations or added requirements on the use of personal data by FedEx Dataworks and the other FedEx operating companies.

The regulatory environment for global aviation or other transportation rights may affect our operations and increase our operating costs. Our extensive air network is critical to our success. Our right to serve foreign points is subject to the approval of the DOT and generally requires a bilateral agreement between the United States and foreign governments. In addition, we must obtain the permission of foreign governments to provide specific flights and services. Our operations outside of the United States, such as FedEx's international domestic operations, are also subject to current and potential regulations, including certain postal regulations and licensing requirements, that restrict, make difficult, and sometimes prohibit, the ability of foreign-owned companies such as FedEx to compete effectively in parts of the international domestic transportation and logistics market. Regulatory or executive actions affecting global aviation or transportation rights or a failure to obtain or maintain aviation or other transportation rights in important international markets could impair our ability to operate our networks. Further, our ability to obtain or maintain aviation or other transportation rights internationally may be materially and adversely affected by changes in international trade policies and relations. We are subject to other extensive regulatory and legal compliance requirements that may result in significant costs. For instance, the FAA from time-to-time issues directives and other regulations relating to the maintenance and operation of aircraft that require significant expenditures in order to comply. High-profile accidents, catastrophes, or incidents involving aircraft may trigger increased regulatory and legal compliance requirements. These requirements can be issued with little or no notice, or can otherwise affect our ability to efficiently or fully utilize our aircraft, and in some instances have resulted in the temporary grounding of aircraft types altogether. Further, our business may be materially and adversely affected when governmental agencies and air traffic control and other systems they oversee cease to operate as expected, including due to partial shutdowns, sequestrations, or similar events. Lapses in government operations may result in, among other things, disruptions in the ability of governmental agencies to grant required regulatory approvals. For additional discussion, see "[Item 1. Business](#)" of this Annual Report under the caption "Regulation."

We are also subject to other risks and uncertainties, including:

- the increasing costs of compliance with federal, state, and foreign governmental agency mandates (including the FCPA and the U.K. Bribery Act) and defending against inappropriate or unjustified enforcement or other actions by such agencies;
- changes in foreign currency exchange rates, especially in the euro, Chinese yuan, British pound, Canadian dollar, Australian dollar, Mexican peso, Hong Kong dollar, and Japanese yen, which can affect our sales levels and foreign currency sales prices;
- loss or delay in the collection of accounts receivable;
- any liability resulting from and the costs of defending against class-action, derivative, and other litigation, such as wage-and-hour, joint employment, securities, vehicle accident, and discrimination and retaliation claims, claims related to our reporting and disclosure of sustainability topics, and any other legal or governmental proceedings, including the matters discussed in [Note 19](#) of the consolidated financial statements included in "[Item 8. Financial Statements and Supplementary Data](#)" of this Annual Report;
- adverse rulings on appeals and in other future judicial decisions, subsequent adverse jury findings, and changes in judicial precedent;
- the sufficiency of insurance coverage we purchase;
- various types of fraud with respect to unauthorized uses of another person's identity;
- the effect of technology developments (including AI and machine learning) on our operations and on demand for our services, and our ability to continue to identify and eliminate unnecessary information-technology redundancy and complexity throughout the organization;
- disruptions in global supply chains, which can limit the access of Federal Express and our service providers to vehicles and other key capital resources and increase our costs;
- difficulties experienced by the companies with which we contract to fly smaller regional "feeder" aircraft in attracting and retaining pilots, which could cause a reduction of service offered to certain locations, service disruptions, increased costs of operations, and other difficulties;
- governmental underinvestment in transportation infrastructure, which could increase our costs and materially and adversely affect our service levels due to traffic congestion, prolonged closure of key thoroughfares, or sub-optimal routing of our vehicles and aircraft;

- stockholder activism, which could divert the attention of management and our Board of Directors from our business, hinder execution of our business strategy, give rise to perceived uncertainties as to our future, and cause the price of our common stock to fluctuate significantly;
- successful completion of our planned stock repurchases; and
- constraints, volatility, or disruption in the global capital and credit markets, our ability to maintain our current credit ratings, commercial paper ratings, and senior unsecured debt and pass-through certificate credit ratings, and our ability to meet credit agreement financial covenants.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Our ability to attract and retain customers, efficiently operate our businesses, execute our transformation initiatives, and compete effectively increasingly depends in part upon the sophistication, security, and reliability of our technology network, including our ability to provide features of service that are important to our customers, to protect our confidential business information and the information provided by our customers, and to maintain customer confidence in our ability to protect our systems and to provide services consistent with their expectations.

Cybersecurity Risk Management and Strategy

FedEx has an information technology (“IT”) risk management process designed to identify and manage risk within its IT environment, including cybersecurity. The IT risk management process is based on an established framework for identification, measurement, and monitoring of cybersecurity and other risk areas and supplements our Enterprise Risk Management (“ERM”) process and framework. Our IT risk management, ERM, and compliance teams collaborate to regularly evaluate and manage cybersecurity-related risks using various tools and services. Leveraging components from multiple industry frameworks and best practices such as the International Organization for Standardization (“ISO”) 27001 and National Institute of Standards and Technology (“NIST”) standards, including the NIST Cybersecurity Framework, our cybersecurity program prioritizes governance, identification, protection, detection, response, and remediation measures.

FedEx increasingly utilizes artificial intelligence-enabled technologies (“AI”) within its operations and also evaluates risks associated with the use of AI by third-party vendors and service providers. AI-related security and governance risks are considered as part of FedEx’s broader cybersecurity and enterprise risk management processes. These considerations include, among other factors, risks related to data integrity, model governance, access controls, third-party dependencies, and the potential misuse of AI-enabled systems. We have an AI policy to support the responsible use of AI technologies in our operations, with a focus on enhancing business effectiveness while managing ethical, legal, cybersecurity, data privacy, and other technology-related risks. We also established an AI Council comprised of a cross-functional group of employees to support the responsible evaluation, governance, and use of AI technologies across the enterprise.

We regularly assess our cybersecurity program’s capabilities and tools to help us enhance reliability and scan our environment for vulnerabilities. Our IT risk management team, including our Corporate Vice President - Chief Information Security Officer (“CISO”), communicates with senior management on the cybersecurity risk posture of our IT assets, strives to ensure consistent risk remediation activities, and monitors the effectiveness of our IT-related controls. In addition, our internal audit team performs reviews of our information security organization to help ensure controls are operating effectively and as designed.

Enterprise-wide information security training (including with respect to cybersecurity), supplemented by awareness programs, is crucial for risk reduction and safeguarding customer, employee, and company information. We provide training to employees and certain third-party contractors based on access to our network, risk, roles, policies, standards, and behaviors, which is updated to address emerging technology and security issues.

We periodically engage with assessors, consultants, auditors, and other third parties to review and improve our cybersecurity program. Compliance with regulatory requirements involves regular third-party assessments. Our processes are also designed to address cybersecurity risks associated with third-party service providers, including risk assessment and due diligence during selection and oversight of activities throughout the vendor lifecycle. Key third parties undergo regular assessments to gauge cybersecurity control effectiveness, with heightened review of those with access to non-public data or critical systems.

We regularly conduct table-top simulation exercises to test our cybersecurity incident response processes with the aim of enhancing effectiveness against evolving threats. Our incident response procedures guide our preparedness, detection, response, and recovery actions. In the last four fiscal years to date, we have not identified any risks from cybersecurity threats or become aware of any cybersecurity incidents that have materially affected or are reasonably likely to materially affect our business, results of operations, or financial condition.

While we have significant security processes and initiatives in place, we may be unable to detect or prevent a breach or disruption in the future. For more information about cybersecurity-related risks, please see “[Item 1A. Risk Factors](#)” of this Annual Report.

Cybersecurity Governance

The FedEx Board of Directors has delegated to the Cyber and Technology Oversight Committee of the Board of Directors (“CyTOC”) responsibility for overseeing 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; the technologies, policies, processes, and practices for managing and mitigating such risks; and the company’s cyber incident response and recovery plan. The CyTOC also oversees the cybersecurity, cyber-resiliency, and technology aspects of the company’s business continuity and disaster recovery capabilities and contingency plans. Several of our Board members, including certain members of our CyTOC, have technological, digital, and/or cybersecurity experience.

The CyTOC receives regular updates from our CISO and other members of management on risks related to these matters. Specific topics may include updates to FedEx’s cyber risks and threats, the status of existing or new strategies and associated projects intended to strengthen FedEx’s information security systems, assessments of FedEx’s cybersecurity program, risks associated with third-party service providers, and the emerging threat landscape. The CyTOC also receives regular updates on key metrics related to our cybersecurity-related risks. The results of the IT risk management process are also presented at least annually to the CyTOC. Additionally, members of the CyTOC participate in certain of the simulation exercises conducted by management. The Chair of the CyTOC briefs the full Board on certain of these matters. In addition, the Board periodically receives cybersecurity updates directly from management. Separately, through our ERM program, key enterprise risks, including with respect to cybersecurity, are communicated to the Board and its Audit and Finance Committee at least annually, and any significant changes to these risks are reported to the Board and its Audit and Finance Committee.

Our CISO, who reports to the Executive Vice President – Chief Digital and Information Officer, leads our information security team and has management responsibility for overseeing FedEx’s cybersecurity program, including assessing and managing material risks from cybersecurity threats. The CISO, who has over 25 years of experience at FedEx and has received industry-recognized information security certifications, oversees an information security organization of more than 400 security, risk, and compliance professionals based in the U.S. and internationally across the FedEx enterprise. The leadership team of our information security organization has extensive experience in IT and cybersecurity and possess certifications in cybersecurity and related fields.

The FedEx Data and Technology Risk Council (“DTRC”), which is sponsored by the CISO, oversees the execution of FedEx’s comprehensive IT risk management program. The DTRC, which receives quarterly reports on FedEx’s IT risk management, is responsible for assessing the overall risk framework on an annual basis, setting acceptable risk tolerance levels, approving risk prioritization and associated risk mitigation activities, and monitoring the changing risk landscape and posture.

Both our CISO and other members of our cybersecurity leadership team participate in threat intelligence briefings provided by various government and industry entities. Our Executive Vice President – Chief Digital and Information Officer is a member of the FedEx Executive Committee, which oversees our business risk, with cybersecurity threat risks being a regular topic of discussion. Our cybersecurity incident response plan includes processes for communicating cybersecurity incidents to relevant levels of management, including the DTRC, Executive Committee, the CyTOC, and the full Board of Directors, as appropriate, and consideration of external reporting and disclosure requirements.

ITEM 2. PROPERTIES

Federal Express

Federal Express's principal owned and leased properties include its aircraft, vehicles, major sorting and handling facilities, administration buildings, FedEx Drop Boxes, and data processing and telecommunications equipment.

Aircraft and Vehicles

As of May 31, 2026, Federal Express's aircraft fleet consisted of the following:

Description	Owned	Leased	Total	Not Yet Placed in Service ⁽¹⁾	Maximum Gross Structural Payload (Pounds per Aircraft)
Boeing B777F	56	3	59	0	233,300
Boeing MD-11	29	0	29	0	192,600
Boeing 767F	152	0	152	1	127,100
Airbus A300-600	57	0	57	0	106,600
Boeing 757-200	86	0	86	0	63,000
ATR-72 600F	27	0	27	2	19,290
ATR-72	19	0	19	0	17,970
ATR-42	16	0	16	0	12,070
Cessna 408	39	0	39	2	6,000
Cessna 208B	216	0	216	0	2,830
Total	697	3	700	5	

⁽¹⁾ Includes five aircraft not currently in operation and undergoing pre-service modifications.

In 2026, we made the decision to permanently retire from service 10 aircraft, including four Boeing 757-200 aircraft, one Airbus A300-600 aircraft, and five Boeing MD-11 aircraft. These retirements are aligned with our fleet reduction and modernization strategy as we continue to improve our global network efficiency and better align air network capacity with anticipated demand. See the "Results of Operations and Outlook — Consolidated Results — Asset Impairment Charges" section of "[Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition](#)" of this Annual Report for more information regarding the retirements, and the "Business Segments — Federal Express" section of "[Item 1. Business](#)" for information regarding the ongoing redesign of the Federal Express international air network to improve efficiency and asset utilization.

As of May 31, 2026, Federal Express operated approximately 82,000 motorized vehicles in its global network and also conducts certain linehaul and pickup-and-delivery operations primarily with approximately 100,000 motorized vehicles owned or leased by independent service providers.

Aircraft Purchase Commitments

The following table is a summary of the number and type of aircraft we were committed to purchase as of May 31, 2026, with the year of expected delivery:

	Cessna SkyCourier 408	ATR 72-600F	B777F	Total
2027	9	5	5	19
2028	2	4	5	11
2029	0	4	0	4
2030	0	2	0	2
2031	0	0	0	0
Thereafter	0	0	0	0
Total	11	15	10	36

As of May 31, 2026, we had \$727 million in deposits and progress payments on aircraft purchases and other planned aircraft-related transactions. See [Note 17](#) of the accompanying consolidated financial statements for more information about our purchase commitments and options.

Sorting and Handling Facilities

At May 31, 2026, Federal Express operated the following major air sorting and handling facilities:

Location	Acres	Square Feet	Sorting Capacity (per hour) ⁽¹⁾	Lessor	Lease Expiration Calendar Year
Primary					
Memphis, Tennessee	967	5,115,929	484,000	Memphis-Shelby County Airport Authority	2036
National					
Indianapolis, Indiana ⁽²⁾	449	3,229,112	164,000	Indianapolis Airport Authority	2053
Miami, Florida ⁽³⁾	35	284,809	7,000	Aero Miami FX, LLC	2041
Regional					
Fort Worth, Texas	168	987,388	76,000	Fort Worth Alliance Airport Authority	2041
Newark, New Jersey	70	634,193	156,000	Port Authority of New York and New Jersey	2030
Oakland, California	75	587,700	63,000	Port of Oakland	2036
Metropolitan					
Chicago, Illinois	54	481,350	21,000	City of Chicago	2028
Los Angeles, California	34	305,300	23,000	City of Los Angeles	2025 ⁽⁴⁾
Atlanta, Georgia	35	291,525	22,600	City of Atlanta	2030
International					
Anchorage, Alaska ⁽⁵⁾	64	417,300	25,000	State of Alaska, Department of Transportation and Public Facilities	2078
Paris, France ⁽⁶⁾	123	1,798,368	59,000	Aéroports de Paris	2048
Cologne, Germany ⁽⁶⁾	14	731,267	17,900	Cologne Bonn Airport	2040
Guangzhou, China ⁽⁷⁾	155	873,006	36,000	Guangdong Airport Management Corp.	2029
Osaka, Japan ⁽⁷⁾	17	425,206	9,000	Kansai Airports	2029
Liege, Belgium ⁽⁸⁾	23	1,027,952	33,700	Liege Airport	2036

⁽¹⁾ Documents and packages.

⁽²⁾ In addition to U.S. domestic express package and freight shipments, handles certain international express package and freight shipments to and from Europe.

⁽³⁾ Handles international express package and freight shipments to and from Latin America and the Caribbean.

⁽⁴⁾ Property is held under four separate leases — we continue to renew the leases for the sorting and handling facility on a month-to-month basis while a new lease is being negotiated.

⁽⁵⁾ Handles international express package and freight shipments to and from Asia, Europe, and North America.

⁽⁶⁾ Handles intra-Europe express package and freight shipments and international express package and freight shipments to and from Europe.

⁽⁷⁾ Handles intra-Asia express package and freight shipments and international express package and freight shipments to and from Asia.

⁽⁸⁾ Handles intra-Europe express package and freight shipments.

Federal Express's primary sorting facility, which serves as the center of its multiple hub-and-spoke system and worldwide air network, is located at the Memphis International Airport. Federal Express's facilities at the Memphis International Airport also include aircraft hangars, aircraft ramp areas, vehicle parking areas, flight training and fuel facilities, the FedEx Cold Chain Center, administrative offices, and warehouse space.

Federal Express leases these facilities from the Memphis-Shelby County Airport Authority (the "Authority"). The lease obligates Federal Express to maintain and insure the leased property and to pay all related taxes, assessments, and other charges. The lease is subordinate to, and Federal Express's rights thereunder could be affected by, any future lease or agreement between the Authority and the U.S. government.

Federal Express has additional major international sorting and freight handling facilities located at Narita Airport in Tokyo and Stansted Airport outside London. Federal Express also has a substantial presence at airports in Hong Kong, Taiwan, and Dubai. A

central air hub near Liege, Belgium connects specific large European markets. Additionally, central European road hubs are located in Duiven, The Netherlands and Novara, Italy, respectively.

As of May 31, 2026, Federal Express owned or leased approximately 1,085 facilities for operations in the U.S. and 96 sorting and distribution centers in Canada that support its Surface operations. See the “Business Segments — Federal Express” section of “[Item 1. Business](#)” for information regarding the ongoing consolidation of these operations. The leased facilities have a variety of lease term lengths and are strategically located to cover the geographic area served by the U.S. and Canada Surface operations of Federal Express. The facilities range in size from approximately 1,000 to 1,160,000 square feet, with an average size of approximately 130,000 square feet.

In addition, over 1,000 city stations are owned or leased throughout Federal Express’s international network. The majority of these leases are for terms of five to ten years. City stations serve as a sorting and distribution center for a particular city or region. We believe that suitable alternative facilities are available in each locale on satisfactory terms, if necessary.

Administrative and Other Properties and Facilities

The World Headquarters of Federal Express is located in southeastern Shelby County, Tennessee. Federal Express leases additional space to support our international operations, which are located in Hoofddorp, The Netherlands and Singapore. Federal Express leases a state-of-the-art technology center in Collierville, Tennessee. This facility houses personnel responsible for strategic software development and other functions that support FedEx’s technology and e-commerce solutions.

As of May 31, 2026, Federal Express had approximately 23,000 Drop Boxes. Federal Express customers can also ship from approximately 25,000 staffed drop-off locations, including FedEx Office stores and FedEx Authorized ShipCenters. Internationally, Federal Express had approximately 37,000 drop-off locations.

The FedEx Authorized ShipCenter program offers U.S. domestic and international Federal Express shipping and drop-off services through a network of approximately 5,000 franchised and independent “pack and ship” retail locations. The FedEx OnSite network includes over 15,000 drop-off locations at Walgreens and Dollar General. Additionally, Federal Express has an agreement with Office Depot, Inc. to offer U.S. domestic and international Federal Express shipping and drop-off services at nearly 800 Office Depot and OfficeMax retail locations.

As of May 31, 2026, FedEx Logistics operated approximately 100 offices and facilities in 34 countries and territories throughout North America and in Africa, Asia-Pacific, Europe, India, Latin America, the Middle East, and Australia/New Zealand. In addition, as of May 31, 2026, FedEx Supply Chain had approximately 70 facilities through which it operated its supply chain logistics services.

FedEx Dataworks

FedEx Dataworks’ corporate headquarters are located in Memphis, Tennessee.

FedEx Office

FedEx Office’s corporate headquarters are located in Plano, Texas. As of May 31, 2026, FedEx Office operated approximately 2,000 customer-facing stores and 16 manufacturing plants with expanded print capabilities (traditional electrophotography, digital and traditional offset, large and grand format, and dye sublimation printing), with 14 of the manufacturing plants also housing co-located signs and graphics production operations. Substantially all FedEx Office stores are leased, generally for terms of five to ten years with varying renewal options. FedEx Office operates over 220 stores at hotels, convention centers, hospitals, universities, and corporate campuses, with the remainder generally located in strip malls, office buildings, Walmart stores, and stand-alone structures. FedEx Office’s customer-facing stores average approximately 3,200 square feet in size.

FedEx Supply Chain

FedEx Supply Chain’s corporate headquarters are located in Memphis, Tennessee. As of May 31, 2026, FedEx Supply Chain operates over 150 facilities.

ITEM 3. LEGAL PROCEEDINGS

FedEx and its subsidiaries are subject to legal proceedings and claims that arise in the ordinary course of their business. See [Note 19](#) of the accompanying consolidated financial statements, which is incorporated herein by reference, for a description of certain pending legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Information regarding executive officers of FedEx as of July 20, 2026 is as follows:

Name and Office	Age	Positions and Offices Held and Business Experience
R. Brad Martin Executive Chairman and Chair of the Board	74	Executive Chairman of FedEx since September 2025 and Chairman of the FedEx Board since June 2025. Chairman of RBM Venture Company, a private investment company, since 2007. Chairman and Chief Executive Officer of Riverview Acquisition Corp., an investment company, from April 2021 to August 2022. Mr. Martin serves as Chairman of the Board and a director of FedEx Freight Holding Company, Inc., North America's largest less-than-truckload carrier.
Rajesh Subramaniam President and Chief Executive Officer and Director	60	President of FedEx since March 2019 and Chief Executive Officer of FedEx since June 2022; President and Chief Executive Officer of Federal Express since June 1, 2024; director of FedEx since January 2020; Chief Executive Officer–Elect of FedEx from March 2022 to May 2022; Chief Operating Officer of FedEx from March 2019 to March 2022; President and Chief Executive Officer of Federal Express from January 2019 to March 2019; Executive Vice President — Chief Marketing and Communications Officer of FedEx from January 2017 to December 2018; Executive Vice President — Marketing & Communications of FedEx Services from 2013 to January 2017; Senior Vice President — Marketing of FedEx Services from 2006 to 2013; Senior Vice President — Canada of Federal Express from 2003 to 2006; Vice President — Marketing/APAC of Federal Express from 2000 to 2003; Vice President — APAC, EC & CS of Federal Express from 1999 to 2000; and various management and marketing analyst positions at Federal Express from 1991 to 1999. Mr. Subramaniam serves as a director of The Procter & Gamble Company, a consumer products company.
Gina F. Adams Executive Vice President, General Counsel and Secretary	67	Executive Vice President, General Counsel and Secretary of FedEx since September 2024; Executive Vice President and General Counsel–Elect of FedEx during September 2024; Corporate Vice President, Government & Regulatory Affairs of FedEx from 2019 through August 2024; Corporate Vice President, Government Affairs of FedEx from 2001 to 2019; Staff Vice President, International Government Affairs of FedEx from 1999 to 2001; and various government and regulatory affairs positions with FedEx and Federal Express from 1992 to 1999. Prior to that, Ms. Adams worked in the Office of the General Counsel of the U.S. Department of Transportation for nine years. Ms. Adams serves as a director of Entergy Corporation, an integrated energy company.
Tracy B. Brightman Executive Vice President — Chief People Officer	63	Executive Vice President — Chief People Officer of FedEx since June 2023; Corporate Vice President — Chief People Officer of FedEx from November 2022 to June 2023; General Counsel & Senior Vice President — Legal and Human Resources of FedEx Office from October 2020 to November 2022; Senior Vice President — Human Resources and Communications of FedEx Office from April 2018 to October 2020; Senior Vice President — Human Resources of FedEx Office from July 2007 to March 2018; Vice President — Field Human Resources Operations of FedEx Office from January 2005 to June 2007; Vice President — Assistant General Counsel and Assistant Secretary of FedEx Office from April 2004 to January 2005; and Director, Litigation and Employment Counsel of FedEx Office from September 2002 to April 2004.
Brie A. Carere Executive Vice President — Chief Customer Officer	48	Executive Vice President — Chief Customer Officer of FedEx since June 2022; Executive Vice President — Chief Marketing and Communications Officer of FedEx from January 2019 to May 2022; Senior Vice President, Global Portfolio Marketing of FedEx Services from October 2016 to December 2018; Vice President, Marketing, Customer Experience and Corporate Communications for FedEx Express Canada from October 2010 to October 2016; and various positions in marketing, customer experience, and strategy with FedEx Express Canada from 2001 to October 2010. Ms. Carere serves as a director of ZipRecruiter, Inc., an online employment marketplace.

Kawal Preet Executive Vice President, Planning, Engineering, and Transformation	51	Executive Vice President, Planning, Engineering, and Transformation of FedEx since October 2025; Regional President Asia Pacific from June 2024 to September 2025; Regional President Asia Pacific, Middle East, and Africa from June 2020 to May 2024; Senior Vice President, Operations from June 2017 to June 2020; Vice President, Planning & Engineering from July 2014 to May 2017; and various positions with FedEx from July 1997 to June 2014. Ms. Preet also serves as a director of Intertek Group PLC, a British multinational assurance, inspection, and product testing certification company.
Scott Ray Chief Operating Officer — U.S. and Canada	57	Chief Operating Officer — U.S. and Canada since June 2026; Chief Operating Officer-Elect — U.S. and Canada from February 2026 to May 2026; President, FedEx Ground from April 2023 to January 2026; Executive Vice President and Chief Operating Officer, FedEx Ground, from January 2022 to April 2023; Senior Vice President, FedEx Ground from June 2012 to December 2021; and various positions with FedEx from July 1987 to May 2012.
Claude F. Russ Enterprise Vice President, Finance and Interim Chief Financial Officer and Interim Chief Accounting Officer	50	Enterprise Vice President, Finance since July 2023 and Interim Chief Financial Officer and Interim Chief Accounting Officer since June 2026; Chief Operating Officer, FedEx Dataworks from January 2021 to July 2023; Senior Vice President — Revenue Management, FedEx Services from November 2018 to January 2021; Senior Vice President of Finance and Chief Financial Officer for FedEx Freight from November 2016 to November 2018; and various positions with FedEx from February 2002 to November 2016.
Richard W. Smith Chief Operating Officer — International and Chief Executive Officer — Airline, Federal Express	48	Chief Operating Officer — International and Chief Executive Officer — Airline of Federal Express since June 1, 2024; President and Chief Executive Officer — Airline and International of Federal Express from April 2023 to May 2024; President and Chief Executive Officer of Federal Express from September 2022 to April 2023; President and Chief Executive Officer-Elect of Federal Express from April 2022 to August 2022; Regional President, The Americas and Executive Vice President, Global Support of Federal Express from 2020 to March 2022; Regional President, U.S. and Executive Vice President, Global Support of Federal Express from 2019 to 2020; President and Chief Executive Officer of FedEx Logistics from July 2017 to 2019; Senior Vice President, Global Trade and Specialty Services of Federal Express from March 2017 to June 2017; Vice President, Global Trade Services of Federal Express from 2014 to 2017; Managing Director, Life Sciences and Specialty Services/U.S./International of Federal Express from 2009 to 2014; and various positions with FedEx from 2005 to 2009.
Vishal Talwar Executive Vice President, Chief Digital and Information Officer (CDIO) of FedEx, and President of FedEx Dataworks	49	Executive Vice President, Chief Digital and Information Officer (CDIO) of FedEx, and President of FedEx Dataworks since August 2025; Senior Managing Director and Chief Growth Officer of Accenture Technology from April 2015 to August 2025. Mr. Talwar serves as a director of Fastenal Company, a distributor of fasteners and industrial and construction supplies.

Executive officers are elected by, and serve at the discretion of, the Board of Directors. There is no arrangement or understanding between any executive officer or person chosen to become an executive officer and any person, other than a director or executive officer of FedEx or of any of its subsidiaries acting solely in his or her official capacity, pursuant to which any executive officer or person chosen to become an executive officer was selected. There are no family relationships between any executive officer and any other executive officer or director of FedEx, or any person nominated or chosen to become a director or executive officer.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

FedEx's common stock is listed on the New York Stock Exchange under the symbol "FDX." As of July 16, 2026, there were 10,211 holders of record of our common stock. We expect to continue to pay regular quarterly cash dividends, though each quarterly dividend payment is subject to review and approval by our Board of Directors. We evaluate our dividend payment amount on an annual basis. There are no material restrictions on our ability to declare dividends, nor are there any material restrictions on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans, or advances.

Unregistered Sales of Equity Securities

We did not issue any of our equity securities during the year ended May 31, 2026 that were not registered under the Securities Act of 1933, as amended.

Issuer Purchases of Equity Securities

In March 2024, our Board of Directors authorized the repurchase of up to \$5.0 billion of FedEx common stock ("2024 program"). As of May 31, 2026, \$1.3 billion remained available to use for repurchases under the 2024 program. In June 2026, we repurchased \$0.3 billion of our common stock through open market transactions and executed an accelerated share repurchase agreement ("ASR") to repurchase \$1.0 billion of our common stock with a completion date by the end of September 2026. There are no amounts remaining available to be used for repurchases under the 2024 program.

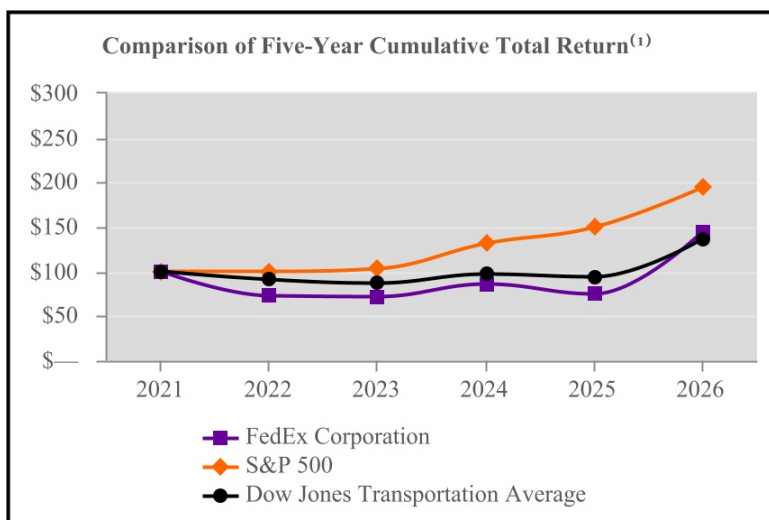
On July 20, 2026, our Board of Directors authorized a new stock repurchase program for additional repurchases of up to \$5.0 billion of FedEx common stock ("2026 program"). Shares under the 2026 program may be repurchased from time to time in the open market or in privately negotiated transactions. The program does not have any specified time limit and does not obligate us to purchase any particular amount of shares, but our Board of Directors may determine to suspend or discontinue the program at any time.

See "[Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition](#)" and [Note 1](#) and [Note 20](#) of the consolidated financial statements included in "[Item 8. Financial Statements and Supplementary Data](#)" of this Annual Report for additional information regarding our stock repurchase programs and purchases made under the 2024 program through July 20, 2026.

Common Stock Performance Graph

The following performance graph and related information shall not be deemed “soliciting material” or to be “filed” with the Securities and Exchange Commission (the “SEC”), nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate such information by reference into such filing.

The following graph compares the cumulative total shareholder return on our common stock for the periods indicated with the Standard & Poor's ("S&P") 500 index and the Dow Jones Transportation Average index:



	May 31,					
	2021	2022	2023	2024	2025	2026
FedEx Corporation	\$ 100.0	\$ 72.2	\$ 71.7	\$ 85.2	\$ 74.8	\$ 144.3
S&P 500 Index	100.0	99.7	102.6	131.5	149.3	193.8
Dow Jones Transportation Average Index	100.0	90.8	87.1	96.7	93.3	136.0

(1) Assumes \$100 invested in FedEx common stock and in each index on May 31, 2021 and that all dividends are reinvested.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

ORGANIZATION OF INFORMATION

This Management’s Discussion and Analysis of Results of Operations and Financial Condition (“MD&A”) of FedEx Corporation (“FedEx”) is composed of three major sections: Results of Operations and Outlook, Financial Condition, and Critical Accounting Estimates. These sections include the following information:

- Results of operations includes an overview of our consolidated 2026 results compared to 2025 results. This section also includes a discussion of key actions and events that impacted our results. The results discussed for the year ended May 31, 2026 include the operations of FedEx Freight for the full fiscal year. Discussion and analysis of 2024 results and year-over-year comparisons between 2025 results and 2024 results can be found in “Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition” of our Annual Report on Form 10-K (“Annual Report”) for the year ended May 31, 2025.
- The overview is followed by a discussion of historical operating results for our business segments during 2026 and 2025, as well as a financial summary and analysis for each of our transportation segments in place during 2026 and 2025. In light of our change in fiscal year end from May 31 to December 31, the discussion includes our outlook for the twelve months ending December 31 (“calendar year”). Except as otherwise specified, any reference to a year indicates our fiscal year ending May 31, 2026 or ended May 31 of the year referenced, and comparisons are to the corresponding period of the prior year.

- Our financial condition is reviewed through an analysis of key elements of our liquidity and capital resources, financial commitments, and liquidity outlook for calendar year 2026.
- Critical accounting estimates discusses those financial statement elements that we believe are most important to understanding the material judgments and assumptions incorporated in our financial results.

The discussion in MD&A should be read in conjunction with the other sections of this Annual Report, particularly [“Item 1. Business,”](#) [“Item 1A. Risk Factors,”](#) and [“Item 8. Financial Statements and Supplementary Data.”](#)

DESCRIPTION OF BUSINESS SEGMENTS

We provide a broad portfolio of transportation, e-commerce, and business services, offering integrated business solutions utilizing our flexible, efficient, and intelligent global network. During 2026 and 2025, our primary operating companies were Federal Express Corporation (“Federal Express”), the world’s largest express transportation company and a leading North American provider of small-package ground delivery services, and FedEx Freight, Inc. (“FedEx Freight”), a leading North American provider of less-than-truckload (“LTL”) freight transportation services. For those periods, Federal Express and FedEx Freight represented our major service lines and constituted our reportable segments.

This MD&A is based on our segment reporting that was in effect during 2026 and 2025. On June 1, 2026, we completed the Spin-Off. Effective as of this date, we will no longer consolidate FedEx Freight and FedEx Freight is no longer a reportable segment. References to our transportation segments include, collectively, the Federal Express segment and the FedEx Freight segment. See “Reportable Segments” below and [“Item 1. Business”](#) for additional information.

The key indicators necessary to understand our operating results include:

- the overall customer demand for our various services based on macroeconomic factors and the global economy;
- the volumes of transportation services provided through our networks, primarily measured by our average daily volume and shipment weight and size;
- the mix of services purchased by our customers;
- the prices we obtain for our services, primarily measured by yield (revenue per package or pound or revenue per shipment or hundredweight for LTL freight shipments);
- our ability to manage our cost structure (capital expenditures and operating expenses) to match shifting volume levels; and
- the timing and amount of fluctuations in fuel prices and our ability to recover incremental fuel costs through our fuel surcharges.

Trends Affecting Our Business

The following trends significantly affect the indicators discussed above, as well as our business and operating results. See the risk factors identified under [Item 1A. Risk Factors](#) for more information. Additionally, see [“Results of Operations and Outlook – Consolidated Results – Separation and Other Costs – Business Optimization Costs and – Outlook”](#) and [“Financial Condition – Liquidity Outlook”](#) below for additional information on efforts we are taking to mitigate adverse trends.

Macroeconomic Conditions

While macroeconomic risks apply to most companies, we are particularly vulnerable. The transportation industry is highly cyclical and especially susceptible to trends in economic activity. Our primary business is to transport goods, so our business levels are directly tied to the purchase and production of goods and the rate of global trade growth. The decline in U.S. imports of consumer goods that started in late 2022, along with slowed global industrial production, has contributed to continued weakened business conditions for the transportation industry leading to lower shipment volumes. Additionally, recent changes in U.S. and international trade policy have further weakened business conditions for the transportation industry. Inflation and elevated interest rates are negatively affecting consumer and business spending, and we expect inflation and elevated interest rates to continue to negatively affect our results for the remainder of calendar year 2026.

Global Trade Policies

The United States government has taken certain actions that have negatively affected United States trade, including imposing tariffs on many goods imported into the United States. Additionally, many foreign governments have imposed, and others have threatened to impose, new, expanded, or retaliatory tariffs, sanctions, embargoes, and/or quotas or trade barriers on certain goods imported from the United States. These actions have contributed to weakness in the global economy that has adversely affected our results of operations.

On February 20, 2026 the U.S. Supreme Court issued a decision invalidating tariffs imposed under the International Emergency Economic Powers Act (“IEEPA”). On February 23, 2026, FedEx filed a lawsuit in the U.S. Court of International Trade against the U.S. Customs and Border Protection (“CBP”), the CBP commissioner, and the United States of America seeking a full refund of all IEEPA tariffs paid. On April 20, 2026, FedEx began filing refund claims through the CBP’s Consolidated Administration and Processing of Entries (“CAPE”) system.

As of May 31, 2026, we have submitted claims totaling \$3.3 billion and we have received cash refunds of approximately \$800 million. FedEx recognizes amounts associated with these claims when cash is received or when realization is otherwise considered probable and estimable. We continue to submit additional refund claims, pursuant to the CBP process, and expect to receive additional refunds as these claims are processed by CBP. The ultimate amount and timing of refunds remain uncertain due to ongoing administrative processes and potential legal developments.

To the extent customers have previously paid amounts associated with these tariffs, FedEx plans to remit corresponding refunds as soon as practicable. Accordingly, FedEx has recorded \$749 million as of May 31, 2026 within current liabilities representing estimated customer refund obligations for cash refunds received. Certain amounts associated with these tariffs were not collected from customers and were previously written off as credit losses. Recoveries of such amounts are recognized in the period cash is received or when realization is reasonably assured which is generally when cash is received and are recorded as reductions of bad debt expense.

Additionally, fourteen nationwide class action lawsuits seeking refunds of IEEPA tariffs from FedEx were filed in U.S. district courts in various states. Thirteen of those lawsuits were consolidated into a single case pending in Tennessee federal court. The remaining lawsuit is pending in the Court of International Trade. The financial impact of these events is uncertain, as it is unclear to what extent duties will be refunded by CBP, what processes will govern such refunds in upcoming CAPE phases, or if we can fully collect related accounts receivable. We are evaluating the impact of these developments on our business and financial statements. No adjustments have been recorded in the accompanying consolidated financial statements as we cannot reasonably estimate the financial impact; however, it is reasonably possible that it could be material.

MD-11 Operational Impact

In November 2025, the U.S. Federal Aviation Administration issued an emergency Airworthiness Directive to address a potentially unsafe condition on all Boeing MD-11 aircraft, prohibiting further flight until the aircraft are inspected and all corrective actions are performed. Consequently, we experienced operational disruptions during fiscal 2026 related to the grounding of our MD-11 aircraft fleet which had an adverse impact on our financial results. In May 2026, following FAA approval of Boeing developed inspection and return-to-service protocols for MD-11 aircraft, we began systematically returning our MD-11 fleet to active commercial service. We expect our MD-11 fleet to be fully returned to service by the end of calendar year 2026.

Fuel

We must purchase large quantities of fuel to operate our aircraft and vehicles, and the price and availability of fuel is beyond our control and can be highly volatile. In addition, our purchased transportation expense is affected by fuel costs. During 2026, higher fuel prices positively affected yields through increased fuel surcharges and negatively affected fuel expenses. To date, we have been mostly successful in mitigating over time the expense effect of higher fuel costs through our indexed fuel surcharges, as the amount of the surcharges is closely linked to the market prices for fuel. If we are unable to maintain or increase our fuel surcharges because of competitive pricing pressures or some other reason, fuel costs could materially and adversely affect our operating results.

Geopolitical Conflicts

Given the nature of our business and our global operations, political, economic, and other conditions in foreign countries and regions, including international taxes, government-to-government relations, the typically more volatile economies of emerging markets, and geopolitical risks such as the ongoing conflicts between Russia and Ukraine, the United States and Iran, and other hostilities in the Middle East, may materially and adversely affect our business and results of operations.

RESULTS OF OPERATIONS AND OUTLOOK

Many of our operating expenses are directly affected by revenue and volume levels, and we expect these operating expenses to fluctuate on a year-over-year basis consistent with changes in revenue and volumes. Therefore, the discussion of operating expenses focuses on the key drivers and trends affecting expenses other than those factors strictly related to changes in revenue and volumes. The line item “Other” includes costs associated with outside service contracts (such as information technology services, facilities services, security, temporary labor and security), insurance, professional fees, and credit losses.

CONSOLIDATED RESULTS

The following table compares summary operating results (dollars in millions, except per share amounts) for the years ended May 31:

	2026	2025	Percent Change
Consolidated revenue	\$ 94,720	\$ 87,926	8
Operating income (loss):			
Federal Express segment	5,912	4,885	21
FedEx Freight segment	616	1,489	(59)
Corporate, other, and eliminations	(1,065)	(1,157)	(8)
Consolidated operating income	\$ 5,463	\$ 5,217	5
Operating margin:			
Federal Express segment	7.2 %	6.5 %	70 bp
FedEx Freight segment	7.0 %	16.7 %	(970) bp
Consolidated operating margin	5.8 %	5.9 %	(10) bp
Consolidated net income	\$ 4,433	\$ 4,092	8
Diluted earnings per share	\$ 18.55	\$ 16.81	10

The following table shows changes in revenue and operating income results by reportable segment for 2026 compared to 2025 (in millions):

	Year-over-Year Changes	
	Revenue	Operating Income
Federal Express segment	\$ 6,969	\$ 1,027
FedEx Freight segment	(97)	(873)
Corporate, other, and eliminations	(78)	92
	\$ 6,794	\$ 246

The following is a summary of the effects of the (costs) benefits of certain items affecting our financial results for the years ended May 31 (in millions):

	2026	2025
Items affecting Operating Income:		
Spin-Off costs	\$ (738)	\$ (38)
Business optimization costs	(366)	(756)
Asset impairment charges	(23)	(21)
International regulatory and legacy FedEx Ground legal matters	12	(88)
Fiscal year change costs	(33)	—
	\$ (1,148)	\$ (903)
Items affecting Net Income:		
Spin-Off costs, net of tax	\$ (589)	\$ (44)
Mark-to-market (“MTM”) retirement plans accounting adjustments, net of tax	497	390
Business optimization costs, net of tax	(285)	(577)
Asset impairment charges, net of tax	(18)	(16)
International regulatory and legacy FedEx Ground legal matters, net of tax	16	(90)
Fiscal year change costs, net of tax	(26)	—
	\$ (405)	\$ (337)

Overview

Operating income increased in 2026 primarily due to improved base yields for our package services, increased U.S. domestic package volumes and higher fuel surcharges, combined with the continued structural cost reductions from business optimization initiatives, including from DRIVE initiatives commenced in prior years. Operating income for 2026 was negatively affected by higher salaries and employee benefit expense, higher purchased transportation expense, the financial impact of global trade policy changes, and

increased costs related to the Spin-Off. The increase in salaries and employee benefits was primarily driven by higher wage rates, variable incentive compensation, and employee benefit expenses.

Operating income includes separation and other costs of \$771 million in 2026. These costs are related to the Spin-Off and fiscal year change and are primarily related to professional services and an employee incentive plan. In 2025, we incurred costs related to the Spin-Off of \$56 million. These costs are included in Corporate, other, and eliminations and consist of \$38 million of professional and legal fees included in separation and other costs and \$18 million related to the debt exchange offer and consent solicitation transactions discussed in [Note 6](#) of the accompanying financial statements included in other, net. See the “Separation and other costs” section of this MD&A for more information.

Operating income in 2026 and 2025 includes \$366 million and \$756 million, respectively, of business optimization expenses related to ongoing network optimization through Network 2.0, international operational transformation initiatives, and structural and overhead cost-reduction initiatives under our DRIVE program commenced in prior years. See the “Business Optimization Costs” section of this MD&A for more information.

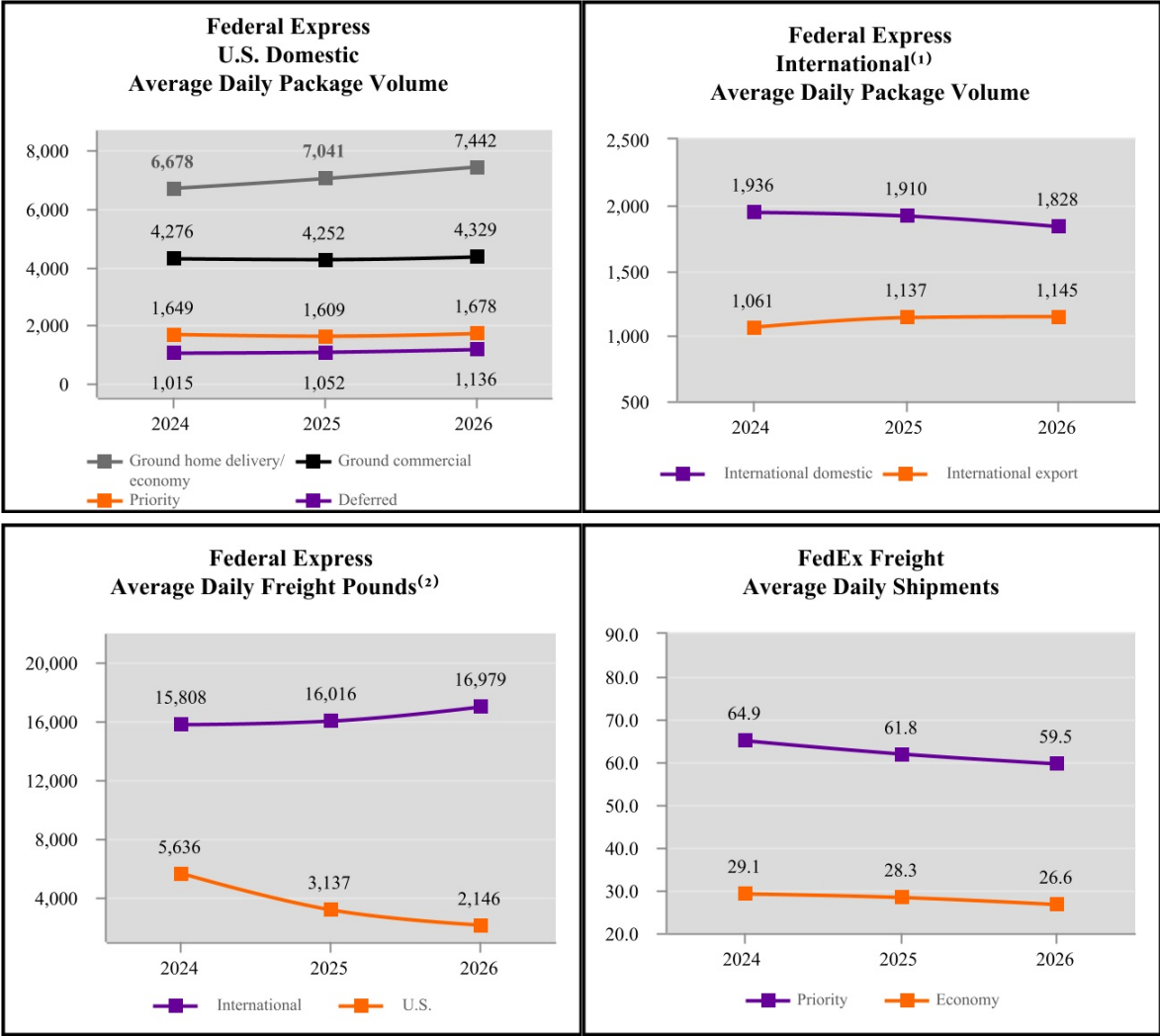
Operating income in 2026 and 2025 includes \$23 million and \$21 million, respectively, of asset impairment charges associated with the decision to permanently retire certain aircraft and related engines at Federal Express. See the “Asset Impairment Charges” section of this MD&A for more information.

Operating income in 2026 and 2025 includes a gain of \$12 million and net expense of \$88 million, respectively, associated with certain international regulatory and other legal matters.

Net income in 2026 and 2025 includes a pre-tax, noncash gain of \$647 million and \$515 million, respectively, associated with our MTM retirement plans accounting adjustments. See the “Retirement Plans MTM Adjustments” section of this MD&A and [Note 12](#) of the accompanying consolidated financial statements for more information.

During fiscal year 2026, we repurchased 3.3 million shares of FedEx common stock under ASR or open market transactions at an average price of \$233.07 per share for a total of \$776 million. Share repurchases had a benefit of \$0.21 per diluted share in 2026. See “[Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities](#)” and [Note 1](#) of the accompanying consolidated financial statements and the “Financial Condition—Liquidity” section of this MD&A for additional information on our stock repurchases during fiscal year 2026.

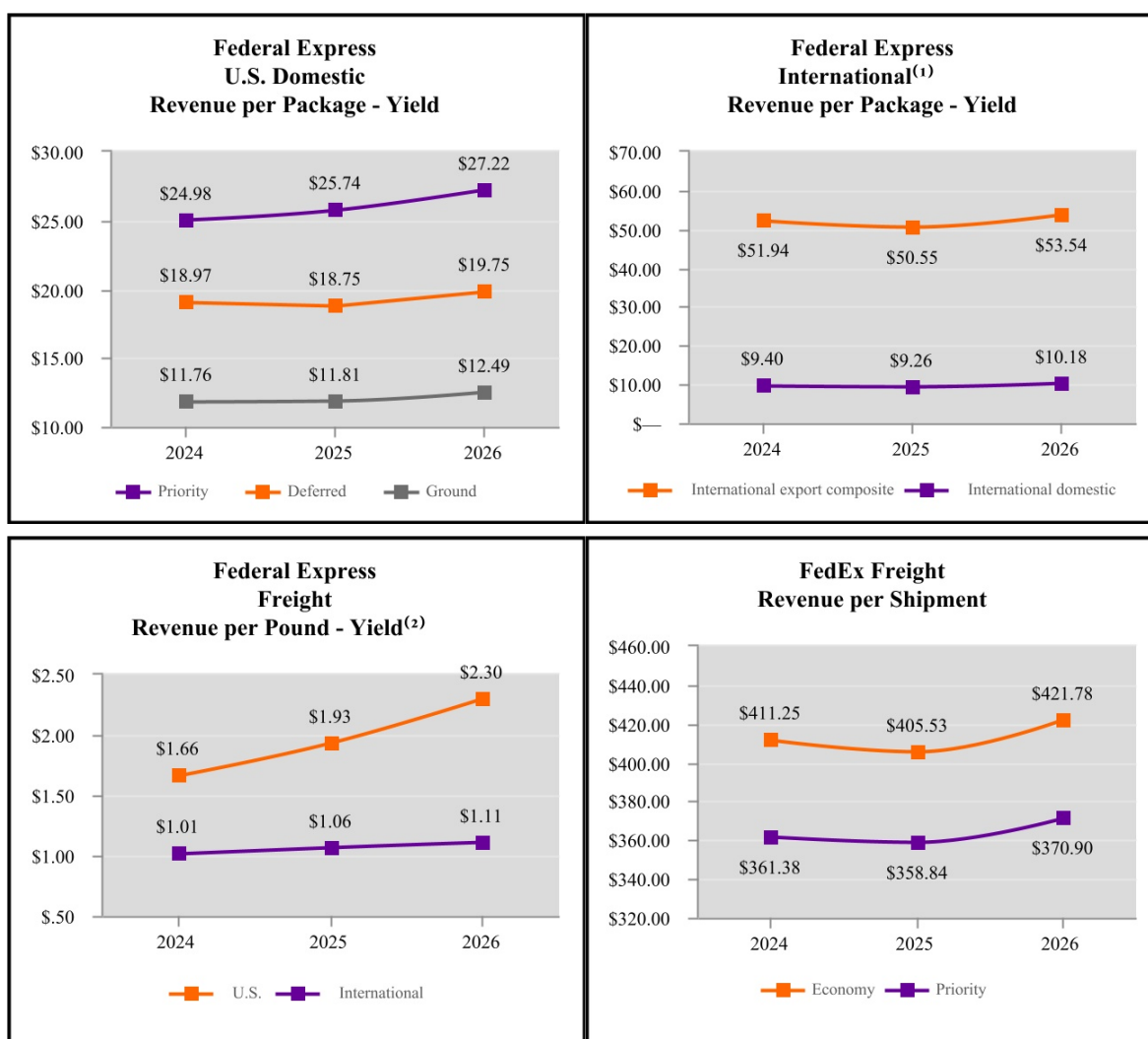
The following graphs for Federal Express and FedEx Freight show selected volume trends (in thousands) calculated on a 5-day-per-week basis for the years ended May 31:



⁽¹⁾ International domestic average daily package volume relates to our international intra-country operations. International export average daily package volume relates to our international priority and economy services.

⁽²⁾ International average daily freight pounds relate to our international priority and economy services.

The following graphs for Federal Express and FedEx Freight show selected yield trends for the years ended May 31:



⁽¹⁾ International export revenue per package relates to our international priority and economy services. International domestic revenue per package relates to our international intra-country operations.

⁽²⁾ International freight revenue per pound relates to our international priority and economy services.

Revenue

Revenue increased 8% in 2026 primarily due to improved base yields for our package services, increased U.S. domestic package volumes, higher fuel surcharges, and favorable exchange rates, partially offset by the negative impacts from the expiration of our contract with the U.S. Postal Service and lower shipments at FedEx Freight.

Federal Express segment revenue increased 9% in 2026 primarily due to improved package base yields, increased U.S. domestic package volumes, higher fuel surcharges, favorable exchange rates, and growth in international freight volumes, partially offset by negative impacts from the expiration of our contract with the U.S. Postal Service and global trade policy changes.

FedEx Freight segment revenue decreased 1% in 2026 primarily due to lower volume resulting from macroeconomic conditions, partially offset by higher fuel surcharges and base yield improvement.

Revenue at Corporate, other, and eliminations decreased in 2026 primarily due to lower demand at FedEx Logistics.

Operating Expenses

The following table compares operating expenses expressed as dollar amounts (in millions) and as a percent of revenue for the years ended May 31:

	2026	2025	Percent Change	Percent of Revenue	
				2026	2025
Operating expenses:					
Salaries and employee benefits	\$ 33,844	\$ 31,232	8	35.7 %	35.5 %
Purchased transportation	23,620	21,768	9	24.9	24.8
Rentals and landing fees	4,883	4,647	5	5.2	5.3
Depreciation and amortization	4,369	4,264	2	4.6	4.8
Fuel	4,052	3,775	7	4.3	4.3
Maintenance and repairs	3,330	3,245	3	3.5	3.7
Separation and other costs	771	38	NM	0.8	—
Business optimization and realignment costs ⁽¹⁾	366	756	(52)	0.4	0.9
Asset impairment charges ⁽²⁾	23	21	10	—	—
Other ⁽³⁾	13,999	12,963	8	14.8	14.7
Total operating expenses	89,257	82,709	8	94.2	94.1
Total operating income	\$ 5,463	\$ 5,217	5	5.8 %	5.9 %

(1) Includes costs associated with our transformation initiatives in 2026 and 2025.

(2) Includes asset impairment charges in 2026 and 2025 associated with the Federal Express operating segment.

(3) Includes a gain of \$12 million in 2026 for an international regulatory matter in Federal Express. Includes \$88 million of net expenses in 2025 associated with international regulatory and legacy FedEx Ground legal matters.

Salaries and employee benefits expense increased 8% in 2026 primarily driven by higher wage rates, variable incentive compensation, and employee benefit expenses, and unfavorable exchange rate impacts. Purchased transportation expense increased 9% in 2026 primarily due to volume-related costs to support higher package volume and contracted service provider rates. Other operating expenses increased 8% in 2026 primarily due to increased credit losses, higher outside service contracts and professional fees, and unfavorable exchange rates.

Fuel

We apply a fuel surcharge on our air and ground services, most of which are adjusted on a weekly basis. The fuel surcharge is based on a weekly fuel price from ten days prior to the week in which it is assessed. Some Federal Express international fuel surcharges are updated on a monthly basis. We routinely review our fuel surcharges and periodically update the tables used to determine our fuel surcharges at all of our transportation segments.

While fluctuations in fuel surcharge percentages can be significant from period to period, fuel surcharges represent one of the many individual components of our pricing structure that impact our overall revenue and yield. Additional components include the mix of services sold, the base price, and extra service charges we obtain for these services and level of pricing discounts offered.

Fuel expense increased 7% during 2026 primarily due to higher fuel prices. In addition to variability in usage and market prices, the manner in which we purchase fuel also influences our results. For example, our contracts for jet fuel purchases at Federal Express are tied to various indices, including the U.S. Gulf Coast index. While many of these indices are aligned, each index may fluctuate at a different pace, driving variability in the prices paid for jet fuel. Furthermore, under these contractual arrangements, approximately 61% of our jet fuel is purchased based on the index price for the preceding week, with the remainder of our purchases tied primarily to the index price for the preceding month and preceding day, rather than based on daily spot rates. These contractual provisions mitigate the impact of rapidly changing daily spot rates on our jet fuel purchases.

Because of the factors described above, our operating results may be affected should the market price of fuel suddenly change by a significant amount or change by amounts that do not result in an adjustment in our fuel surcharges, which can significantly affect our earnings either positively or negatively in the short term. For more information, see [“Item 1A. Risk Factors.”](#)

Separation and Other Costs

Spin-Off

We incurred costs related to the Spin-Off of \$744 million (\$589 million, net of tax, or \$2.46 per diluted share) in 2026. These costs primarily consist of professional services and an employee incentive plan related to the Spin-Off. Separation costs of \$738 million in

2026 are included within “Separation and other costs” and separation costs of \$6 million are included in “Other, net” in the accompanying audited consolidated statements of income. These costs are included in FedEx Freight; Corporate, other, and eliminations; and Federal Express. In 2025, we incurred costs related to the Spin-Off of \$56 million (\$44 million, net of tax, or \$0.18 per diluted share). Professional and legal fees of \$38 million are included within “Separation and other costs,” and \$18 million related to a debt exchange offer and consent solicitation transactions discussed in [Note 6](#) are included within “Other, net” in the accompanying consolidated statements of income. These costs are included in Corporate, other, and eliminations. Costs included in “Separation and other costs” for 2025 were reclassified from “Other” to conform to the current period presentation. This change had no impact on total operating income or net income. Additionally, “Separation and other costs, net of payments” of \$15 million were reclassified from “Changes in assets and liabilities: Accounts payable and other liabilities” in the consolidated statements of cash flows for 2025.

Fiscal year change

We incurred costs related to the fiscal year change of \$33 million (\$26 million, net of tax, or \$0.11 per diluted share) in 2026. These costs, included in Federal Express and Corporate, other, and eliminations were primarily related to professional fees. We did not incur any fiscal year change costs in 2025.

Business Optimization and Realignment Costs

Our business optimization and realignment costs relate to transformation initiatives aimed to improve long-term profitability, drive efficiency within and between our transportation segments, lower our overhead and support costs, and transform our digital capabilities. Costs included in “Business optimization and realignment costs” in the accompanying consolidated statements of income relate to our Network 2.0 program, our international operational transformation programs, and the Europe workforce reduction plan announced in June 2024.

We incurred business optimization and realignment costs of \$366 million (\$285 million, net of tax, or \$1.19 per diluted share) in 2026. These costs, included in Federal Express and Corporate, other, and eliminations, were primarily related to severance, professional services, and incentive payments to our contracted service providers in support of Network 2.0. We incurred business optimization and realignment costs of \$756 million (\$577 million, net of tax, or \$2.37 per diluted share) in 2025. These costs, included in Federal Express and Corporate, other, and eliminations, were primarily related to professional services.

Network 2.0

Network 2.0 is our multi-year effort to improve the efficiency with which FedEx picks up, transports, and delivers packages in the U.S. and Canada. Through Network 2.0, we continue to consolidate our sortation facilities and equipment, reduce pickup-and-delivery routes, and optimize our enterprise linehaul network by moving beyond discrete collaboration to an end-to-end optimized network. We have implemented Network 2.0 optimization in approximately 410 locations in the U.S. and Canada as of May 31, 2026. Service providers will handle the pickup and delivery of Federal Express packages in some locations while employee couriers will handle others. We completed Canada’s implementation of Network 2.0 in the fourth quarter of fiscal year 2025 and expect to complete the U.S. implementation by the end of calendar 2027.

International operational transformation programs

In January 2026, FedEx initiated operational transformation programs in certain international locations designed to modernize, streamline, and optimize international domestic operations. These transformation programs may reduce approximately 5,000 operational employees, as well as changing working locations and schedules for up to 800 operational employees and is expected to occur over approximately 18 months, subject to required consultation processes in accordance with local regulations.

We expect the combined pre-tax costs of severance benefits, legal and professional fees, and facilities-related exit costs to range from \$225 million to \$325 million, substantially all of which are cash expenditures. These charges are expected to be incurred through calendar year 2028 and will be recorded as business optimization expenses. In 2026, we incurred \$147 million of costs related to this program. The timing and amount of our business optimization expenses and the related cost savings associated with this operational transformation program are dependent on local country consultation processes, regulations and the negotiation of social plans, and may change as we revise and implement our plans.

Europe workforce reduction plan

Our workforce reduction plan in Europe to reduce structural costs announced in June 2024 is now fully complete as of May 31, 2026. The plan occurred over an 18-month period in accordance with local country processes and regulations and impacted approximately 1,400 employees across back-office and commercial functions. Savings from the plan are expected to be approximately \$150 million on an annualized basis beginning in calendar 2026.

The pre-tax cost of the severance benefits and legal and professional fees related to the plan have been recorded as business optimization expenses. In 2026 and 2025, we incurred \$13 million and \$235 million, respectively, of costs related to this plan.

Retirement Plans MTM Adjustments

In 2026, we incurred a pre-tax, noncash MTM gain of \$647 million (\$497 million, net of tax, or \$2.08 per diluted share) related to the year-end actuarial adjustments of pension and postretirement healthcare plans' assets and liabilities. These actuarial adjustments were due to higher asset returns, partially offset by lower discount rates.

In 2025, we incurred a pre-tax, noncash MTM gain of \$515 million (\$390 million, net of tax, or \$1.60 per diluted share) related to the year-end actuarial adjustments of pension and postretirement healthcare plans' assets and liabilities. These actuarial adjustments were due to higher discount rates, partially offset by changes to the actuarial assumptions regarding rates of retirement.

For more information, see the "Critical Accounting Estimates" section of this MD&A and [Note 1](#) and [Note 12](#) of the accompanying consolidated financial statements.

Asset Impairment Charges

In 2026, we made the decision to permanently retire from service 10 aircraft, resulting in a noncash impairment charge of \$23 million (\$18 million, net of tax, or \$0.08 per diluted share). These retirements included four Boeing 757-200 aircraft, one Airbus A300-600 aircraft, and five MD-11 aircraft, and align with Federal Express's fleet reduction and modernization strategy as we continue to improve our global network efficiency and better align air network capacity with anticipated demand.

In 2025, we made the decision to permanently retire from service 12 aircraft and eight related engines, resulting in a noncash impairment charge of \$21 million (\$16 million, net of tax, or \$0.06 per diluted share). These retirements included two Boeing 757-200 aircraft, seven Airbus A300-600 aircraft, three Boeing MD-11 aircraft, and align with Federal Express's fleet reduction and modernization strategy as we continue to improve our global network efficiency and better align air network capacity with anticipated demand.

Income Taxes

Our effective tax rate was 23.5% for 2026, compared to 24.8% for 2025. The 2026 tax provision includes a net income tax benefit of \$100 million (\$0.41 per diluted share) from the reduction of a Brazil valuation allowance on certain foreign tax loss carryforwards due to operational changes which impacted the determination of the realizability of the deferred tax asset in that jurisdiction. The 2025 tax provision includes a net income tax benefit of \$46 million (\$0.19 per diluted share) arising primarily from changes in our corporate legal entity structure and revisions of prior year estimates for actual tax return results.

On July 4, 2025, the One Big Beautiful Bill Act was signed into law. Certain provisions within the act are interdependent and have implications for both the effective tax rate and cash taxes.

Several countries in which the company operates have adopted the Organization for Economic Cooperation and Development's global framework implementing a 15% corporate minimum tax, commonly referred to as Pillar Two. Pillar Two did not have a material effect on the company's 2026 income tax provision.

We are subject to taxation in the U.S. and various U.S. state, local, and foreign jurisdictions. We are currently under examination by the IRS for the 2016 through 2021 tax years. It is reasonably possible that certain income tax return proceedings will be completed during the next 12 months and could result in a change in our balance of unrecognized tax benefits. However, we believe we have recorded adequate amounts of tax, including interest and penalties, for any adjustments expected to occur.

During 2021, we filed suit in U.S. District Court for the Western District of Tennessee challenging the validity of a tax regulation related to the one-time transition tax on unrepatriated foreign earnings, which was enacted as part of the Tax Cuts and Jobs Act ("TCJA"). Our lawsuit sought to have the court declare this regulation invalid and order the refund of overpayments of U.S. federal income taxes for 2018 and 2019 attributable to the denial of foreign tax credits under the regulation. We have recorded a cumulative benefit of \$249 million attributable to our interpretation of the TCJA and the Internal Revenue Code. In March 2023, the District Court ruled that the regulation is invalid and contradicts the plain terms of the tax code. On February 13, 2025, the District Court ruled again in our favor with regard to a new argument raised by the U.S. government. On June 4, 2025, the District Court validated the amount of refunds owed for 2018 and 2019, which includes the foreign tax credits previously denied.

On August 1, 2025, the government filed a notice to appeal the decision to the U.S. Court of Appeals for the Sixth Circuit. The government submitted its opening brief on January 7, 2026, and FedEx filed its response on March 23, 2026. The government filed its reply brief on May 13, 2026. Oral arguments are scheduled for July 30, 2026. If we are ultimately unsuccessful in defending our position, we may be required to reverse the benefit previously recorded.

For more information on income taxes, see the “[Critical Accounting Estimates](#)” section of this MD&A and [Note 11](#) of the accompanying consolidated financial statements.

Outlook

Based on current trends, we anticipate revenue and operating profit growth to continue the remainder of calendar year 2026, driven by year-over-year growth in U.S. Domestic and International segments. We expect continued yield and volume improvement to more than offset expense increases, including higher wage and purchased transportation rates, higher costs associated with the newly ratified pilot CBA, which took effect June 29, 2026, and other inflationary matters. We will continue to execute on our business optimization initiatives, including Network 2.0 and our one FedEx program, where we expect to achieve \$1.0 billion in structural cost reduction by the end of calendar year 2026.

In January 2026, we initiated operational transformation programs in certain international locations designed to modernize, streamline, and optimize international domestic operations. We expect the combined pre-tax costs of severance benefits, legal and professional fees, and facilities-related exit costs to range from \$225 million to \$325 million, substantially all of which are cash expenditures, of which \$147 million was incurred in fiscal year 2026. The remaining charges are expected to be incurred through calendar year 2028 and will be recorded as business optimization expenses.

Our workforce reduction plan in Europe to reduce structural costs announced in June 2024 is now fully complete as of May 31, 2026. We expect savings from the plan to be approximately \$150 million on an annualized basis beginning in calendar 2026. These activities have been recorded as business optimization expenses. See the “Business Optimization Costs” section of this MD&A for additional information on our transformation initiatives and other cost savings initiatives.

Our capital expenditures during calendar year 2026 are expected to be approximately \$3.9 billion, \$0.4 billion higher than calendar year 2025. The increase is primarily driven by accelerated investment in Network 2.0 initiatives and modernization of U.S. Domestic and International facilities. Aircraft spend is expected to be approximately \$1.0 billion for calendar year 2026. Historical and projected capital expenditures exclude FedEx Freight.

We will continue to evaluate our investments in critical long-term strategic projects to ensure our capital expenditures are expected to generate high returns on investment and are balanced with our outlook for global economic conditions. For additional details on key 2026 capital projects, refer to the “[Financial Condition – Capital Resources](#)” and “[Financial Condition – Liquidity Outlook](#)” sections of this MD&A.

We are directly affected by the state of the global economy and geopolitical developments. Additional changes in international trade policies, including tariffs, and relations could significantly reduce the volume of goods transported globally, increase our costs, and materially and adversely affect our business, financial condition, cash flows, and results of operations. Our transportation businesses and their profitability are affected by the price and availability of jet and vehicle fuel, as well as our ability to collect fuel surcharges. The uncertainty of these factors make any expectations for calendar year 2026 inherently less certain. See “[Forward-Looking Statements](#),” “[Item 1A. Risk Factors](#),” “Trends Affecting Our Business,” and “[Critical Accounting Estimates](#)” for a discussion of these and other potential risks and uncertainties that could materially affect our future performance.

Seasonality of Business

Our businesses are cyclical in nature, as seasonal fluctuations affect volumes, revenue, and earnings. Historically, our U.S. express priority and deferred package services experience an increase in volumes in late November and December. Historically, the fall is the busiest shipping period for U.S. ground services, while late December, June and July are the slowest periods. International business, particularly in the Asia-to-U.S. market, peaks in October and November in advance of the U.S. holiday sales season. The quarters including summer vacation and post winter-holiday seasons have historically experienced lower volumes relative to other periods. Shipment levels, operating costs, and earnings for each of our companies can also be adversely affected by inclement weather, particularly the impact of severe winter weather in our third fiscal quarter. See “[Item 1A. Risk Factors](#)” for more information.

RECENT ACCOUNTING GUIDANCE

See [Note 2](#) of the accompanying consolidated financial statements for a discussion of recent accounting guidance.

REPORTABLE SEGMENTS

During 2026 and 2025, Federal Express and FedEx Freight represented our major service lines and constitute our reportable segments. The Federal Express segment operates combined sales, marketing, administrative, and information-technology functions in shared service operations for U.S. customers of our major business units and certain back-office support to FedEx Freight and our other operating segments which allows us to obtain synergies from the combination of these functions. We allocate the net operating costs of these services to reflect the full cost of operating our businesses in the results of those segments. We review and evaluate the performance of FedEx Freight and our other operating segments based on operating income inclusive of these allocations.

Operating expenses for our FedEx Freight segment included allocations of these services from the Federal Express segment. These allocations also included charges and credits for administrative services provided between operating companies. The allocations of net operating costs are based on metrics such as relative revenue or estimated services provided. We believe these allocations approximated the net cost of providing these functions. Our allocation methodologies are refined periodically, as necessary, to reflect changes in our businesses.

On June 1, 2026, we completed the Spin-Off. Effective as of this date, we will no longer consolidate the FedEx Freight business, and FedEx Freight is no longer a reportable segment. This MD&A is based on our segment reporting that was in effect during 2026 and 2025.

FEDERAL EXPRESS SEGMENT

Federal Express offers a wide range of U.S. domestic and international shipping services for delivery of packages and freight including priority, deferred, and economy services, which provide delivery on a time-definite or day-definite basis. The following table compares revenue, operating expenses, operating income (dollars in millions), operating margin, and operating expenses as a percent of revenue for the years ended May 31:

	2026	2025	Percent Change		
Revenue:					
Package:					
U.S. priority	\$ 11,603	\$ 10,520	10		
U.S. deferred	5,700	5,007	14		
U.S. ground	37,335	33,887	10		
Total U.S. domestic package revenue	54,638	49,414	11		
International priority	9,639	8,737	10		
International economy	5,925	5,861	1		
Total international export package revenue	15,564	14,598	7		
International domestic ⁽¹⁾	4,725	4,495	5		
Total package revenue	74,927	68,507	9		
Freight:					
U.S.	1,252	1,536	(18)		
International priority	2,560	2,320	10		
International economy	2,244	1,975	14		
Total freight revenue	6,056	5,831	4		
Other	1,290	966	34		
Total revenue	82,273	75,304	9		
				Percent of Revenue	
				2026	2025
				100.0 %	100.0 %
Operating expenses:					
Salaries and employee benefits	27,465	25,091	9	33.4	33.3
Purchased transportation	21,812	19,974	9	26.5	26.5
Rentals and landing fees	4,153	3,939	5	5.1	5.2
Depreciation and amortization	3,799	3,722	2	4.6	5.0
Fuel	3,565	3,316	8	4.3	4.4
Maintenance and repairs	2,906	2,799	4	3.5	3.7
Asset impairment charges	23	21	10	—	—
Separation and other costs	92	—	NM	0.1	—
Business optimization costs	303	384	(21)	0.4	0.5
Intercompany allocations	(853)	(791)	8	(1.0)	(1.0)
Other	13,096	11,964	9	15.9	15.9
Total operating expenses	76,361	70,419	8	92.8 %	93.5 %
Operating income	\$ 5,912	\$ 4,885	21		
Operating margin	7.2 %	6.5 %	70 bp		

⁽¹⁾ International domestic revenue relates to our international intra-country operations.

The following table compares selected statistics (in thousands, except yield amounts) for the years ended May 31:

	2026	2025	Percent Change
Package Statistics			
Average daily package volume (ADV)⁽¹⁾:			
U.S. priority	1,678	1,609	4
U.S. deferred	1,136	1,052	8
U.S. ground commercial	4,329	4,252	2
U.S. ground home delivery/economy	7,442	7,041	6
Total U.S. domestic ADV	14,585	13,954	5
International priority	572	584	(2)
International economy	573	553	4
Total international export ADV	1,145	1,137	1
International domestic ⁽²⁾	1,828	1,910	(4)
Total ADV	17,558	17,001	3
Revenue per package (yield):			
U.S. priority	\$ 27.22	\$ 25.74	6
U.S. deferred	19.75	18.75	5
U.S. ground	12.49	11.81	6
U.S. domestic composite	14.75	13.94	6
International priority	\$ 66.34	\$ 58.89	13
International economy	40.75	41.74	(2)
International export composite	53.54	50.55	6
International domestic ⁽²⁾	10.18	9.26	10
Composite package yield	\$ 16.80	\$ 15.86	6
Freight Statistics			
Average daily freight pounds:			
U.S.	2,146	3,137	(32)
International priority	4,962	4,651	7
International economy	12,017	11,365	6
Total average daily freight pounds	19,125	19,153	—
Revenue per pound (yield):			
U.S.	\$ 2.30	\$ 1.93	19
International priority	2.03	1.96	4
International economy	0.74	0.68	9
Composite freight yield	1.25	1.20	4

⁽¹⁾ ADV is calculated on a 5-day-per-week basis.

⁽²⁾ International domestic statistics relate to our international intra-country operations.

Federal Express Segment Revenue

Federal Express segment revenue increased 9% in 2026 primarily due to improved package base yields, increased U.S. domestic package volumes, higher fuel surcharges, favorable exchange rates, and growth in international freight volumes, partially offset by negative impacts from the expiration of our contract with the U.S. Postal Service and global trade policy changes. Improved base

yields and U.S. domestic package volumes reflect strong residential e-commerce growth in the U.S. domestic business and international performance benefitted from increased international business-to-business demand.

Volumes:

U.S. deferred package volumes increased 8% driven by large customer demand and peak-related growth. U.S. ground package volume increased 4% in 2026, benefitting from higher home delivery and economy package volumes driven by increased business-to-consumer volume. U.S. priority package volumes increased 4% in 2026 supported by growth in demand by business-to-business customers.

International export package volume increased 1% in 2026 primarily driven by higher business-to-business demand in Europe, offsetting the negative impacts of global trade policy changes and decrease in demand in Asia Pacific.

Total average daily freight pounds remained flat in 2026 reflecting international priority and economy freight volume increases, which were offset by a reduction of U.S. postal-related volumes following the expiration of our contract with the U.S. Postal Service.

Yield:

U.S. domestic composite package yield increased 6% in 2026 primarily due to higher base rates from our continued focus on revenue quality and higher fuel surcharges in the fourth quarter of 2026.

International priority package yield increased 13% in 2026 primarily due to increased weight per package, favorable exchange rates and higher fuel surcharges. International economy package yields decreased 2% primarily due to lower base yields, partially offset by favorable exchange rates and higher fuel surcharges.

Composite freight yield increased 4% in 2026 primarily due to favorable exchange rates, higher fuel surcharges, and a favorable mix impact from lower U.S. postal-related volumes following the expiration of our contract with the U.S. Postal Service.

Federal Express Segment Operating Income

Federal Express segment operating income increased 21% in 2026 primarily due to revenue growth described above and continued structural cost reductions realized from business optimization initiatives, including Network 2.0, Tricolor and our international operational transformation programs. These improvements were partially offset by increased salaries and employee benefits expense, higher purchased transportation expense, the negative impacts from global trade policy changes including higher credit losses, the expiration of our contract with the U.S. Postal Service, and the grounding of our MD-11 fleet.

Salaries and employee benefits expense increased 9% in 2026 primarily due to higher wage rates, variable incentive compensation and employee benefits expense, unfavorable exchange rates, and increased staffing to align with higher volumes in the U.S. Purchased transportation expense increased 9% in 2026 primarily due to increased volume, higher contracted service provider rates, higher fuel rates, and unfavorable exchange rates. Other operating expense increased 9% in 2026 primarily due to credit losses from higher revenue and impacts from global trade policy changes, increased outside service contracts and professional fees, and customs-related brokerage fees due to the removal of the de minimis exemption. Fuel expense increased 8% in 2026 primarily due to an increase in fuel price.

Federal Express segment results include business optimization costs of \$303 million and \$384 million in 2026 and 2025, respectively, associated with our plan to drive efficiency and lower our overhead and support costs. Results in 2026 also include \$22 million of costs associated with our fiscal year change and \$70 million of costs associated with the Spin-Off. Federal Express did not incur any costs associated with our fiscal year change or the Spin-Off in 2025. Federal Express segment results in 2026 and 2025 also include \$23 million and \$21 million, respectively, of asset impairment charges associated with the decision to permanently retire certain aircraft and related engines. Results include a gain of \$12 million in 2026 for an international regulatory matter and include \$88 million of net expenses in 2025 associated with international regulatory and legacy FedEx Ground legal matters. See the “Business Optimization Costs,” “Separation and Other Costs” and “Asset Impairment Charges” sections of this MD&A for more information.

FEDEX FREIGHT SEGMENT

During 2026 and 2025, FedEx Freight LTL service offerings included priority services when speed is critical and economy services when time can be traded for savings. The following table compares revenue, operating expenses, operating income (dollars in millions), operating margin, selected statistics, and operating expenses as a percent of revenue for the years ended May 31:

	2026	2025	Percent Change	Percent of Revenue	
				2026	2025
Revenue	\$ 8,795	\$ 8,892	(1)	100.0 %	100.0 %
Operating expenses:					
Salaries and employee benefits	3,991	3,865	3	45.4	43.5
Purchased transportation	807	807	—	9.2	9.1
Rentals	301	287	5	3.4	3.2
Depreciation and amortization	450	416	8	5.1	4.7
Fuel	485	457	6	5.5	5.1
Maintenance and repairs	314	332	(5)	3.6	3.7
Separation and other costs	492	—	NM	5.6	—
Intercompany charges	561	573	(2)	6.4	6.5
Other	778	666	17	8.8	7.5
Total operating expenses	8,179	7,403	10	93.0 %	83.3 %
Operating income	\$ 616	\$ 1,489	(59)		
Operating margin	7.0%	16.7%	(970) bp		
Average daily shipments (in thousands):					
Priority	59.5	61.8	(4)		
Economy	26.6	28.3	(6)		
Total average daily shipments	86.1	90.1	(4)		
Weight per shipment (pounds):					
Priority	933	941	(1)		
Economy	925	873	6		
Composite weight per shipment	931	920	1		
Revenue per shipment:					
Priority	\$ 370.90	\$ 358.84	3		
Economy	421.78	405.53	4		
Composite revenue per shipment	386.63	373.52	4		
Revenue per hundredweight:					
Priority	\$ 39.74	\$ 38.13	4		
Economy	45.60	46.46	(2)		
Composite revenue per hundredweight	41.54	40.61	2		

FedEx Freight Segment Revenue

FedEx Freight segment revenue decreased 1% in 2026 primarily due to lower volume resulting from macroeconomic conditions, partially offset by higher fuel surcharges and base yield improvement.

Average daily shipments decreased 4% in 2026 due to reduced demand for our services primarily resulting from macroeconomic conditions, including continued weak industrial production, global trade policy uncertainty, and excess capacity in the LTL industry. Revenue per shipment increased 4% in 2026 primarily driven by higher fuel surcharges, as well as higher weight per shipment.

FedEx Freight Segment Operating Income

FedEx Freight segment operating income decreased 59% in 2026 primarily due to higher costs related to the Spin-Off, including increased salaries and employee benefits expense, outside service contracts and professional fees, as well as reduced demand. These impacts were partially offset by increased revenue per shipment due to the factors noted above.

Salaries and employee benefits expense increased 3% in 2026 largely reflecting Spin-Off-related personnel activity, including the transfer to FedEx Freight of over 1,500 employees from Federal Express during 2026, as well as higher wage rates, partially offset by lower volume. Other operating expense increased 17% in 2026 due to increased outside service contracts and professional fees related to the Spin-Off, including incremental software license costs and other technology-related activities.

Separation and other costs of \$492 million in 2026 are primarily professional fees and an employee incentive plan associated with the Spin-Off. FedEx Freight did not incur any costs associated with the Spin-Off in 2025. See the “Separation and Other Costs” section of this MD&A for more information.

CORPORATE, OTHER, AND ELIMINATIONS

Corporate, other, and eliminations includes corporate headquarters costs for executive officers and certain legal and finance functions, certain other costs and credits not attributed to our core business, and certain costs associated with developing integrated business solutions through our FedEx Dataworks, Inc. (“FedEx Dataworks”) operating segment. FedEx Dataworks is focused on creating new digital revenue streams using proven FedEx intelligence to digitize supply chains and create new opportunities for our customers and team members.

Also included in Corporate, other, and eliminations are the FedEx Office and Print Services, Inc. (“FedEx Office”) operating segment, which provides an array of document and business services and retail access to our customers for our package transportation businesses, and the FedEx Logistics operating segment, which provides integrated supply chain management solutions, specialty transportation, customs brokerage, and global ocean and air freight forwarding.

The results of Corporate, other, and eliminations are not allocated to the other business segments.

Operating results in Corporate, other, and eliminations improved in 2026 due to improved operating results for FedEx Dataworks driven by lower business optimization costs and improved operating results for FedEx Office driven by higher revenue, offset by a decline in operating results for FedEx Logistics driven by higher salaries and benefits expense.

Certain FedEx operating companies provide transportation and related services for other FedEx companies outside their reportable segment in order to optimize our resources. For example, during 2026 FedEx Freight provided road and intermodal support for Federal Express. In addition, Federal Express works with FedEx Logistics to secure air charters and other cargo space for U.S. customers. Billings for such services are based on negotiated rates and are reflected as revenue of the billing segment. These rates are adjusted from time to time based on market conditions. Such intersegment revenue and expenses are eliminated in our consolidated results and are not separately identified in the following segment information because the amounts are not material.

FINANCIAL CONDITION

LIQUIDITY

Cash and cash equivalents totaled \$13.3 billion at May 31, 2026, compared to \$5.5 billion at May 31, 2025. The following table provides a summary of our cash flows for the years ended May 31 (in millions):

	2026	2025
Operating activities:		
Net income	\$ 4,433	\$ 4,092
Retirement plans mark-to-market adjustments	(647)	(515)
Asset impairment charges	23	21
Separation and other costs, net of payments	248	15
Business optimization and realignment costs, net of payments	(48)	43
Other noncash charges and credits	8,429	8,095
Changes in assets and liabilities	(3,513)	(4,715)
Cash provided by operating activities	8,925	7,036
Investing activities:		
Capital expenditures	(3,809)	(4,055)
Purchase of investments	(682)	(262)
Proceeds from sale of investments	483	110
Proceeds from asset dispositions and other investments	97	115
Cash used in investing activities	(3,911)	(4,092)
Financing activities:		
Proceeds from debt issuances	5,289	—
Short-term borrowings, net	742	—
Principal payments on debt	(2,049)	(157)
Proceeds from stock issuances	992	524
Dividends paid	(1,374)	(1,339)
Purchase of common stock	(796)	(3,017)
Other, net	(55)	(30)
Cash provided by (used in) financing activities	2,749	(4,019)
Effect of exchange rate changes on cash	46	76
Net increase (decrease) in cash and cash equivalents	7,809	(999)
Cash and cash equivalents at the end of period	\$ 13,311	\$ 5,502

Cash Provided by Operating Activities. Cash flows from operating activities increased \$1.9 billion in 2026 primarily due to higher net income, net of non-cash adjustments, and favorable working capital changes driven by increases in accruals for variable incentive compensation, self-insurance, and professional fees, partially offset by an increase in accounts receivable.

Cash Used in Investing Activities. Capital expenditures decreased \$0.2 billion in fiscal 2026 primarily due to lower spending on “aircraft and related equipment” at Federal Express and “vehicles and trailers” at Federal Express and FedEx Freight. See [“Capital Resources”](#) below for a more detailed discussion of capital expenditures during fiscal 2026.

Cash Provided by (Used in) Financing Activities. Cash flows from financing activities increased \$6.8 billion in fiscal 2026 primarily due to the proceeds from debt issuances by FedEx Freight and lower repurchases of our common stock in fiscal 2026 when compared to fiscal 2025, offset by higher principal payments on debt in 2026. See [Note 1](#) and [Note 6](#) of the accompanying audited consolidated financial statements, [“Liquidity Outlook”](#) below, and [“Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities”](#) for more information.

CAPITAL RESOURCES

Our operations are capital intensive, characterized by significant investments in aircraft, package handling and sort equipment, technology, vehicles and trailers, and facilities. The amount and timing of capital investments depend on various factors, including pre-existing contractual commitments, anticipated volume growth, domestic and international economic conditions, new or enhanced services, geographical expansion of services, availability of satisfactory financing, and actions of regulatory authorities.

The following table compares capital expenditures by asset category and reportable segment for the years ended May 31 (in millions):

	2026	2025	Percent Change
Aircraft and related equipment	\$ 967	\$ 1,251	(23)
Package handling and ground support equipment	1,015	935	9
Information technology	463	504	(8)
Vehicles and trailers	347	434	(20)
Facilities and other	1,017	931	9
Total capital expenditures	<u>\$ 3,809</u>	<u>\$ 4,055</u>	(6)
Federal Express segment	\$ 3,349	\$ 3,505	(4)
FedEx Freight segment	379	437	(13)
Other	81	113	(28)
Total capital expenditures	<u>\$ 3,809</u>	<u>\$ 4,055</u>	(6)

Capital expenditures decreased \$0.2 billion during 2026 primarily due to lower spending on “aircraft and related equipment” at Federal Express and “vehicles and trailers” at Federal Express and FedEx Freight, partially offset by increased investments in “facilities and other” at FedEx Freight and Federal Express and increased investments in “package handling and ground support equipment” at Federal Express. These reductions are a result of continuing to prioritize investments that support increasing efficiency and reducing our cost to serve.

GUARANTOR FINANCIAL INFORMATION

We are providing the following information in compliance with Rule 13-01 of Regulation S-X, “Financial Disclosures about Guarantors and Issuers of Guaranteed Securities” with respect to our senior unsecured debt securities and Pass-Through Certificates, Series 2020-1AA (the “Certificates”) issued by Federal Express.

The \$18.7 billion principal amount of senior unsecured notes were issued by FedEx under a shelf registration statement and are guaranteed by certain direct and indirect subsidiaries of FedEx (“Guarantor Subsidiaries”). FedEx owns, directly or indirectly, 100% of each Guarantor Subsidiary. The guarantees are (1) unsecured obligations of the respective Guarantor Subsidiary, (2) rank equally with all of their other unsecured and unsubordinated indebtedness, and (3) are full and unconditional and joint and several. If we sell, transfer, or otherwise dispose of all of the capital stock or all or substantially all of the assets of a Guarantor Subsidiary to any person that is not an affiliate of FedEx, the guarantee of that Guarantor Subsidiary will terminate, and holders of debt securities will no longer have a direct claim against such subsidiary under the guarantee. See [Note 6](#) of the accompanying consolidated financial statements for information regarding the issuance by FedEx of its senior unsecured debt guaranteed by the Guarantor Subsidiaries that was completed during the first quarter of 2026. As discussed in [Note 6](#), the senior unsecured debt issued by FedEx Freight Holding Company, Inc. during the third quarter of 2026 was issued in an unregistered offering.

Additionally, FedEx fully and unconditionally guarantees the payment obligation of Federal Express in respect of the \$685 million principal amount of the Certificates. See [Note 6](#) of the accompanying consolidated financial statements for additional information regarding the terms of the Certificates.

The following tables present summarized financial information for FedEx (as Parent) and the Guarantor Subsidiaries on a combined basis after transactions and balances within the combined entities have been eliminated.

Parent and Guarantor Subsidiaries

The following table presents the summarized balance sheet information as of May 31, 2026 (in millions):

Current Assets	\$ 17,741
Intercompany Receivable	4,679
Total Assets	91,772
Current Liabilities	14,529
Intercompany Payable	—
Total Liabilities	55,242

The following table presents the summarized statement of income information as of May 31, 2026 (in millions):

Revenue	\$	70,863
Intercompany Charges, net		(3,891)
Operating Income		4,579
Intercompany Charges, net		303
Income Before Income Taxes		4,190
Net Income		3,028

The following tables present summarized financial information for FedEx (as Parent Guarantor) and Federal Express (as Subsidiary Issuer) on a combined basis after transactions and balances within the combined entities have been eliminated.

Parent Guarantor and Subsidiary Issuer

The following table presents the summarized balance sheet information as of May 31, 2026 (in millions):

Current Assets	\$	16,506
Intercompany Receivable		9,321
Total Assets		77,084
Current Liabilities		13,358
Intercompany Payable		—
Total Liabilities		51,387

The following table presents the summarized statement of income information as of May 31, 2026 (in millions):

Revenue	\$	61,670
Intercompany Charges, net		(4,648)
Operating Income		4,089
Intercompany Charges, net		82
Income Before Income Taxes		4,018
Net Income		2,994

LIQUIDITY OUTLOOK

In response to current business and economic conditions as referenced above in the “Outlook” section of this MD&A, we are continuing to actively manage and optimize our capital allocation in response to the slowdown in the economy, inflationary pressures, changing fuel prices, geopolitical conflicts, and uncertainty regarding international trade, including the impact of global trade policy changes.

We held \$13.3 billion in cash and cash equivalents at May 31, 2026 and had \$2.8 billion in available liquidity under our \$1.75 billion three-year credit agreement (the “Three-Year Credit Agreement”) and \$1.75 billion five-year credit agreement (the “Five-Year Credit Agreement” and together with the Three-Year Credit Agreement, the “Credit Agreements”), after offsetting outstanding commercial paper borrowings. We believe that our cash and cash equivalents, cash flow from operations, and available financing sources will be adequate in the short-term and long-term to meet our liquidity needs, which include operational requirements, expected capital expenditures, voluntary pension contributions, dividend payments, and stock repurchases. See [Note 6](#) of the accompanying consolidated financial statements for information regarding recent amendments to the Credit Agreements.

Our cash and cash equivalents balance at May 31, 2026 includes \$4.3 billion of cash in foreign jurisdictions associated with our permanent reinvestment strategy. We are able to access the majority of this cash without a material tax cost and do not believe that the indefinite reinvestment of these funds impairs our ability to meet our U.S. domestic debt or working capital obligations.

On July 1, 2026, FedEx announced that it would sell its FedEx Supply Chain business to CMA CGM Group for \$1.4 billion as part of a strategic portfolio streamlining effort. The transaction is expected to close in the second half of calendar year 2026. See [Note 20](#) of the accompanying consolidated financial statements for more information.

In July 2026, FedEx utilized the \$4.1 billion dividend received from FedEx Freight Holding, together with cash on hand, to repurchase approximately \$4.9 billion aggregate principal amount of its outstanding debt securities. See [Note 20](#) of the accompanying consolidated financial statements for more information.

Our capital expenditures during calendar year 2026 are expected to be approximately \$3.9 billion, \$0.4 billion higher than calendar year 2025. The increase is primarily driven by accelerated investment in Network 2.0 initiatives and modernization of U.S. Domestic and International facilities. Aircraft spend is expected to be approximately \$1.0 billion for calendar year 2026. Historical and projected capital expenditures exclude FedEx Freight.

On February 9, 2026, InPost S.A. (“InPost”) and a consortium including FedEx announced a conditional agreement on an intended recommended all-cash public offer for all issued and outstanding shares of InPost at an offer price of €15.60 (cum dividend) per share (the “Offer”). Post-completion, the consortium will be structured with FedEx holding 37%. InPost will continue to operate as a standalone company. The Offer and the transactions contemplated thereby (the “Transaction”) are subject to certain customary closing conditions, including, among others, the receipt of regulatory approvals. Based upon the proposed Offer price, FedEx’s investment will be valued at approximately €2.20 billion. FedEx intends to fund its portion of the Offer by utilizing available cash balances, existing or new liquidity sources, or a combination thereof. Once the Transaction is completed, InPost and FedEx will enter into arm’s length commercial agreements that will enable both businesses to benefit from complementary strengths and a shared vision. The Transaction is expected to be completed in the second half of calendar year 2026.

In June 2026, we repurchased \$0.3 billion of our common stock through open market transactions and executed an ASR agreement to repurchase \$1.0 billion of our common stock with a completion date by the end of September 2026. There are no amounts remaining available to be used for repurchases under the 2024 program. On July 20, 2026, our Board of Directors authorized a new stock repurchase program for additional repurchases of up to \$5.0 billion of FedEx common stock (“2026 program”). Shares under the 2026 program may be repurchased from time to time in the open market or in privately negotiated transactions. The program does not have any specified time limit and does not obligate us to purchase any particular amount of shares, but our Board of Directors may determine to suspend or discontinue the program at any time. See “[Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities](#)” and [Note 20](#) of the accompanying consolidated financial statements for more information regarding our stock repurchase programs and purchases made under the 2024 program through July 20, 2026.

During calendar year 2026, we anticipate making voluntary contributions of \$475 million to our tax-qualified U.S. domestic pension plan (“U.S. Pension Plan”). There are currently no required minimum contributions to our U.S. Pension Plan, and we maintain a credit balance related to our cumulative excess voluntary pension contributions over those required that exceeds \$3.0 billion. The credit balance is subtracted from plan assets to determine the minimum funding requirements. Therefore, we have the flexibility to eliminate all required contributions to our principal U.S. Pension Plan for several years. Our U.S. Pension Plan has ample funds to meet expected benefit payments.

On June 8, 2026, our Board of Directors declared a quarterly cash dividend of \$1.22 per share of common stock. The dividend of \$292 million was paid on July 7, 2026 to stockholders of record as of the close of business on June 22, 2026. Each quarterly dividend payment is subject to review and approval by our Board of Directors, and we evaluate our dividend payment amount on an annual basis. There are no material restrictions on our ability to declare dividends, nor are there any material restrictions on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans, or advances.

We have several aircraft modernization programs led by the purchase of Boeing 777 Freighters (“B777F”). These aircraft are significantly more fuel-efficient per unit than the aircraft types previously utilized, and these expenditures are necessary to achieve significant long-term operating savings and to replace older aircraft. Our ability to delay the timing of these aircraft-related expenditures is limited without incurring significant costs to modify existing purchase agreements.

We have additional obligations as part of our ordinary course of business, beyond those committed for capital expenditures, which consist of debt obligations, lease obligations, and obligations and commitments for purchases of goods and services. Refer to [Note 6](#), [Note 7](#), and [Note 17](#) of the accompanying consolidated financial statements for more information. In addition, we have certain tax positions that are further discussed in [Note 11](#) of the accompanying consolidated financial statements. We do not have any guarantees or other off-balance sheet financing arrangements, including variable interest entities, which we believe could have a material impact on our financial condition or liquidity.

We have a shelf registration statement filed with the SEC that allows us to sell, in one or more future offerings, any combination of our unsecured debt securities and common stock and allows pass-through trusts formed by Federal Express to sell, in one or more future offerings, pass-through certificates.

The Three-Year Credit Agreement and the Five-Year Credit Agreement expire in March 2028 and March 2030, respectively. Each of the Credit Agreements has a \$125 million letter of credit sublimit. The Credit Agreements are available to finance our operations and other cash flow needs. As of May 31, 2026, no amounts were outstanding under the Credit Agreements, \$750 million of commercial paper was outstanding, and we had \$250 million of the letter of credit sublimit unused under the Credit Agreements. See [Note 6](#) of the accompanying consolidated financial statements for a description of the terms and significant covenants of the Credit Agreements.

Standard & Poor's has assigned us a senior unsecured debt credit rating of BBB, a Certificates rating of AA-, a commercial paper rating of A-2, and a ratings outlook of "stable." Moody's Investors Service has assigned us an unsecured debt credit rating of Baa2, a Certificates rating of Aa3, a commercial paper rating of P-2, and a ratings outlook of "stable." Our interest expense may increase in the event of a reduction in our credit rating. If our unsecured debt or commercial paper ratings are reduced to below investment grade, our access to the capital markets may become limited.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make significant judgments and estimates to develop amounts reflected and disclosed in the financial statements. In many cases, there are alternative policies or estimation techniques that could be used. We maintain a thorough process to review the application of our accounting policies and to evaluate the appropriateness of the many estimates that are required to prepare the financial statements of a complex, global corporation. However, even under optimal circumstances, estimates routinely require adjustment based on changing circumstances and new or better information.

The estimates discussed below include the financial statement elements that are either the most judgmental or involve the selection or application of alternative accounting policies and are material to our results of operations and financial condition. Management has discussed the development and selection of these critical accounting estimates with the Audit and Finance Committee of our Board of Directors and with our independent registered public accounting firm.

PENSION PLANS

The rules for pension accounting are complex and can produce volatility in our earnings, financial condition, and liquidity. Our defined benefit pension plans are measured using actuarial techniques that reflect management's assumptions for expected returns on assets ("EROA"), discount rate, and demographic experience such as salary increases, expected retirement, mortality, and employee turnover. Differences between these assumptions and actual experience are recognized in our earnings through MTM accounting.

Our annual MTM adjustment is highly sensitive to the discount rate and EROA assumptions, which are as follows:

	U.S. Pension Plans		International Pension Plans	
	2026	2025	2026	2025
Discount rate used to determine benefit obligation	5.76 %	5.94 %	4.88 %	4.40 %
Discount rate used to determine net periodic benefit cost	5.94	5.58	4.40	4.29
Expected long-term rate of return on assets	7.00	6.75	4.07	3.59

The following sensitivity analysis shows the impact of a 50-basis-point change in the EROA and discount rate assumptions for our largest pension plan and the resulting increase (decrease) in our projected benefit obligation ("PBO") as of May 31, 2026 and expense for the year ended May 31, 2026 (in millions):

Pension Plan	50 Basis Point Increase	50 Basis Point Decrease
<i>EROA:</i>		
Effect on pension expense	\$ (133)	\$ 133
<i>Discount Rate:</i>		
Effect on pension expense	20	(23)
Effect on PBO	(1,311)	1,436

See [Note 12](#) of the accompanying consolidated financial statements for further information about our pension plans.

INCOME TAXES

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Our income taxes are a function of our income, tax planning opportunities available to us, statutory tax rates, and the income tax laws in the various jurisdictions in which we operate. These tax laws are complex and subject to different interpretations by us and the respective governmental taxing authorities. As a result, significant judgment is required in determining our tax expense and in evaluating our tax positions, including evaluating uncertainties. Also, our effective tax rate is significantly affected by the earnings generated in each jurisdiction, so unexpected fluctuations in the geographic mix of earnings could significantly impact our tax rate. Our intercompany transactions are based on

globally accepted transfer pricing principles, which align profits with the business operations and functions of the various legal entities in our international business.

We evaluate our tax positions quarterly and adjust the balances as new information becomes available. These evaluations are based on factors including, but not limited to, changes in facts or circumstances, changes in tax laws or their interpretations, audit activity, and changes in our business. In addition, management considers the advice of third parties in making conclusions regarding tax consequences.

Tax contingencies arise from uncertainty in the application of tax rules throughout the many jurisdictions in which we operate. Despite our belief that our tax return positions are consistent with applicable tax laws, taxing authorities could challenge certain positions. We record tax benefits for uncertain tax positions based upon management's evaluation of the information available at the reporting date. To be recognized in the financial statements, a tax benefit must be at least more likely than not of being sustained based on the technical merits. The benefit for positions meeting the recognition threshold is measured as the largest benefit more likely than not of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. Significant judgment is required in making these determinations and adjustments to unrecognized tax benefits may be necessary to reflect actual taxes payable upon settlement.

Deferred income tax assets represent amounts available to reduce income taxes payable on taxable income in future years. Such assets arise because of temporary differences between the financial reporting and tax bases of assets and liabilities, as well as from net operating loss, capital loss, and tax credit carryforwards. We evaluate the recoverability of these future tax deductions and credits by assessing the adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings, and available tax planning strategies. These sources of income rely heavily on estimates to make this determination, and as a result there is a risk that these estimates will have to be revised as new information is received. To the extent we do not consider it more likely than not that a deferred tax asset will be recovered, a valuation allowance is established. We believe we will generate sufficient future taxable income to realize the tax benefits related to the remaining net deferred tax assets in our consolidated balance sheets that are not subject to valuation allowances. We record taxes for net controlled foreign corporation ("CFC") tested income (formerly global intangible low-taxed income) as a period cost.

Our income tax positions are based on currently enacted tax laws. As further guidance is issued by the U.S. Treasury Department, the IRS, and other standard-setting bodies, any resulting changes to our estimates will be treated in accordance with the relevant accounting guidance.

For more information, see the "Income Taxes" section of this MD&A and [Note 11](#) of the accompanying consolidated financial statements.

SELF-INSURANCE ACCRUALS

Our self-insurance reserves are established for estimates of ultimate loss on all incurred claims, including incurred-but-not-reported claims. Components of our self-insurance reserves included in this critical accounting estimate are workers' compensation claims, vehicle accidents, property and cargo loss, general business liabilities, and benefits paid under employee disability programs. These reserves are primarily based on the actuarially estimated cost of claims incurred as of the balance sheet date. These estimates include judgment about severity of claims, frequency and volume of claims, healthcare inflation, seasonality, and plan designs. The use of any estimation technique in this area is inherently sensitive given the magnitude of claims involved and the length of time until the ultimate cost is known, which may be several years.

We believe our recorded obligations for these expenses are consistently measured and appropriate. Nevertheless, changes in accident frequency and severity, healthcare costs, insurance retention levels, and other factors can materially affect the estimates for these liabilities and affect our results of operations. Self-insurance accruals reflected in our balance sheet as of the period ended May 31 are as follows (in millions):

	2026	2025
Short-Term	\$ 1,969	\$ 1,858
Long-Term	4,413	4,033
Total	<u>\$ 6,382</u>	<u>\$ 5,891</u>

A five-percent reduction or improvement in the assumed claim severity used to estimate our self-insurance accruals would result in an increase or decrease of approximately \$320 million in our reserves and expenses as of and for the year ended May 31, 2026. For more information, see "[Item 1A. Risk Factors](#)" of this Annual Report.

LONG-LIVED ASSETS

USEFUL LIVES AND SALVAGE VALUES. Our business is capital intensive, with approximately 51% of our owned assets invested in our transportation and information system infrastructures.

The depreciation or amortization of our capital assets over their estimated useful lives, and the determination of any salvage values, requires management to make judgments about future events. Because we utilize many of our capital assets over relatively long periods (the majority of aircraft costs are depreciated over 18 to 30 years), we periodically evaluate whether adjustments to our estimated service lives or salvage values are necessary to ensure these estimates properly match the economic use of the asset. These evaluations consider usage, maintenance costs, and economic factors that affect the useful life of an asset. This evaluation may result in changes in the estimated lives and residual values used to depreciate our aircraft and other equipment.

For our aircraft, we consider actual experience with the same or similar aircraft types and future volume projections in estimating the useful lives and expected salvage values. We typically assign no residual value due to the utilization of our aircraft in cargo configuration, which results in little to no value at the end of their useful life. These estimates affect the amount of depreciation expense recognized in a period and, ultimately, the gain or loss on the disposal of the asset. Changes in the estimated lives of assets will result in an increase or decrease in the amount of depreciation recognized in future periods and could have a material impact on our results of operations (as described below). Historically, gains and losses on disposals of operating equipment have not been material. However, such amounts may differ materially in the future due to changes in business levels, technological obsolescence, accident frequency, regulatory changes, and other factors beyond our control.

IMPAIRMENT. As of May 31, 2026, the Federal Express global air network included a fleet of 700 aircraft that provide delivery of packages and freight to more than 220 countries and territories through a wide range of U.S. and international shipping services. While certain aircraft are utilized in primary geographic areas (U.S. versus international), we operate an integrated global network, and utilize our aircraft and other modes of transportation to achieve the lowest cost of delivery while maintaining our service commitments to our customers. Because of the integrated nature of our global network, our aircraft are interchangeable across routes and geographies, giving us flexibility with our fleet planning to meet changing global economic conditions and maintain and modify aircraft as needed.

Because of the lengthy lead times for aircraft manufacture and modifications, we must anticipate volume levels and plan our fleet requirements years in advance, and make commitments for aircraft based on those projections. Furthermore, the timing and availability of certain used aircraft types (particularly those with better fuel efficiency) may create limited opportunities to acquire these aircraft at favorable prices in advance of our capacity needs. These activities create risks that asset capacity may exceed demand. At May 31, 2026, we had five purchased aircraft that were not yet placed into service.

We evaluate our long-lived assets used in operations for impairment when events and circumstances indicate that the undiscounted cash flows to be generated by that asset group are less than the carrying amounts of the asset group and may not be recoverable. If the cash flows do not exceed the carrying value, the asset must be adjusted to its current fair value. We operate integrated transportation networks, and accordingly, cash flows for most of our operating assets are assessed at a network level, not at an individual asset level for our analysis of impairment. Further, decisions about capital investments are evaluated based on the effect on the overall network rather than the return on an individual asset. We make decisions to remove certain long-lived assets from service based on projections of reduced capacity needs or lower operating costs of newer aircraft types, and those decisions may result in an impairment charge. Assets held for disposal must be adjusted to their estimated fair values less costs to sell when the decision is made to dispose of the asset and certain other criteria are met. The fair value determinations for such aircraft may require management estimates, as there may not be active markets for some of these aircraft. Such estimates are subject to revision from period to period.

In the fourth quarter of 2026, we made the decision to permanently retire from service 10 aircraft, resulting in a noncash impairment charge of \$23 million (\$18 million, net of tax, or \$0.08 per diluted share). These retirements included five Boeing MD-11 aircraft, four Boeing 757-200 aircraft, and one Airbus A300-600 aircraft, and align with Federal Express's fleet reduction and modernization strategy as we continue to improve our global network efficiency and better align air network capacity with anticipated demand. Eight of these permanently retired aircraft were temporarily idled and not in revenue service.

During 2025, we made the decision to permanently retire from service 12 aircraft and eight related engines. These retirements included two Boeing 757-200 aircraft, seven Airbus A300-600 aircraft, three Boeing MD-11 aircraft, and align with Federal Express's fleet reduction and modernization strategy as we continue to improve our global network efficiency and better align air network capacity with anticipated demand. As a consequence of this decision, a noncash impairment charge of \$21 million (\$16 million, net of tax, or \$0.06 per diluted share) was recorded in 2025.

In 2023 we accelerated the retirement of the entire Boeing MD-11 fleet by the end of 2028. In 2025, we made the decision to extend the retirement plan to have the fleet retired by the end of 2032 to better align the air network capacity of Federal Express to match anticipated shipment volumes. As a result of this decision, we had a net decrease in depreciation expense in 2025 of \$19 million.

In the normal management of our aircraft fleet, we routinely idle aircraft and engines temporarily due to maintenance cycles and adjustments of our network capacity to match seasonality and overall customer demand levels. Temporarily idled assets are classified as available-for-use, and we continue to record depreciation expense associated with these assets. These temporarily idled assets are assessed for impairment and remaining life on a quarterly basis. The criteria for determining whether an asset has been permanently removed from service (and, as a result, is potentially impaired) include, but are not limited to, our global economic outlook and the impact of our outlook on our current and projected volume levels, including capacity needs during our peak shipping seasons; the introduction of new fleet types or decisions to permanently retire an aircraft fleet from operations; and changes to planned service expansion activities. At May 31, 2026, we had 13 jet aircraft temporarily idled. These aircraft have been idled for an average of 23 months and are expected to return to revenue service in order to meet expected demand.

LEASES. We utilize operating leases to finance certain of our aircraft, facilities, and equipment. Such arrangements typically shift the risk of loss on the residual value of the assets at the end of the lease period to the lessor. We had \$17 billion in operating lease liabilities and \$17 billion in related right-of-use assets on the balance sheet as of May 31, 2026. The weighted-average remaining lease term of all operating leases outstanding at May 31, 2026 was 9.2 years.

Our leases generally contain options to extend or terminate the lease. We reevaluate our leases on a regular basis to consider the economic and strategic incentives of exercising the renewal options, and how they align with our operating strategy. Therefore, substantially all the renewal option periods are not included within the lease term and the associated payments are not included in the measurement of the right-of-use asset and lease liability as the options to extend are not reasonably certain at lease commencement. Short-term leases with an initial term of 12 months or less are not recognized in the right-of-use asset and lease liability on the consolidated balance sheets.

The lease liabilities are measured at the lease commencement date and determined using the present value of the minimum lease payments not yet paid and our incremental borrowing rate, which approximates the rate at which we would borrow, on a collateralized basis, over the term of a lease in the applicable currency environment. The interest rate implicit in the lease is generally not determinable in transactions where we are the lessee.

The determination of whether a lease is accounted for as a finance lease or an operating lease requires management to make estimates primarily about the fair value of the asset and its estimated economic useful life. In addition, our evaluation includes ensuring we properly account for build-to-suit lease arrangements and making judgments about whether various forms of lessee involvement allow the lessee to control the underlying leased asset during the construction period. We believe we have well-defined and controlled processes for making these evaluations, including obtaining third-party appraisals for material transactions to assist us in making these evaluations.

GOODWILL. We had \$6.7 billion of recorded goodwill at May 31, 2026 and \$6.6 billion of recorded goodwill at May 31, 2025 from our business acquisitions, representing the excess of the purchase price over the fair value of the net assets acquired. Several factors give rise to goodwill in our acquisitions, such as the expected benefits from synergies of the combination and the existing workforce of the acquired business.

Goodwill is reviewed at least annually for impairment. In our evaluation of goodwill impairment, we perform a qualitative assessment that requires management judgment and the use of estimates to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. An entity has an unconditional option to bypass the qualitative assessment for any reporting unit and proceed directly to performing the quantitative goodwill impairment test. An entity may resume performing the qualitative assessment in any subsequent period. We performed a qualitative assessment of goodwill in the fourth quarter of 2026 and 2025.

As part of our qualitative assessment, we consider changes in the macroeconomic environment such as the general economic conditions, limitations on accessing capital, fluctuations in foreign exchange rates, and other developments in equity and credit markets.

When we perform quantitative assessments, we compare the fair value of the reporting unit to its carrying value (including attributable goodwill). Fair value is estimated using standard valuation methodologies (principally the income or market approach classified as Level 3 within the fair value hierarchy) incorporating market participant considerations and management's assumptions on revenue growth rates, operating margins, discount rates, and expected capital expenditures. Estimates used by management can significantly affect the outcome of the impairment test. Changes in forecasted operating results and other assumptions could materially affect these estimates.

We evaluated each of our reporting units during the fourth quarters of 2026 and 2025 and the estimated fair value of each of our reporting units exceeded their carrying values as of the end of 2026 and 2025; therefore, no impairment was recorded during any of the years presented.

LEGAL AND OTHER CONTINGENCIES

We are subject to various loss contingencies in connection with our operations. Contingent liabilities are difficult to measure, as their measurement is subject to multiple factors that are not easily predicted or projected. Further, additional complexity in measuring these liabilities arises due to the various jurisdictions in which these matters occur, which makes our ability to predict their outcome highly uncertain. Moreover, different accounting rules must be employed to account for these items based on the nature of the contingency. Accordingly, significant management judgment is required to assess these matters and to make determinations about the measurement of a liability, if any. Certain pending loss contingencies are described in [Note 19](#) of the accompanying consolidated financial statements. In the opinion of management, the aggregate liability, if any, of individual matters or groups of related matters not specifically described in [Note 19](#) is not expected to be material to our financial position, results of operations, or cash flows. The following describes our methods and associated processes for evaluating these matters.

Because of the complex environment in which we operate, we are subject to numerous legal proceedings and claims, including those relating to general commercial matters, governmental enforcement actions, employment-related claims, vehicle accidents, and service providers. Accounting guidance for contingencies requires an accrual of estimated loss from a contingency, such as a non-income tax or other legal proceeding or claim, when it is probable (i.e., the future event or events are likely to occur) that a loss has been incurred and the amount of the loss can be reasonably estimated. This guidance also requires disclosure of a loss contingency matter when, in management's judgment, a material loss is reasonably possible or probable.

During the preparation of our financial statements, we evaluate our contingencies to determine whether it is probable, reasonably possible, or remote that a liability has been incurred. A loss is recognized for all contingencies deemed probable and reasonably estimable. For unresolved contingencies with potentially material exposure that are deemed reasonably possible, we evaluate whether a potential loss or range of loss can be reasonably estimated.

Our evaluation of these matters is the result of a comprehensive process designed to ensure that accounting recognition of a loss or disclosure of these contingencies is made in a timely manner and involves our legal and accounting personnel, as well as external counsel where applicable. The process includes regular communications during each quarter and scheduled meetings shortly before the issuance of our financial statements to evaluate any new legal proceedings and the status of existing matters.

In determining whether a loss should be accrued or a loss contingency disclosed, we evaluate, among other factors:

- the current status of each matter within the scope and context of the entire lawsuit or proceeding (e.g., the lengthy and complex nature of class-action matters);
- the procedural status of each matter;
- any opportunities to dispose of a lawsuit on its merits before trial (i.e., motion to dismiss or for summary judgment);
- the amount of time remaining before a trial date;
- the status of discovery;
- the status of settlement, arbitration, or mediation proceedings; and
- our judgment regarding the likelihood of success prior to or at trial.

In reaching our conclusions with respect to accrual of a loss or loss contingency disclosure, we take a holistic view of each matter based on these factors and the information available prior to the issuance of our financial statements. Uncertainty with respect to an individual factor or combination of these factors may impact our decisions related to accrual or disclosure of a loss contingency, including a conclusion that we are unable to establish an estimate of possible loss or a meaningful range of possible loss. We update our disclosures to reflect our most current understanding of the contingencies at the time we issue our financial statements. However, events may arise that were not anticipated and the outcome of a contingency may result in a loss to us that differs materially from our previously estimated liability or range of possible loss.

Despite the inherent complexity in the accounting and disclosure of contingencies, we believe that our processes are robust and thorough and provide a consistent framework for management in evaluating the potential outcome of contingencies for proper accounting recognition and disclosure.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

INTEREST RATES. While we currently have market risk sensitive instruments related to interest rates, we do not have significant exposure to changing interest rates on our long-term debt. As disclosed in [Note 6](#) to the accompanying consolidated financial statements, we had outstanding fixed-rate long-term debt (exclusive of finance leases) with an estimated fair value of \$20.9 billion at May 31, 2026 and outstanding fixed-rate long-term debt (exclusive of finance leases) with an estimated fair value of \$17.2 billion at

May 31, 2025. Market risk for long-term debt is estimated as the potential decrease in fair value resulting from a hypothetical 10% increase in interest rates and amounts to approximately \$694 million as of May 31, 2026 and approximately \$600 million as of May 31, 2025. The underlying fair values of our long-term debt were estimated based on quoted market prices or on the current rates offered for debt with similar terms and maturities.

We have interest rate risk with respect to our pension and postretirement benefit obligations. Changes in interest rates impact our liabilities associated with these retirement plans, as well as the amount of pension and postretirement benefit expense recognized. Declines in the value of plan assets could diminish the funded status of our pension plans and potentially increase our requirement to make contributions to the plans. Substantial investment losses on plan assets would also increase net pension expense. See the “Critical Accounting Estimates — Retirement Plans” section of [“Item 7. Management’s Discussion and Analysis of Results of Operations and Financial Condition”](#) of this Annual Report for more information.

FOREIGN CURRENCY. While we are a global provider of transportation, e-commerce, and business services, the majority of our transactions during the periods presented in this Annual Report are denominated in U.S. dollars. The principal foreign currency exchange rate risks to which we are exposed relate to the euro, Chinese yuan, Canadian dollar, British pound, Australian dollar, Mexican peso, Hong Kong dollar, and Japanese yen. Historically, our exposure to foreign currency fluctuations is more significant with respect to our revenue than our expenses, as a significant portion of our expenses are denominated in U.S. dollars, such as aircraft and fuel expenses. Foreign currency fluctuations had a slightly positive impact on operating income in both 2026 and 2025. However, favorable foreign currency fluctuations also may have had an offsetting impact on the price we obtained or the demand for our services, which is not quantifiable. At May 31, 2026, the result of a uniform 10% strengthening in the value of the dollar relative to the currencies in which our transactions are denominated would result in a decrease in operating income of approximately \$541 million for fiscal year 2026, assuming operations were consistent with the prior year. This theoretical calculation assumes that each exchange rate would change in the same direction relative to the U.S. dollar, which is not consistent with our actual experience in foreign currency transactions. In addition to the direct effects of changes in exchange rates, fluctuations in exchange rates also affect the volume of sales or the foreign currency sales price as competitors’ services become more or less attractive. The sensitivity analysis of the effects of changes in foreign currency exchange rates does not factor in a potential change in sales levels or local currency prices.

We maintain derivative financial instruments to manage foreign currency fluctuations related to probable future transactions and cash flows denominated in currencies other than the currency of the transacting entity, which impacts our exposure to foreign currency exchange risk. Certain derivatives are designated as net investment hedges and the gains or losses on those derivatives are reported in accumulated other comprehensive loss within common stockholders’ investment as part of the cumulative translation adjustment. During 2026, we recognized an immaterial amount of losses in other comprehensive income related to our cross-currency swaps and debt designated as a net investment hedge, respectively, which excludes any impact of deferred income taxes. All other derivatives are accounted for at fair value with any gains or losses recorded in income, and were immaterial in 2026. The income statement impact of the derivatives was immaterial in 2025. For additional discussion of our derivatives, see [Note 14](#) of the accompanying consolidated financial statements.

COMMODITY. While we have market risk for changes in the price of jet and vehicle fuel, this risk is largely mitigated by our indexed fuel surcharges. For additional discussion of our indexed fuel surcharges, see the “Results of Operations and Outlook — Consolidated Results — Fuel” section of [“Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”](#)

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MANAGEMENT'S REPORT ON INTERNAL

CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended). Our internal control over financial reporting includes, among other things, defined policies and procedures for conducting and governing our business, sophisticated information systems for processing transactions, and a properly staffed, professional internal audit department. Mechanisms are in place to monitor the effectiveness of our internal control over financial reporting and actions are taken to correct all identified deficiencies. Our procedures for financial reporting include the active involvement of senior management, our Audit and Finance Committee, and our staff of highly qualified financial and legal professionals.

Management, with the participation of our principal executive and financial officers, assessed our internal control over financial reporting as of May 31, 2026, the end of our fiscal year. Management based its assessment on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria).

Based on this assessment, management has concluded that our internal control over financial reporting was effective as of May 31, 2026.

The effectiveness of our internal control over financial reporting as of May 31, 2026, has been audited by Ernst & Young LLP (PCAOB ID: 42), the independent registered public accounting firm who also audited the Company's consolidated financial statements included in this Annual Report. Ernst & Young LLP's report on the Company's internal control over financial reporting is included in this Annual Report.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of FedEx Corporation

Opinion on Internal Control Over Financial Reporting

We have audited FedEx Corporation's internal control over financial reporting as of May 31, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, FedEx Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of May 31, 2026, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of May 31, 2026 and 2025, the related consolidated statements of income, comprehensive income, cash flows and changes in common stockholders' investment for each of the three years in the period ended May 31, 2026, and the related notes and our report dated July 20, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Memphis, Tennessee

July 20, 2026

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of FedEx Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of FedEx Corporation (the Company) as of May 31, 2026 and 2025, the related consolidated statements of income, comprehensive income, cash flows and changes in common stockholders' investment for each of the three years in the period ended May 31, 2026, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at May 31, 2026 and 2025, and the results of its operations and its cash flows for each of the three years in the period ended May 31, 2026, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of May 31, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated July 20, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

U.S. Pension Projected Benefit Obligation

Description of the Matter

The Company sponsors defined benefit pension plans that provide retirement benefits to certain U.S. employees. At May 31, 2026, the Company's aggregated projected benefit obligation for U.S. pension plans was \$27.1 billion, which was less than the \$28.5 billion fair value of U.S. pension plan assets, resulting in a funded status of \$1.4 billion. As explained in [Note 1](#) and [Note 12](#) to the consolidated financial statements, the Company's projected benefit obligation for the U.S. pension plans is measured using actuarial techniques that reflect management's assumptions.

Auditing the projected benefit obligation of the U.S. pension plans was complex due to the highly judgmental nature and significant effect of the discount rate used in the measurement process. The discount rate has a significant effect on the projected benefit obligation and is developed by utilizing the yield on a theoretical portfolio of high-grade corporate bonds with cash flows that are designed to match expected benefit payments in future years.

*How We Addressed
the Matter in Our
Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over management's process for estimating the projected benefit obligation of the U.S. pension plans, including management's review of the discount rate and assessment of the data inputs provided to the actuary.

To test the projected benefit obligation of the U.S. pension plans, our audit procedures included, among others, evaluating the methodologies, discount rate, and the underlying data used by the Company. We compared the actuarial assumptions used by management to historical trends and evaluated the change in the projected benefit obligation of the U.S. pension plans from the prior year due to the change in service cost, interest cost, actuarial gains, and benefit payments. In addition, we involved our actuarial specialists to assist in evaluating management's methodology for determining the discount rate. As part of this assessment, we compared management's selected discount rate to an independently developed range of reasonable discount rates. Additionally, we compared the projected future cash flows of the U.S. pension plans to the prior year projections and compared the current year benefits paid to the prior year projected cash flows. We also tested the completeness and accuracy of the underlying data, including the participant data provided to management's actuarial specialists.

Valuation of Self-Insurance Accruals

*Description of the
Matter*

At May 31, 2026, the Company's self-insurance accruals reflected in the balance sheet were \$6.4 billion. As explained in [Note 1](#) to the consolidated financial statements, self-insurance accruals include costs associated with vehicle accidents, workers' compensation claims, property and cargo loss, general business liabilities, and benefits paid under employee disability programs. These accrued liabilities are primarily based on the actuarially estimated cost of claims, including incurred-but-not-reported (IBNR) claims.

Auditing the Company's self-insurance accruals for vehicle accidents and workers' compensation claims is complex due to the significant measurement uncertainty inherent to the estimate, the application of management judgment, and the use of various actuarial methods. In addition, the accruals are sensitive due to the volume of claims and the amount of time that can pass before the final cost is known.

*How We Addressed
the Matter in Our
Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over management's process for estimating self-insurance accruals for vehicle accidents and workers' compensation claims, including management's review of actuarial estimates and assessment of data underlying the accruals.

To evaluate the self-insurance accruals for vehicle accidents and workers' compensation claims, our audit procedures included, among others, testing the completeness and accuracy of the underlying claims data used by the Company. We involved our actuarial specialists to assist in our evaluation of the methodologies applied by management in establishing the actuarially determined accrual and in reviewing the Company's reinsurance contracts by policy year to assess the Company's self-insured retentions, deductibles, and coverage limits. We compared the Company's accrued amounts to a range developed by our actuarial specialists. Furthermore, we compared the Company's historical estimates of expected incurred losses to actual losses experienced during the current year.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2002.

Memphis, Tennessee

July 20, 2026

FEDEX CORPORATION
CONSOLIDATED BALANCE SHEETS
(IN MILLIONS)

	May 31,	
	2026	2025
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 13,311	\$ 5,502
Receivables, less allowances of \$864 and \$773	12,672	11,368
Spare parts, supplies, and fuel, less allowances of \$324 and \$308	669	602
Prepaid expenses and other	1,251	914
Total current assets	27,903	18,386
PROPERTY AND EQUIPMENT, AT COST		
Aircraft and related equipment	32,107	31,584
Package handling and ground support equipment	19,816	18,878
Information technology	9,942	9,706
Vehicles and trailers	11,150	10,949
Facilities and other	17,911	16,505
Total property and equipment, at cost	90,926	87,622
Less accumulated depreciation and amortization	48,882	45,980
Net property and equipment	42,044	41,642
OTHER LONG-TERM ASSETS		
Operating lease right-of-use assets, net	16,822	16,453
Goodwill	6,733	6,603
Other assets	5,435	4,543
Total other long-term assets	28,990	27,599
TOTAL ASSETS	\$ 98,937	\$ 87,627

The accompanying notes are an integral part of these consolidated financial statements.

FEDEX CORPORATION
CONSOLIDATED BALANCE SHEETS
(IN MILLIONS, EXCEPT SHARE DATA)

	May 31,	
	2026	2025
LIABILITIES AND COMMON STOCKHOLDERS' INVESTMENT		
CURRENT LIABILITIES		
Accrued expenses	\$ 5,725	\$ 4,995
Accounts payable	4,327	3,692
Accrued salaries and employee benefits	3,759	2,731
Operating lease liabilities	2,680	2,565
Current portion of long-term debt	1,676	1,428
Short-term borrowings	745	—
Total current liabilities	18,912	15,411
LONG-TERM DEBT, LESS CURRENT PORTION	23,293	19,151
OTHER LONG-TERM LIABILITIES		
Operating lease liabilities	14,549	14,272
Self-insurance accruals	4,413	4,033
Deferred income taxes	3,664	4,205
Pension, postretirement healthcare, and other benefit obligations	1,625	1,698
Other liabilities	834	783
Total other long-term liabilities	25,085	24,991
COMMITMENTS AND CONTINGENCIES		
COMMON STOCKHOLDERS' INVESTMENT		
Preferred stock, no par value; 4 million shares authorized; no shares issued or outstanding	—	—
Common stock, \$0.10 par value; 800 million shares authorized; 318 million shares issued as of May 31, 2026 and 2025	32	32
Additional paid-in capital	4,717	4,290
Retained earnings	44,461	41,402
Accumulated other comprehensive loss	(1,227)	(1,362)
Treasury stock, at cost; 78 million shares as of May 31, 2026 and 80 million shares as of May 31, 2025	(16,336)	(16,288)
Total common stockholders' investment	31,647	28,074
TOTAL LIABILITIES AND COMMON STOCKHOLDERS' INVESTMENT	\$ 98,937	\$ 87,627

The accompanying notes are an integral part of these consolidated financial statements.

FEDEX CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

	Years ended May 31,		
	2026	2025	2024
REVENUE	\$ 94,720	\$ 87,926	\$ 87,693
OPERATING EXPENSES:			
Salaries and employee benefits	33,844	31,232	30,961
Purchased transportation	23,620	21,768	20,921
Rentals and landing fees	4,883	4,647	4,571
Depreciation and amortization	4,369	4,264	4,287
Fuel	4,052	3,775	4,710
Maintenance and repairs	3,330	3,245	3,291
Separation and other costs	771	38	—
Business optimization and realignment costs	366	756	582
Goodwill and other asset impairment charges	23	21	157
Other	13,999	12,963	12,654
TOTAL OPERATING EXPENSES	89,257	82,709	82,134
OPERATING INCOME	5,463	5,217	5,559
OTHER INCOME (EXPENSE):			
Interest expense	(970)	(789)	(745)
Other retirement plans income	885	713	722
Interest income	437	363	370
Other, net	(22)	(63)	(70)
TOTAL OTHER INCOME (EXPENSE)	330	224	277
INCOME BEFORE INCOME TAXES	5,793	5,441	5,836
PROVISION FOR INCOME TAXES	1,360	1,349	1,505
NET INCOME	\$ 4,433	\$ 4,092	\$ 4,331
EARNINGS PER COMMON SHARE:			
Basic	\$ 18.71	\$ 16.96	\$ 17.41
Diluted	\$ 18.55	\$ 16.81	\$ 17.21

The accompanying notes are an integral part of these consolidated financial statements.

FEDEX CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(IN MILLIONS)

	Years ended May 31,		
	2026	2025	2024
NET INCOME	\$ 4,433	\$ 4,092	\$ 4,331
OTHER COMPREHENSIVE INCOME (LOSS):			
Foreign currency translation adjustments, net of tax benefits of \$6 in 2026, \$13 in 2025, and \$5 in 2024	145	2	(60)
Prior service credit arising during period, net of tax (expense) of \$0 in 2026, \$0 in 2025, and (\$11) in 2024	—	—	36
Amortization of prior service credits and other, net of tax benefit of \$1 in 2026, \$6 in 2025, and \$2 in 2024	(10)	(5)	(8)
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	135	(3)	(32)
COMPREHENSIVE INCOME	\$ 4,568	\$ 4,089	\$ 4,299

The accompanying notes are an integral part of these consolidated financial statements.

FEDEX CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN MILLIONS)

	Years ended May 31,		
	2026	2025	2024
OPERATING ACTIVITIES			
Net income	\$ 4,433	\$ 4,092	\$ 4,331
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	4,369	4,264	4,287
Provision for uncollectible accounts	946	521	421
Other noncash items including leases and deferred income taxes	2,937	3,156	2,919
Stock-based compensation	177	154	163
Retirement plans mark-to-market adjustments	(647)	(515)	(561)
Goodwill and other asset impairment charges	23	21	157
Separation and other costs, net of payments	248	15	—
Business optimization and realignment costs, net of payments	(48)	43	26
Changes in assets and liabilities:			
Receivables	(2,247)	(1,780)	(270)
Other current assets	(121)	90	(43)
Pension and postretirement healthcare assets and liabilities, net	(169)	(553)	(522)
Accounts payable and other liabilities	(933)	(2,460)	(2,553)
Other, net	(43)	(12)	(43)
Cash provided by operating activities	8,925	7,036	8,312
INVESTING ACTIVITIES			
Capital expenditures	(3,809)	(4,055)	(5,176)
Purchase of investments	(682)	(262)	(176)
Proceeds from sale of investments	483	110	38
Proceeds from asset dispositions, and other investing activities, net	97	115	114
Cash used in investing activities	(3,911)	(4,092)	(5,200)
FINANCING ACTIVITIES			
Proceeds from debt issuances	5,289	—	—
Short-term borrowings, net	742	—	—
Principal payments on debt	(2,049)	(157)	(147)
Proceeds from stock issuances	992	524	491
Dividends paid	(1,374)	(1,339)	(1,259)
Purchase of common stock	(796)	(3,017)	(2,500)
Other, net	(55)	(30)	(11)
Cash provided by (used in) financing activities	2,749	(4,019)	(3,426)
Effect of exchange rate changes on cash	46	76	(41)
Net increase (decrease) in cash and cash equivalents	7,809	(999)	(355)
Cash and cash equivalents at beginning of period	5,502	6,501	6,856
Cash and cash equivalents at end of period	\$ 13,311	\$ 5,502	\$ 6,501

The accompanying notes are an integral part of these consolidated financial statements.

FEDEX CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN COMMON STOCKHOLDERS' INVESTMENT
(IN MILLIONS, EXCEPT SHARE DATA)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at May 31, 2023	\$ 32	\$ 3,769	\$ 35,259	\$ (1,327)	\$ (11,645)	\$ 26,088
Net income	—	—	4,331	—	—	4,331
Other comprehensive loss, net of tax of \$4	—	—	—	(32)	—	(32)
Purchases of common stock (9.8 million shares)	—	(22)	—	—	(2,495)	(2,517)
Cash dividends declared (\$3.78 per share)	—	—	(941)	—	—	(941)
Employee incentive plans and other (3.1 million shares issued)	—	241	—	—	412	653
Balance at May 31, 2024	32	3,988	38,649	(1,359)	(13,728)	27,582
Net income	—	—	4,092	—	—	4,092
Other comprehensive loss, net of tax of \$19	—	—	—	(3)	—	(3)
Purchases of common stock (10.9 million shares)	—	(21)	—	—	(2,999)	(3,020)
Issuance of treasury stock for acquisition	—	42	—	—	48	90
Cash dividends declared (\$5.52 per share)	—	—	(1,339)	—	—	(1,339)
Employee incentive plans and other (2.9 million shares issued)	—	281	—	—	391	672
Balance at May 31, 2025	32	4,290	41,402	(1,362)	(16,288)	28,074
Net income	—	—	4,433	—	—	4,433
Other comprehensive income, net of tax of \$7	—	—	—	135	—	135
Purchases of common stock (3.3 million shares)	—	—	—	—	(775)	(775)
Cash dividends declared (\$5.80 per share)	—	—	(1,374)	—	—	(1,374)
Employee incentive plans and other (5.0 million shares issued)	—	427	—	—	727	1,154
Balance at May 31, 2026	\$ 32	\$ 4,717	\$ 44,461	\$ (1,227)	\$ (16,336)	\$ 31,647

The accompanying notes are an integral part of these consolidated financial statements.

FEDEX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF BUSINESS SEGMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DESCRIPTION OF BUSINESS SEGMENTS. FedEx Corporation (“FedEx”) provides a broad portfolio of transportation, e-commerce, and business services, offering integrated business solutions utilizing our flexible, efficient, and intelligent global network. During the fiscal years ended May 31, 2026 and 2025, our primary operating companies were Federal Express Corporation (“Federal Express”), the world’s largest express transportation company and a leading North American provider of small-package ground delivery services, and FedEx Freight, Inc. (“FedEx Freight”), a leading North American provider of less-than-truckload (“LTL”) freight transportation services.

Federal Express operates a unified, fully integrated air-ground express network under the respected FedEx brand. FedEx Freight provides LTL freight transportation services as a separate subsidiary. Prior to June 1, 2026, Federal Express and FedEx Freight represented our major service lines and constituted our reportable segments.

On June 1, 2026, we completed the spin-off of FedEx Freight into a new, publicly traded company (the “Spin-Off”). As a result of the Spin-Off, effective June 1, 2026, FedEx will no longer consolidate the FedEx Freight business, and FedEx Freight will no longer be a reportable segment. Following the Spin-Off, we realigned our internal reporting and management structure, resulting in the identification of two new reportable segments: Express U.S. Domestic and Express International. These changes had no impact on our consolidated results of operations or financial position. See [Note 20](#) for additional information.

FISCAL YEARS. Except as otherwise specified, references to years indicate our fiscal year ended May 31, 2026 or ended May 31 of the year referenced, and comparisons are to the corresponding period of the prior year.

Effective June 1, 2026, we changed our fiscal year end from May 31 to December 31. As a result, we will report operating results covering the seven-month transition period from June 1, 2026 through December 31, 2026 (the “Transition Period”) in a Transition Report on Form 10-K. Following the Transition Period, we will report our operating results on a calendar-year basis, beginning with the fiscal year ending December 31, 2027.

PRINCIPLES OF CONSOLIDATION. The consolidated financial statements include the accounts of FedEx and its subsidiaries, substantially all of which are wholly owned. All significant intercompany accounts and transactions have been eliminated in consolidation.

REVENUE RECOGNITION.

Satisfaction of Performance Obligation

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the basis of revenue recognition in accordance with U.S. generally accepted accounting principles (“GAAP”). To determine the proper revenue recognition method for contracts, we evaluate whether two or more contracts should be combined and accounted for as one single contract and whether the combined or single contract should be accounted for as more than one performance obligation. For most of our contracts, the customer contracts with us to provide distinct services within a single contract, primarily transportation services. Substantially all of our contracts with customers for transportation services include only one performance obligation, the transportation services themselves. However, if a contract is separated into more than one performance obligation, we allocate the total transaction price to each performance obligation in an amount based on the estimated relative standalone selling prices of the promised goods or services underlying each performance obligation. We frequently sell standard transportation services with observable standalone sales prices. In these instances, the observable standalone sales are used to determine the standalone selling price.

For transportation services, revenue is recognized over time as we perform the services in the contract because of the continuous transfer of control to the customer. Our customers receive the benefit of our services as the goods are transported from one location to another. If we were unable to complete delivery to the final location, another entity would not need to reperform the transportation service already performed. As control transfers over time, revenue is recognized based on the extent of progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the products or services to be provided. We use the cost-to-cost measure of progress for our package delivery contracts because it best depicts the transfer of control to the customer which occurs as we incur costs on our contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenue, including ancillary or accessorial fees and reductions for estimated customer incentives, is recorded proportionally as costs are incurred. Costs to fulfill include labor and other direct costs and an allocation of indirect costs. For our FedEx Freight and freight forwarding contracts, an output method of progress based on time-in-transit is utilized as the timing of costs incurred does not best depict the transfer of control to the customer.

We also provide customized customer-specific solutions, such as supply chain management solutions and inventory and service parts logistics, through which we provide the service of integrating a complex set of tasks and components into a single capability. For these

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arrangements, the majority of which are conducted by our FedEx Logistics operating segment, the entire contract is accounted for as one performance obligation. For these performance obligations, we typically have a right to consideration from customers in an amount that corresponds directly with the value to the customers of our performance completed to date, and as such we recognize revenue in the amount to which we have a right to invoice the customer.

Contract Modification

Contracts are often modified to account for changes in the rates we charge our customers or to add additional distinct services. We consider contract modifications to exist when the modification either creates new enforceable rights and obligations or alters the existing arrangement. Contract modifications that add distinct goods or services are treated as separate contracts. Contract modifications that do not add distinct goods or services typically change the price of existing services. These contract modifications are accounted for prospectively as the remaining performance obligations are distinct.

Variable Consideration

Certain contracts contain customer incentives, guaranteed service refunds, and other provisions that can either increase or decrease the transaction price. These incentives are generally awarded based upon achieving certain performance metrics. We estimate variable consideration as the most likely amount to which we expect to be entitled. We include estimated amounts of revenue, which may be reduced by incentives or other contract provisions, in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based on an assessment of anticipated customer spending and all information (historical, current, and forecasted) that is reasonably available to us.

Principal vs. Agent Considerations

Transportation services are provided with the use of employees and independent businesses that contract with FedEx. GAAP requires us to evaluate whether our businesses themselves promise to transfer services to the customer (as the principal) or to arrange for services to be provided by another party (as the agent) using a control model. Based on our evaluation of the control model, we determined that FedEx is the principal to the transaction for most of these services and revenue is recognized on a gross basis based on the transfer of control to the customer. Costs associated with independent businesses providing transportation services are recognized as incurred and included within "Purchased transportation" in the accompanying consolidated statements of income.

Our contract logistics, global trade services, and certain transportation businesses engage in certain transactions wherein they act as agents. Revenue from these transactions is recorded on a net basis. Net revenue includes billings to customers less third-party charges, including transportation or handling costs, fees, commissions, and taxes and duties.

Contract Assets and Liabilities

Contract assets include unbilled amounts resulting from in-transit shipments, as we have an unconditional right to payment only once all performance obligations have been completed (e.g., packages have been delivered). Contract assets are generally classified as current, and the full balance is converted each quarter based on the short-term nature of the transactions. Our contract liabilities consist of advance payments and billings in excess of revenue. The full balance of deferred revenue is converted each quarter based on the short-term nature of the transactions.

Contract assets were \$760 million and \$526 million at May 31, 2026 and May 31, 2025, respectively. Contract assets are included within "Receivables" in the accompanying consolidated balance sheets. Contract liabilities related to advance payments from customers were \$20 million and \$23 million at May 31, 2026 and May 31, 2025, respectively. Contract liabilities are included within "Accrued expenses" in the accompanying consolidated balance sheets.

Payment Terms

Certain of our revenue-producing transactions are subject to taxes and duties, such as sales tax, assessed by governmental authorities. We present these revenues net of tax. Under the typical payment terms of our customer contracts, the customer pays at periodic intervals (e.g., every 15 days, 30 days, 45 days, etc.) for shipments included on invoices received. It is not customary business practice to extend payment terms past 90 days, and as such, we do not have a practice of including a significant financing component within our revenue contracts with customers.

Disaggregation of Revenue

See [Note 13](#) for disclosure of disaggregated revenue for the periods ended May 31. This presentation is consistent with how we organize our segments internally for making operating decisions and measuring performance.

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CREDIT RISK. We routinely grant credit to many of our customers for transportation and business services without collateral. The risk of credit loss in our trade receivables is substantially mitigated by our credit evaluation process, short collection terms, and sales to a large number of customers, as well as the low revenue per transaction for most of our services. Allowances for potential credit losses are determined based on historical experience and the impact of current economic conditions. Historically, credit losses have been within management's expectations.

ADVERTISING. Advertising and promotion costs are expensed as incurred and are classified in other operating expenses. Advertising and promotion expenses were \$436 million in 2026, \$425 million in 2025, and \$421 million in 2024.

CASH EQUIVALENTS. Cash in excess of current operating requirements is invested in short-term, interest-bearing instruments with maturities of three months or less at the date of purchase and is stated at cost, which approximates market value.

SPARE PARTS, SUPPLIES, AND FUEL. Spare parts (principally aircraft-related) are reported at weighted-average cost. Allowances for obsolescence are provided for spare parts currently identified as excess or obsolete as well as expected to be on hand at the date the aircraft are retired from service. These allowances are provided over the estimated useful life of the related aircraft and engines. The majority of our supplies and fuel are reported at weighted-average cost.

PROPERTY AND EQUIPMENT. Expenditures for major additions, improvements, and flight equipment modifications are capitalized when such costs are determined to extend the useful life of the asset or are part of the cost of acquiring the asset. Expenditures for equipment overhaul costs of engines or airframes prior to their operational use are capitalized as part of the cost of such assets as they are costs required to ready the asset for its intended use. Maintenance and repairs costs are charged to expense as incurred, except for certain aircraft engine maintenance costs incurred under third-party service agreements. These agreements result in costs being expensed based on cycles or hours flown and are subject to annual escalation. These service contracts transfer risk to third-party service providers and generally fix the amount we pay for maintenance to the service provider as a rate per cycle or flight hour, in exchange for maintenance and repairs under a predefined maintenance program. We capitalize certain direct internal and external costs associated with the development of internal-use software, including implementation of cloud computing service arrangements. Gains and losses on sales of property used in operations are classified within operating expenses and historically have been nominal.

For financial reporting purposes, we record depreciation and amortization of property and equipment on a straight-line basis over the asset's service life or related lease term, if shorter. For income tax purposes, depreciation is computed using accelerated methods when applicable.

The depreciable lives and net book value of our property and equipment are as follows (dollars in millions):

	Range	Net Book Value at May 31,	
		2026	2025
Wide-body aircraft and related equipment	18 to 30 years	\$ 18,027	\$ 18,202
Narrow-body and feeder aircraft and related equipment	5 to 30 years	1,635	1,750
Package handling and ground support equipment	3 to 15 years	7,430	7,573
Information technology	3 to 7 years	1,422	1,568
Vehicles and trailers	3 to 15 years	4,285	4,075
Facilities and other	1 to 33 years	9,245	8,474

Substantially all property and equipment have no material residual values. The majority of aircraft costs are depreciated on a straight-line basis over 18 to 30 years. We periodically evaluate the estimated service lives and residual values used to depreciate our property and equipment.

Depreciation and amortization expense, excluding gains and losses on sales of property and equipment used in operations, was \$4.4 billion in 2026, \$4.3 billion in 2025, and \$4.3 billion in 2024. Depreciation and amortization expense includes amortization of assets under finance leases.

CAPITALIZED INTEREST. Interest on funds used to finance the acquisition and modification of aircraft, including purchase deposits, construction of certain facilities, and development of certain software up to the date the asset is ready for its intended use, is capitalized and included in the cost of the asset if the asset is actively under construction. Capitalized interest was \$52 million in 2026, \$55 million in 2025, and \$81 million in 2024.

IMPAIRMENT OF LONG-LIVED ASSETS. Long-lived assets are reviewed for impairment when circumstances indicate the carrying value of an asset may not be recoverable. For assets that are to be held and used, an impairment is recognized when the estimated undiscounted cash flows associated with the asset or group of assets is less than their carrying value. If impairment exists, an

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adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined based on quoted market values, discounted cash flows, or internal and external appraisals, as applicable. Assets to be disposed of are carried at the lower of carrying value or estimated net realizable value.

We operate integrated transportation networks so cash flows for most of our operating assets to be held and used are assessed at a network level, not at an individual asset level, for our analysis of impairment.

In 2026, we made the decision to permanently retire from service ten aircraft, resulting in a noncash impairment charge of \$23 million (\$18 million, net of tax, or \$0.08 per diluted share). These retirements included four Boeing 757 aircraft, one Airbus A300 aircraft, and five Boeing MD-11 aircraft, and align with Federal Express's fleet reduction and modernization strategy as we continue to improve our global network efficiency and better align air network capacity with anticipated demand. Eight of these permanently retired aircraft were temporarily idled and not in revenue service.

In 2025, we made the decision to permanently retire from service 12 aircraft and eight related engines, resulting in a noncash impairment charge of \$21 million (\$16 million, net of tax, or \$0.06 per diluted share). These retirements included two Boeing 757-200 aircraft, seven Airbus A300-600 aircraft, three Boeing MD-11 aircraft, and align with Federal Express's fleet reduction and modernization strategy. All of these permanently retired aircraft were temporarily idled and not in revenue service.

In 2024, we made the decision to permanently retire from service 22 Boeing 757-200 aircraft and seven related engines to align with Federal Express's fleet reduction and modernization strategy. As a consequence of this decision, a noncash impairment charge of \$157 million (\$120 million, net of tax, or \$0.48 per diluted share) was recorded in 2024.

In the normal management of our aircraft fleet, we routinely idle aircraft and engines temporarily due to maintenance cycles and adjustments of our network capacity to match seasonality and overall customer demand levels. Temporarily idled assets are classified as available-for-use, and we continue to record depreciation expense associated with these assets. These temporarily idled assets are assessed for impairment and remaining life on a quarterly basis. The criteria for determining whether an asset has been permanently removed from service (and, as a result, is potentially impaired) include, but are not limited to, our global economic outlook and the impact of our outlook on our current and projected volume levels, including capacity needs during our peak shipping seasons; the introduction of new fleet types or decisions to permanently retire an aircraft fleet from operations; and changes to planned service expansion activities. At May 31, 2026, we had 13 jet aircraft temporarily idled. These aircraft have been idled for an average of 23 months and are expected to return to revenue service in order to meet expected demand.

GOODWILL. Goodwill is recognized for the excess of the purchase price over the fair value of tangible and identifiable intangible net assets of businesses acquired. Several factors give rise to goodwill in our acquisitions, such as the expected benefits from synergies of the combination and the existing workforce of the acquired business. Goodwill is reviewed at least annually for impairment. In our evaluation of goodwill impairment, we perform a qualitative assessment to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the qualitative assessment is not conclusive, we proceed to test goodwill for impairment, including comparing the fair value of the reporting unit to its carrying value (including attributable goodwill). Fair value for our reporting units is determined using an income or market approach incorporating market participant considerations and management's assumptions on revenue growth rates, operating margins, discount rates, and expected capital expenditures. Fair value determinations may include both internal and third-party valuations. Unless circumstances otherwise dictate, we perform our annual impairment testing in the fourth quarter. See [Note 4](#) for additional information.

INTANGIBLE ASSETS. Intangible assets primarily include customer relationships, technology assets, and trademarks acquired in business combinations. Intangible assets are amortized over periods ranging from 1 to 15 years, either on a straight-line basis or on a basis consistent with the pattern in which the economic benefits are realized. See [Note 4](#) for additional information.

PENSION AND POSTRETIREMENT HEALTHCARE PLANS. Our defined benefit pension and other postretirement benefit plans are measured using actuarial techniques that reflect management's assumptions for discount rate, investment returns on plan assets, salary increases, expected retirement, mortality, and employee turnover. We determine the discount rate (which is required to be the rate at which the projected benefit obligation ("PBO") could be effectively settled as of the measurement date) with the assistance of actuaries, who calculate the yield on a theoretical portfolio of high-grade corporate bonds (rated Aa or better) with cash flows that are designed to match our expected benefit payments in future years. We use the fair value of plan assets to calculate the expected return on assets ("EROA") for interim and segment reporting purposes. Our EROA is a judgmental estimate which is reviewed on an annual basis and revised as appropriate.

The accounting guidance related to employers' accounting for defined benefit pension and other postretirement plans requires recognition in the balance sheet of the funded status of these plans. We use "mark-to-market" (or "MTM") accounting and immediately recognize changes in the fair value of plan assets and actuarial gains or losses in our results annually in the fourth quarter each year. The annual MTM adjustment is recognized at the corporate level and does not impact segment results. The remaining

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components of pension and postretirement healthcare expense, primarily service and interest costs and the EROA, are recorded on a quarterly basis. Only service cost is recognized in segment level operating results.

INCOME TAXES. Deferred income taxes are provided for the tax effect of temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements. The liability method is used to account for income taxes, which requires deferred taxes to be recorded at the statutory rate expected to be in effect when the taxes are paid.

Deferred income tax assets represent amounts available to reduce income taxes payable on taxable income in future years. Such assets arise because of temporary differences between the financial reporting and tax bases of assets and liabilities, as well as from net operating loss, capital loss, and tax credit carryforwards. We evaluate the recoverability of these future tax deductions and credits by assessing the adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings, and available tax planning strategies. These sources of income rely heavily on estimates to make this determination and, as a result, there is a risk that these estimates will have to be revised as new information is received. To the extent we do not consider it more likely than not that a deferred tax asset will be recovered, a valuation allowance is established. We believe we will generate sufficient future taxable income to realize the tax benefits related to the remaining net deferred tax assets in the consolidated balance sheets that are not subject to valuation allowances. We record taxes for net controlled foreign corporation ("CFC") tested income (formerly global intangible low-taxed income) as a period cost.

We recognize liabilities for uncertain income tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as we must determine the probability of various possible outcomes. We reevaluate these uncertain tax positions on a quarterly basis or when new information becomes available to management. These reevaluations are based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, successfully settled issues under audit, and new audit activity. Such a change in recognition or measurement could result in the recognition of a tax benefit or an increase to the related provision.

We classify interest related to income tax liabilities as interest expense, and if applicable, penalties are recognized as a component of income tax expense. The income tax liabilities and accrued interest and penalties that are due within one year of the balance sheet date are presented as current liabilities. The noncurrent portion of our income tax liabilities and accrued interest and penalties are included within "Other liabilities" in the accompanying consolidated balance sheets.

SELF-INSURANCE ACCRUALS. We are self-insured for costs associated with workers' compensation claims, vehicle accidents, property and cargo loss, general business liabilities, and benefits paid under employee disability programs. Accruals are primarily based on the actuarially estimated cost of claims, which includes incurred-but-not-reported claims. Current workers' compensation claims, vehicle and general liability, and long-term disability are included within "Accrued expenses" in the accompanying consolidated balance sheets. We self-insure up to certain limits that vary by operating company and type of risk. Claims costs are recognized on a gross basis and a receivable is recorded for amounts covered by third-party insurance. Periodically, we evaluate the level of insurance coverage and adjust insurance levels based on risk tolerance and premium expense.

We are also self-insured for certain short-term employee healthcare claims, which are included within "Accrued expenses" in the accompanying consolidated balance sheets.

LEASES. We lease certain facilities, aircraft, equipment, and vehicles under operating and finance leases. A determination of whether a contract contains a lease is made at the inception of the arrangement. Our leased facilities include national, regional, and metropolitan sorting facilities; retail facilities; and administrative buildings.

Our leases generally contain options to extend or terminate the lease. We reevaluate our leases on a regular basis to consider the economic and strategic incentives of exercising the renewal options, and how they align with our operating strategy. Therefore, substantially all the renewal option periods are not included within the lease term and the associated payments are not included in the measurement of the right-of-use asset and lease liability as the options to extend are not reasonably certain at lease commencement. Short-term leases with an initial term of 12 months or less are not recognized in the right-of-use asset and lease liability within the consolidated balance sheets.

The lease liabilities are measured at the lease commencement date and determined using the present value of the minimum lease payments not yet paid and our incremental borrowing rate, which approximates the rate at which we would borrow, on a collateralized basis, over the term of a lease in the applicable currency environment. The interest rate implicit in the lease is generally not determinable in transactions where we are the lessee.

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For real estate leases, we account for lease components and non-lease components (such as common area maintenance) as a single lease component. Certain real estate leases require additional payments based on sales volume and index-based rate increases, as well as reimbursement for real estate taxes, common area maintenance, and insurance, which are expensed as incurred as variable lease costs. Certain leases contain fixed lease payments for items such as real estate taxes, common area maintenance, and insurance. These fixed payments are considered part of the lease payment and included in the right-of-use asset and lease liability. See [Note 7](#) for additional information.

DERIVATIVE FINANCIAL INSTRUMENTS. We record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether we have elected to designate a derivative in a hedging relationship and apply hedge accounting, and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We may enter into derivative contracts that are intended to economically hedge certain of our risk, even though hedge accounting does not apply or we elect not to apply hedge accounting. We are not subject to any master netting agreements.

SUPPLIER FINANCE PROGRAM. We offer voluntary Supply Chain Finance (“SCF”) programs through financial institutions to certain of our suppliers. We agree to commercial terms with our suppliers, including prices, quantities, and payment terms, and they issue invoices to us based on the agreed-upon contractual terms. If our suppliers choose to participate in the SCF programs, they determine which invoices, if any, to sell to the financial institutions to receive an early discounted payment, while we settle the invoice amount with the financial institutions on the payment due dates. We guarantee these payments with the financial institutions.

Amounts due to our suppliers that participate in the SCF programs are included within “Accounts payable” in the accompanying consolidated balance sheets. We have been informed by the participating financial institutions that as of May 31, 2026 and May 31, 2025, suppliers have been approved to sell to them \$109 million and \$71 million, respectively, of our outstanding payment obligations. A rollforward of obligations confirmed and paid during the years ended May 31 is presented below (in millions):

	2026	2025
Confirmed obligations outstanding at the beginning of the year	\$ 71	\$ 94
Invoices confirmed during the year	748	625
Confirmed invoices paid during the year	(711)	(651)
Currency translation adjustments	1	3
Confirmed obligations outstanding at the end of the year	<u>\$ 109</u>	<u>\$ 71</u>

FOREIGN CURRENCY TRANSLATION. Translation gains and losses of foreign operations that use local currencies as the functional currency are accumulated and reported, net of applicable deferred income taxes, as a component of accumulated other comprehensive loss (“AOCL”) within “Common stockholders’ investment” in the accompanying consolidated balance sheets. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the local currency are included within “Other, net” in the accompanying consolidated statements of income and were immaterial for each period presented.

EMPLOYEES UNDER COLLECTIVE BARGAINING ARRANGEMENTS. The pilots at Federal Express, who are a small number of its total employees, are represented by the Air Line Pilots Association, International (“ALPA”) and are employed under a newly ratified collective bargaining agreement (“CBA”). The new CBA was ratified by Federal Express pilots in a vote concluded on June 9, 2026, and is the product of several years of bargaining under the Railway Labor Act of 1926, as amended (“RLA”), including mediation by the National Mediation Board (the U.S. governmental agency that oversees labor agreements for entities covered by the RLA). The new CBA took effect June 29, 2026, and is scheduled to become amendable in December 2030. For more information, see [Note 20](#).

In addition to our pilots, certain of Federal Express’s non-U.S. employees are unionized. FedEx believes its employee relations are excellent. See “[Item 1A. Risk Factors](#)” of this Annual Report for more information.

INVESTMENTS IN EQUITY AND DEBT SECURITIES. Investments in equity securities with a readily determinable fair value are carried at fair value and are classified as Level 1 investments in the fair value hierarchy. Level 1 investments are valued at the closing price or last trade reported on the major market on which the individual securities are traded. For equity securities without readily determinable fair values that qualify for the net asset value (“NAV”) practical expedient, we have elected to apply the NAV practical

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expedient to estimate fair value. Changes in fair value are included in “Other, net” in the accompanying consolidated statements of income.

We apply the measurement alternative to all other investments in equity securities without a readily determinable fair value. Under the measurement alternative these equity securities are accounted for at cost, with adjustments for observable changes in prices and impairments included within “Other, net” in the accompanying consolidated statements of income. We perform a qualitative assessment each reporting period to evaluate whether these equity securities are impaired. Our assessment includes a review of recent operating results and trends and other publicly available data. If an investment is impaired, we write it down to its estimated fair value.

Investments in debt securities, which are considered short-term investments, are classified as “available-for-sale” and are carried at fair value. Realized gains and losses on available-for-sale debt securities are included within “Other, net” in the accompanying consolidated statements of income while unrealized gains and losses, net of tax, are included within AOCL in the accompanying consolidated balance sheet.

Investments in equity securities and debt securities are included within “Other assets” and “Prepaid expenses and other,” respectively, in the accompanying consolidated balance sheets.

On February 9, 2026, InPost S.A. (“InPost”) and a consortium including FedEx announced a conditional agreement on an intended recommended all-cash public offer for all issued and outstanding shares of InPost at an offer price of €15.60 (cum dividend) per share (the “Offer”). Post-completion, the consortium will be structured with FedEx holding 37%. InPost will continue to operate as a standalone company. The Offer and the transactions contemplated thereby (the “Transaction”) are subject to certain customary closing conditions, including, among others, the receipt of regulatory approvals. Based upon the proposed Offer price, FedEx’s investment is valued at approximately €2.20 billion. FedEx intends to fund its portion of the Offer by utilizing available cash balances, existing or new liquidity sources, or a combination thereof. The Transaction is expected to be completed in the second half of calendar 2026.

STOCK-BASED COMPENSATION. The accounting guidance related to share-based payments requires recognition of compensation expense for stock-based awards using a fair value method. We use the Black-Scholes option pricing model to calculate the fair value of stock options. The value of restricted stock awards, restricted stock units (“RSUs”), and performance stock units (“PSUs”) are based on the stock price of the award on the grant date. We record stock-based compensation expense within “Salaries and employee benefits” in the accompanying consolidated statements of income. We issue new shares or treasury shares from stock repurchases to cover employee stock option exercises and restricted stock grants. Shares not issued for restricted stock grants are available to be issued for stock option grants.

TREASURY SHARES. In March 2024, our Board of Directors authorized a stock repurchase program for repurchases of up to \$5.0 billion of FedEx common stock. As of May 31, 2026, \$1.3 billion remained available to use for repurchases under our 2024 stock repurchase program. During fiscal year 2026, 3.3 million shares were repurchased through accelerated share repurchase (“ASR”) agreements or open market transactions under this program at an average price of \$233.07 per share for a total of \$776 million. Share repurchases had a benefit of \$0.21 per diluted share in 2026.

During fiscal year 2025, 10.9 million shares were repurchased under the stock repurchase program through ASR agreements or open market transactions at an average price of \$274.34 per share for a total of \$3.0 billion. Share repurchases had a benefit of \$0.44 per diluted share in 2025. During fiscal year 2024, 9.8 million shares were repurchased at an average price of \$255.34 per share for a total of \$2.5 billion.

The final number of shares delivered upon settlement of the ASR agreements was determined based on a discount to the volume-weighted average price of our stock during the term of the transaction. The repurchased shares were accounted for as a reduction to “Common stockholders’ investment” in the accompanying consolidated balance sheets and resulted in a reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted earnings per share.

DIVIDENDS DECLARED PER COMMON SHARE. On June 8, 2026, our Board of Directors declared a quarterly cash dividend of \$1.22 per share of common stock. The dividend was paid on July 7, 2026 to stockholders of record as of the close of business on June 22, 2026. Each quarterly dividend payment is subject to review and approval by our Board of Directors, and we evaluate our dividend payment amount on an annual basis. There are no material restrictions on our ability to declare dividends, nor are there any material restrictions on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans, or advances.

BUSINESS OPTIMIZATION AND REALIGNMENT COSTS. Our business optimization and realignment costs relate to transformation initiatives aimed to improve long-term profitability, drive efficiency within and between our transportation segments, lower our overhead and support costs, and transform our digital capabilities. Costs included in “Business optimization and realignment costs” in the accompanying consolidated statements of income relate to our Network 2.0 program, our international operational transformation programs, our DRIVE initiatives commenced in prior years, and the Europe workforce reduction plan announced in June 2024.

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The table below summarizes the changes to amounts accrued associated with business optimization and realignment costs during 2026 and 2025:

	2026	2025
Business optimization and realignment costs accrued, beginning of period	\$ (227)	\$ (155)
Expense incurred	(352)	(756)
Amounts paid	419	684
Business optimization and realignment costs accrued, end of period	<u>\$ (160)</u>	<u>\$ (227)</u>

We incurred business optimization and realignment costs of \$366 million (\$285 million, net of tax, or \$1.19 per diluted share) in 2026, of which \$14 million related to impairment of property and equipment. The remaining costs were primarily related to severance, professional services, and incentive payments to our contracted service providers, and are included in Federal Express and Corporate, other, and eliminations. We incurred business optimization and realignment costs of \$756 million (\$577 million, net of tax, or \$2.37 per diluted share) in 2025. These costs were primarily related to professional services and severance and are included in Federal Express and Corporate, other, and eliminations. We incurred costs associated with our business optimization and realignment activities of \$582 million (\$444 million, net of tax, or \$1.77 per diluted share) in 2024. These costs were primarily related to professional services and severance and are included in Corporate, other, and eliminations and Federal Express.

Network 2.0

Network 2.0 is our multi-year effort to improve the efficiency with which FedEx picks up, transports, and delivers packages in the U.S. and Canada. Through Network 2.0, we continue to consolidate our sortation facilities and equipment, reduce pickup-and-delivery routes, and optimize our enterprise linehaul network by moving beyond discrete collaboration to an end-to-end optimized network. We have implemented Network 2.0 optimization in approximately 410 locations in the U.S. and Canada as of May 31, 2026. Service providers will handle the pickup and delivery of Federal Express packages in some locations while employee couriers will handle others. We completed Canada's implementation of Network 2.0 in the fourth quarter of fiscal year 2025 and expect to complete the U.S. implementation by the end of calendar 2027.

International operational transformation programs

In January 2026, FedEx initiated operational transformation programs in certain international locations designed to modernize, streamline, and optimize international domestic operations. These transformation programs may reduce approximately 5,000 operational employees, as well as changing working locations and schedules for up to 800 operational employees and is expected to occur over approximately 18 months, subject to required consultation processes in accordance with local country regulations.

We expect the combined pre-tax costs of severance benefits, legal and professional fees, and facilities-related exit costs to range from \$225 million to \$325 million, substantially all of which are cash expenditures. These charges are expected to be incurred through calendar year 2028 and will be recorded as business optimization expenses. In 2026, we incurred \$147 million of costs related to these programs. The timing and amount of our business optimization expenses and the related cost savings associated with this operational transformation program are dependent on local country consultation processes, regulations and the negotiation of social plans, and may change as we revise and implement our plans.

Europe workforce reduction plan

Our workforce reduction plan in Europe to reduce structural costs, announced in June 2024, is now fully complete as of May 31, 2026. The plan occurred over an 18-month period in accordance with local country processes and regulations and impacted approximately 1,400 employees across back-office and commercial functions. Savings from the plan are expected to be approximately \$150 million on an annualized basis beginning in calendar 2026.

Pre-tax costs for severance benefits and legal and professional fees related to the plan were recorded as business optimization expenses. In 2026 and 2025, we incurred \$13 million and \$235 million, respectively, of costs related to this plan.

The identification of costs as business optimization and realignment-related expenditures is subject to our disclosure controls and procedures.

SEPARATION AND OTHER COSTS. Our separation and other costs relate to the Spin-Off and fiscal year change, as noted above in the "[Description of Business Segments and Fiscal Years sections of Note 1](#)." See also [Note 20](#) for further information.

FEDEX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The table below summarizes the changes to amounts accrued associated with separation and other costs during 2026 and 2025:

	2026	2025
Separation and other costs accrued, beginning of period	\$ (15)	\$ —
Expense incurred	(777)	(56)
Amounts paid	529	41
Separation and other costs accrued, end of period	<u>\$ (263)</u>	<u>\$ (15)</u>

Spin-Off

We incurred costs related to the Spin-Off of \$744 million (\$589 million, net of tax, or \$2.46 per diluted share) in 2026. These costs primarily consist of professional services and an employee incentive plan related to the Spin-Off. Separation costs of \$738 million are included within “Separation and other costs,” and separation costs of \$6 million are included within “Other, net” in the accompanying consolidated statements of income. These costs are included in FedEx Freight; Corporate, other, and eliminations; and Federal Express. In 2025, we incurred costs related to the Spin-Off of \$56 million (\$44 million, net of tax, or \$0.18 per diluted share). Professional and legal fees of \$38 million are included within “Separation and other costs,” and \$18 million related to a debt exchange offer and consent solicitation transactions discussed in [Note 6](#) are included within “Other, net” in the accompanying consolidated statements of income. These costs are included in Corporate, other, and eliminations. Costs included in “Separation and other costs” for 2025 were reclassified from “Other” to conform to the current period presentation. This change had no impact on total operating income or net income. Additionally, “Separation and other costs, net of payments” of \$15 million were reclassified from “Changes in assets and liabilities: Accounts payable and other liabilities” in the consolidated statements of cash flows for 2025. We did not incur any Spin-Off costs in 2024.

Fiscal year change

We incurred costs related to the fiscal year change of \$33 million (\$26 million, net of tax, or \$0.11 per diluted share) in 2026. These costs were primarily related to professional services and are included in the “Separation and other costs” caption of the accompanying consolidated statements of income. Costs associated with the fiscal year change are included in Federal Express and Corporate, other, and eliminations. We did not incur any costs related to the fiscal year change in 2025 or 2024.

USE OF ESTIMATES. The preparation of our consolidated financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, the reported amounts of revenue and expenses, and the disclosure of contingent liabilities. Management makes its best estimate of the ultimate outcome for these items based on historical trends and other information available when the financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate, which is typically in the period when new information becomes available to management. Areas where the nature of the estimate makes it reasonably possible that actual results could materially differ from amounts estimated include self-insurance accruals, retirement plan obligations, long-term incentive accruals, tax liabilities, loss contingencies, litigation claims, impairment assessments on long-lived assets (including goodwill) that rely on projections of future cash flows, and purchase price allocations.

NOTE 2: RECENT ACCOUNTING GUIDANCE

New accounting rules and disclosure requirements can significantly affect our reported results and the comparability of our financial statements. We believe the following new accounting guidance is relevant to the readers of our financial statements.

Recently Adopted Accounting Standards

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The new requirements enhance detail regarding the amount of cash taxes paid and the reconciliation of our effective tax rate. We adopted this standard effective June 1, 2025 (fiscal 2026) on a prospective basis. See [Note 11](#) for further discussion about income taxes.

New Accounting Standards and Accounting Standards Not Yet Adopted

In May 2026, the FASB issued ASU 2026-02, Environmental Credits and Environmental Credit Obligations (Topic 818), which establishes accounting requirements for environmental credits and environmental credit obligations (“ECOs”). The ASU introduces a comprehensive model that establishes recognition, measurement, presentation, and disclosure requirements for environmental credits and, when applicable, compliance obligations that may be settled by using environmental credits. The new accounting standard will be effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. We are assessing the effect of this update on our consolidated financial statements and related disclosures.

FEDEX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements, which clarifies the applicability of the interim reporting guidance, the types of interim reporting, and the form and content of interim financial statements in accordance with U.S. GAAP. Per the FASB, the amendment does not intend to change the fundamental nature of interim reporting or expand or reduce current interim disclosure requirements but rather provide clarity and improve navigability of the existing interim reporting requirements. The update will be effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. We are assessing the effect of this update on our consolidated financial statements and related disclosures.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets, which simplifies the application of the current expected credit loss model for current accounts receivable and current contract assets under Accounting Standards Codification 606. The update will be effective for annual reporting periods beginning after December 15, 2025, and interim periods within those annual reporting periods. Early adoption is permitted. We are assessing the effect of this update on our consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which expands disclosures about specific expense categories at interim and annual reporting periods. The update will be effective for annual periods beginning after December 15, 2026 and interim periods within annual reporting periods beginning after December 15, 2027. We are assessing the effect of this update on our consolidated financial statements and related disclosures.

Other accounting pronouncements issued, but not effective until after May 31, 2026, are not expected to have a material impact on our consolidated financial statements, related disclosures, or internal controls.

NOTE 3: CREDIT LOSSES

We are exposed to credit losses primarily through our trade receivables. We assess ability to pay for certain customers by conducting a credit review, which considers the customer's established credit rating and our assessment of creditworthiness. We determine the allowance for credit losses on accounts receivable using a combination of specific reserves for accounts that are deemed to exhibit credit loss indicators and general reserves that are determined using loss rates based on historical write-offs by geography and recent forecast information, including underlying economic expectations. During the year, changes in macroeconomic conditions, including the impact of tariffs, contributed to higher bad-debt write-offs compared to the prior year. These factors were considered in our assessment of expected credit losses and the determination of the allowance. We update our estimate of credit loss reserves monthly.

Changes in the allowance for credit losses for the years ended May 31 were as follows:

	2026	2025
Allowance, beginning of period	\$ 438	\$ 436
Current period provision for expected credit losses	946	521
Write-offs charged against allowance	(1,896)	(1,422)
Recoveries collected	1,022	903
Allowance, end of period	<u>\$ 510</u>	<u>\$ 438</u>

FEDEX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4: GOODWILL AND OTHER INTANGIBLE ASSETS

GOODWILL. The carrying amount of goodwill attributable to each reportable operating segment and changes therein are as follows (in millions):

	Federal Express Segment	FedEx Freight Segment	Corporate, Other, and Eliminations	Total
Goodwill at May 31, 2024	\$ 5,769	\$ 771	\$ 1,961	\$ 8,501
Accumulated impairment charges	—	(133)	(1,945)	(2,078)
Balance as of May 31, 2024	5,769	638	16	6,423
Goodwill acquired ⁽²⁾	38	—	—	38
Other ⁽¹⁾	142	—	—	142
Balance as of May 31, 2025	5,949	638	16	6,603
Goodwill acquired ⁽²⁾	5	—	—	5
Other ⁽¹⁾	125	—	—	125
Balance as of May 31, 2026	6,079	638	16	6,733
Accumulated goodwill impairment charges as of May 31, 2026	\$ —	\$ (133)	\$ (1,945)	\$ (2,078)

⁽¹⁾ Primarily currency translation adjustments.

⁽²⁾ Goodwill acquired related to the acquisition of RouteSmart Technologies.

We evaluated each of our reporting units during the fourth quarters of 2026 and 2025 and the estimated fair value of each of our reporting units exceeded their carrying values as of the end of 2026 and 2025; therefore, no impairment was recorded during any of the years presented.

OTHER INTANGIBLE ASSETS. The summary of our intangible assets and related accumulated amortization at May 31, 2026 and 2025 is as follows (in millions):

	2026			2025		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Customer relationships	\$ 591	\$ (505)	\$ 86	\$ 580	\$ (454)	\$ 126
Technology	132	(65)	67	132	(53)	79
Trademarks and other	1	(1)	—	1	(1)	—
Total	<u>\$ 724</u>	<u>\$ (571)</u>	<u>\$ 153</u>	<u>\$ 713</u>	<u>\$ (508)</u>	<u>\$ 205</u>

Amortization expense for intangible assets was \$54 million in 2026, \$48 million in 2025, and \$47 million in 2024.

Expected amortization expense for the next five years ending May 31 is as follows (in millions):

2027	\$ 53
2028	51
2029	11
2030	10
2031	9

FEDEX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5: SELECTED CURRENT LIABILITIES

The components of selected current liabilities at May 31 were as follows (in millions)

	2026	2025
Accrued salaries and employee benefits		
Salaries	\$ 1,447	\$ 1,083
Employee benefits, including variable compensation	1,559	796
Compensated absences	753	852
	<u>\$ 3,759</u>	<u>\$ 2,731</u>
Accrued expenses		
Self-insurance accruals	\$ 1,969	\$ 1,858
Taxes other than income taxes	392	372
Other	3,364	2,765
	<u>\$ 5,725</u>	<u>\$ 4,995</u>

FEDEX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6: LONG-TERM DEBT AND OTHER FINANCING ARRANGEMENTS

The components of long-term debt (net of discounts and debt issuance costs), along with maturity dates for the years subsequent to May 31, 2026, are as follows (in millions):

	Interest Rate %	Fiscal Year of Maturity	May 31,	
			2026	2025
Senior secured debt:	1.875	2034	\$ 679	\$ 729
Senior unsecured debt:	3.25	2026	—	749
	3.40	2028	499	498
	4.20-4.30	2029	1,392	398
	3.10-4.90	2030	2,340	1,738
	2.40-4.65	2031	1,985	992
	4.95	2033	693	—
	4.90	2034	496	496
	3.90	2035	495	495
	5.25	2036	988	—
	3.25	2041	740	740
	3.875-4.10	2043	985	985
	5.10	2044	742	742
	4.10	2045	641	641
	4.55-4.75	2046	2,463	2,462
	4.40	2047	736	736
	4.05	2048	987	986
	4.95	2049	836	835
	5.25	2050	1,226	1,225
	4.50	2065	245	245
	7.60	2098	237	237
Euro senior unsecured debt:	0.45	2026	—	569
	1.625	2027	1,455	1,422
	0.45	2029	695	679
	1.30	2032	168	566
	0.95-3.50	2033	1,328	734
	4.125	2038	404	—
Total senior unsecured debt			22,776	19,170
Finance lease obligations			1,514	680
			24,969	20,579
Less current portion			1,676	1,428
			\$ 23,293	\$ 19,151

Interest on our U.S. dollar fixed-rate notes is paid semi-annually. Interest on our euro fixed-rate notes is paid annually. The weighted-average interest rate on long-term debt was 3.8% as of May 31, 2026. Long-term debt, including current maturities and exclusive of finance leases, had estimated fair values of \$20.9 billion at May 31, 2026 and \$17.2 billion at May 31, 2025. The estimated fair values were determined based on quoted market prices and the current rates offered for debt with similar terms and maturities. The fair value of our long-term debt is classified as Level 2 within the fair value hierarchy. This classification is defined as a fair value determined using market-based inputs other than quoted prices that are observable for the liability, either directly or indirectly.

We have a shelf registration statement filed with the SEC that allows us to sell, in one or more future offerings, any combination of our unsecured debt securities and common stock and allows pass-through trusts formed by Federal Express to sell, in one or more future offerings, pass-through certificates.

FEDEX CORPORATION
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FEDEX CORPORATION

Long-Term Debt

In connection with the Spin-Off, we redeemed in full the €354.9 million aggregate principal amount of our 1.30% senior notes due 2031 on May 28, 2026. The redemption was funded with available liquidity and resulted in the extinguishment of the notes. An immaterial loss on the extinguishment of debt was recorded in the period ended May 31, 2026.

During the first quarter of 2026, we issued €850 million of senior unsecured debt under our current shelf registration statement, comprised of €500 million of 3.50% fixed-rate notes due in July 2032 and €350 million of 4.13% fixed-rate notes due in July 2037. We used a portion of the net proceeds to repay the €500 million aggregate principal amount outstanding of our 0.45% notes due at maturity in August 2025. The remaining net proceeds may be used for general corporate purposes. On April 1, 2026, we repaid at maturity the \$750 million principal amount of our 3.25% senior notes due 2026 using available cash. No amounts remained outstanding under these notes as of May 31, 2026.

The following table sets forth the future scheduled principal payments due for the next five years ending May 31 and thereafter on our long-term debt (in millions):

	Debt Principal
2027	\$ 1,506
2028	552
2029	2,751
2030	1,802
2031	2,052
Thereafter	15,031
Subtotal	23,694
Discount and debt issuance costs	(239)
Total debt	<u>\$ 23,455</u>

Credit Agreements

We have a \$1.75 billion three-year credit agreement (the “Three-Year Credit Agreement”) and a \$1.75 billion five-year credit agreement (the “Five-Year Credit Agreement”) and together with the Three-Year Credit Agreement, the “Credit Agreements”). Each of the Credit Agreements has a \$125 million letter of credit sublimit. The Credit Agreements are available to finance our operations and other cash flow needs. In addition, our Board of Directors has authorized up to \$3.5 billion in commercial paper. Our commercial paper program is backed by unused commitments under the Credit Agreements, and borrowings under the program reduce the amount available to borrow under the Credit Agreements.

We issued \$750 million of commercial paper, which remained outstanding as of May 31, 2026, at a weighted-average interest rate of 4.19%. No additional amounts were outstanding under the Credit Agreements, resulting in \$2.8 billion remaining available as of May 31, 2026.

During the second quarter of 2026, we amended the Credit Agreements with a syndicate of banks and other financial institutions to update certain provisions in anticipation of the Spin-Off and incorporate certain other customary changes. Among other changes, the amendments (i) released FedEx Freight from its guarantees under the Credit Agreements upon consummation of the Spin-Off and (ii) extended the expiration of the Three-Year Credit Agreement from March 2027 to March 2028 and the expiration of the Five-Year Credit Agreement from March 2029 to March 2030.

The Credit Agreements contain a financial covenant requiring us to maintain a ratio of debt (excluding debt incurred by affiliates of FedEx Freight to finance distributions to FedEx and other transactions related to the Spin-Off and certain other customary items) to consolidated earnings (excluding noncash retirement plans MTM adjustments; noncash pension service costs; noncash asset impairment charges; and, subject to certain limitations, business optimization and restructuring expenses, pro forma cost savings and synergies associated with an acquisition, and transaction costs, fees, and expenses and synergies and cost savings related to the Spin-Off) before interest, taxes, depreciation, and amortization (“adjusted EBITDA”) of not more than 3.5 to 1.0, calculated as of the last day of each fiscal quarter on a rolling four-quarters basis.

The aggregate amount of adjustments for business optimization and restructuring expenses and pro forma cost savings and synergies associated with an acquisition may not exceed 10% of adjusted EBITDA (calculated after giving effect to any such add-back and such cap and all other permitted add-backs and adjustments) in any period. Additionally, following the consummation of an acquisition for

FEDEX CORPORATION
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which the aggregate cash consideration is at least \$250 million, FedEx may elect to increase the ratio to 4.0 to 1.0 with respect to the last day of the fiscal quarter during which such acquisition is consummated and the last day of each of the immediately following three consecutive fiscal quarters, provided that there must be at least two consecutive fiscal quarters between such elections during which the ratio is 3.5 to 1.0. The ratio of our debt to adjusted EBITDA was 1.8 to 1.0 at May 31, 2026.

The financial covenant discussed above is the only significant restrictive covenant in the Credit Agreements. The Credit Agreements contain other customary covenants that do not, individually or in the aggregate, materially restrict the conduct of our business. We are in compliance with the financial covenant and all other covenants in the Credit Agreements and do not expect the covenants to affect our operations, including our liquidity or expected funding needs. If we failed to comply with the financial covenant or any other covenants in the Credit Agreements, our access to financing could become limited. Our commercial paper program is backed by unused commitments under the Credit Agreements.

FEDERAL EXPRESS.

Long-Term Debt

Federal Express has issued \$970 million of Pass-Through Certificates, Series 2020-1AA (the “Certificates”) with a fixed interest rate of 1.875% due in February 2034 utilizing pass-through trusts. The Certificates are secured by 19 Boeing aircraft with a net book value of \$1.5 billion at May 31, 2026. The payment obligations of Federal Express in respect of the Certificates are fully and unconditionally guaranteed by FedEx.

FEDEX FREIGHT.

Unsecured Notes

On February 5, 2026, FedEx Freight Holding Company, Inc. (“FedEx Freight Holding”) issued \$3.7 billion of senior unsecured debt in an unregistered offering, comprised of \$1.0 billion of 4.30% fixed-rate notes due in March 2029, \$1.0 billion of 4.65% fixed-rate notes due in March 2031, \$700 million of 4.95% fixed-rate notes due in March 2033, and \$1.0 billion of 5.25% fixed-rate notes due in March 2036 (together, the “FedEx Freight Notes”). FedEx Freight Holding has agreed to file with the SEC an exchange registration statement with respect to an exchange offer for the FedEx Freight Notes and the related guarantees or a shelf registration statement for the resale of the FedEx Freight Notes and the related guarantees.

Credit Facilities

On January 15, 2026, FedEx Freight Holding entered into (i) a five-year revolving credit facility in an aggregate committed amount of \$1.2 billion (the “FedEx Freight Revolving Credit Facility”) and (ii) a three-year delayed draw term loan facility in the aggregate principal amount of \$600 million (the “FedEx Freight Term Loan Facility”) and together with the FedEx Freight Revolving Credit Facility, the “FedEx Freight Credit Agreements”). The availability of borrowings under the commitments in respect of the FedEx Freight Revolving Credit Facility was conditioned on the consummation of the Spin-Off. On May 27, 2026, FedEx Freight Holding drew down the full \$600 million available under the FedEx Freight Term Loan Facility.

In connection with the Spin-Off, FedEx Freight Holding paid a \$4.1 billion cash dividend to FedEx, funded by the net proceeds of the FedEx Freight Notes and borrowings under the FedEx Freight Term Loan Facility, as consideration for FedEx’s contribution of assets to FedEx Freight Holding in connection with the Spin-Off. FedEx Freight Holding’s obligations under the FedEx Freight Notes and the FedEx Freight Credit Agreements were jointly and severally guaranteed by FedEx and FedEx Freight Holding until the consummation of the Spin-Off, at which point FedEx was released from such respective guarantees and such obligations were transferred in full to FedEx Freight Holding. Refer to [Note 20](#) for additional information.

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NOTE 7: LEASES

The following table is a summary of the components of net lease cost for the period ended May 31 (in millions)

	2026	2025
Operating lease cost	\$ 3,518	\$ 3,421
Finance lease cost:		
Amortization of right-of-use assets	68	31
Interest on lease liabilities	36	17
Total finance lease cost	104	48
Short-term lease cost	499	484
Variable lease cost	1,925	1,840
Net lease cost	\$ 6,046	\$ 5,793

Supplemental cash flow information related to leases for the period ended May 31 is as follows (in millions):

	2026	2025
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows paid for operating leases	\$ 3,511	\$ 3,422
Operating cash flows paid for interest portion of finance leases	34	17
Financing cash flows paid for principal portion of finance leases	254	101
Right-of-use assets obtained in exchange for new operating lease liabilities	3,273	1,945
Right-of-use assets obtained in exchange for new finance lease liabilities	1,086	352

Supplemental balance sheet information related to leases as of May 31 is as follows (dollars in millions):

	2026	2025
Operating leases:		
Operating lease right-of-use assets, net	\$ 16,822	\$ 16,453
Current portion of operating lease liabilities	\$ 2,680	\$ 2,565
Operating lease liabilities	14,549	14,272
Total operating lease liabilities	\$ 17,229	\$ 16,837
Finance leases:		
Net property and equipment	\$ 1,609	\$ 621
Current portion of long-term debt	\$ 170	\$ 59
Long-term debt, less current portion	1,344	621
Total finance lease liabilities	\$ 1,514	\$ 680
Weighted-average remaining lease term:		
Operating leases	9.2	9.7
Finance leases	10.2	19.6
Weighted-average discount rate:		
Operating leases	4.22 %	3.98 %
Finance leases	4.06 %	3.90 %

We utilize certain aircraft, land, facilities, retail locations, and equipment under finance and operating leases that expire at various dates through 2078. We leased less than 1% of our total aircraft fleet under operating leases as of May 31, 2026 and less than 1% as of May 31, 2025. A portion of our supplemental aircraft are leased by us under agreements that provide for cancellation upon 30 days' notice. Our leased facilities include national, regional, and metropolitan sorting facilities; retail facilities; and administrative buildings.

FEDEX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of future minimum lease payments under non-cancelable operating and finance leases with an initial or remaining term in excess of one year at May 31, 2026 is as follows (in millions):

	Aircraft and Related Equipment	Facilities and Other	Total Operating Leases	Finance Leases	Total Leases
2027	\$ 130	\$ 3,130	\$ 3,260	\$ 233	\$ 3,493
2028	119	2,882	3,001	543	3,544
2029	112	2,469	2,581	218	2,799
2030	103	2,104	2,207	201	2,408
2031	103	1,733	1,836	110	1,946
Thereafter	296	7,845	8,141	609	8,750
Total lease payments	863	20,163	21,026	1,914	22,940
Less imputed interest	(138)	(3,659)	(3,797)	(400)	(4,197)
Present value of lease liability	\$ 725	\$ 16,504	\$ 17,229	\$ 1,514	\$ 18,743

While certain of our lease agreements contain covenants governing the use of the leased assets or require us to maintain certain levels of insurance, none of our lease agreements include material financial covenants or limitations.

As of May 31, 2026, FedEx has entered into additional leases which have not yet commenced and are therefore not part of the right-of-use asset and liability. These leases are generally for build-to-suit facilities and equipment and have undiscounted future payments of approximately \$1.4 billion and will commence when FedEx gains beneficial access to the leased asset. Commencement dates are expected to be from calendar years 2026 to 2028.

Federal Express makes payments under certain leveraged operating leases that are sufficient to pay principal and interest on certain pass-through certificates. The pass-through certificates are not direct obligations of, or guaranteed by, FedEx or Federal Express.

We are the lessee under certain leases covering a portion of our leased aircraft in which the lessors are trusts established specifically to purchase, finance, and lease these aircraft to us. These leasing entities are variable interest entities. We are not the primary beneficiary of the leasing entities, as the lease terms are at market at the inception of the lease and do not include a residual value guarantee, fixed-price purchase option, or similar feature that obligates us to absorb decreases in value or entitles us to participate in increases in the value of the aircraft. Therefore, we are not required to consolidate any of these entities as the primary beneficiary. Our maximum exposure under these leases is included in the summary of future minimum lease payments.

NOTE 8: ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table provides changes in AOCL, net of tax, reported in the consolidated financial statements for the years ended May 31 (in millions; amounts in parentheses indicate debits to AOCL):

	2026	2025	2024
Foreign currency translation loss:			
Balance at beginning of period	\$ (1,420)	\$ (1,422)	\$ (1,362)
Translation adjustments	145	2	(60)
Balance at end of period	\$ (1,275)	\$ (1,420)	\$ (1,422)
Retirement plans adjustments:			
Balance at beginning of period	\$ 58	\$ 63	\$ 35
Prior service credit arising during period	—	—	36
Amortization of prior service credits	(10)	(5)	(8)
Balance at end of period	48	58	63
AOCL at end of period	\$ (1,227)	\$ (1,362)	\$ (1,359)

NOTE 9: STOCK-BASED COMPENSATION

Our total stock-based compensation expense for the years ended May 31 was as follows (in millions):

	2026	2025	2024
Stock-based compensation expense	\$ 177	\$ 154	\$ 163

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We have four types of equity-based compensation: stock options, restricted stock, restricted stock units (“RSUs”), and performance stock units (“PSUs”).

STOCK OPTIONS. Under the provisions of our incentive stock plan, key employees and non-employee directors may be granted options to purchase shares of our common stock at a price not less than its fair market value on the date of grant. Vesting requirements are determined at the discretion of the Compensation and Human Resources Committee of our Board of Directors. Option-vesting periods range from one to four years, with the majority of our options vesting ratably over four years. Compensation expense associated with these awards is recognized, net of estimated forfeitures, on a straight-line basis over the requisite service period of the award.

RESTRICTED STOCK AND RSUs. Under the terms of our incentive stock plan, restricted shares of our common stock may be awarded to key employees and non-employee directors. Restrictions on shares of restricted stock expire ratably over a four-year period and restrictions on RSUs granted prior to June 2026 expire after one year (or the date of the next annual meeting of stockholders, if earlier). Restricted stock and RSUs are valued at the market price on the date of award. The terms of our restricted stock provide for continued vesting subsequent to the employee’s retirement (at or after age 55). Compensation expense associated with these awards is recognized on a straight-line basis over the shorter of the requisite service period or the stated vesting period.

PSUs. Under the terms of our incentive stock plan, we granted 92,249 PSUs at target to key employees in September 2025. The PSUs had a grant-date fair value of \$236.89 per share. The PSUs conditionally vest on December 31, 2028, subject to the achievement of specified performance objectives. The number of shares ultimately earned may range from zero to 150% of the target number of PSUs granted, based on performance against goals tied to improvement in operating margin of Federal Express.

ASSUMPTIONS. The key assumptions for the Black-Scholes valuation method include the expected life of the option, stock price volatility, a risk-free interest rate, and dividend yield. The following table includes the weighted-average Black-Scholes value per share of our stock option grants, the intrinsic value of options exercised (in millions), and the key weighted-average assumptions used in the valuation calculations for options granted during the years ended May 31, followed by a discussion of our methodology for developing each of the assumptions used in the valuation model:

	2026	2025	2024
Weighted-average Black-Scholes value per share	\$ 82.66	\$ 104.42	\$ 79.48
Intrinsic value of options exercised	\$ 548	\$ 263	\$ 290
Black-Scholes assumptions:			
Expected lives	6.1 years	6.3 years	6.4 years
Expected volatility	38%	37%	35%
Risk-free interest rate	4.12%	4.59%	3.94%
Dividend yield	2.45%	1.84%	2.03%

The expected life represents an estimate of the period of time options are expected to remain outstanding, and we examine actual stock option exercises to determine the expected life of the options. Options granted have a maximum term of 10 years. Expected volatilities are based on the actual changes in the market value of our stock and are calculated using daily market value changes from the date of grant over a past period equal to the expected life of the options. The risk-free interest rate is the U.S. Treasury Strip rate posted at the date of grant having a term equal to the expected life of the option. The expected dividend yield is the annual rate of dividends per share over the exercise price of the option. Estimates of expected forfeitures are based on historical data.

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The following table summarizes information regarding stock option activity for the year ended May 31, 2026:

	Stock Options			
	Shares Subject to Stock Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions) ⁽¹⁾
Outstanding at June 1, 2025	11,712,352	\$ 222.31		
Granted	1,858,618	243.07		
Exercised	(4,824,124)	209.54		
Forfeited or expired	(333,980)	243.01		
Outstanding at May 31, 2026	8,412,866	233.46	6.2	\$ 1,500
Exercisable	4,871,197	220.65	4.6	931
Expected to vest	3,188,210	251.07	8.4	512
Available for future grants	9,581,694			

⁽¹⁾ Only presented for options with market value at May 31, 2026 in excess of the exercise price of the option.

The options granted during 2026 are primarily related to our principal annual stock option grant in June 2025.

The following table summarizes information regarding vested and unvested restricted stock and RSUs for the year ended May 31, 2026:

	Restricted Stock and RSUs	
	Shares/Units	Weighted-Average Grant-Date Fair Value
Unvested at June 1, 2025	306,279	\$ 253.66
Granted	260,093	236.63
Vested	(143,195)	247.96
Forfeited	(2,839)	236.15
Unvested at May 31, 2026	420,338	247.03
Available for future grants	2,252,275	

During the year ended May 31, 2025, there were 150,967 shares of restricted stock granted with a weighted-average fair value of \$276.44 per share. During the year ended May 31, 2024, there were 169,371 shares of restricted stock granted with a weighted-average fair value of \$239.33 per share. The total fair value of restricted stock vested during the years ended May 31, 2026, 2025, and 2024 was \$35 million, \$40 million, and \$36 million, respectively.

Stock option vesting during the years ended May 31 was as follows:

	Stock Options	
	Vested during the year	Fair value (in millions)
2026	1,594,620	\$ 130
2025	1,896,584	116
2024	2,599,042	137

As of May 31, 2026, there was \$246 million of total unrecognized compensation cost, net of estimated forfeitures, related to unvested share-based compensation arrangements. This compensation expense is expected to be recognized on a straight-line basis over the remaining weighted-average vesting period of approximately two years.

Total shares outstanding or available for grant related to equity compensation at May 31, 2026 represented 8% of the total outstanding common and equity compensation shares and equity compensation shares available for grant.

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NOTE 10: COMPUTATION OF EARNINGS PER SHARE

Basic earnings per share is calculated using the two-class method, which allocates all earnings (distributed and undistributed) to common stock and participating securities. FedEx grants restricted stock under its stock-based compensation programs; these shares receive nonforfeitable dividends during vesting, making them participating securities and a separate class in basic earnings per share.

Diluted earnings per share reflects the potential impact of contingently issuable shares, including awards requiring future service. It is computed under both the two-class and treasury stock methods, with the more dilutive amount reported. For all periods shown, the two-class method produced the more dilutive result.

The calculation of basic and diluted earnings per share for the years ended May 31 was as follows (in millions, except per share amounts):

	2026	2025	2024
Numerator:			
Net earnings allocable to common shares ⁽¹⁾	\$ 4,426	\$ 4,087	\$ 4,325
Denominator:			
Weighted-average common shares for basic earnings per common share	237	241	248
Dilutive effect of stock options and RSUs	2	2	3
Weighted-average common shares for diluted earnings per common share	239	243	251
Basic earnings per common share	<u>\$ 18.71</u>	<u>\$ 16.96</u>	<u>\$ 17.41</u>
Diluted earnings per common share	<u>\$ 18.55</u>	<u>\$ 16.81</u>	<u>\$ 17.21</u>
Anti-dilutive options excluded from diluted earnings per common share	<u>4</u>	<u>5</u>	<u>6</u>

⁽¹⁾ Net earnings available to participating securities were \$7 million in 2026, \$5 million in 2025, and \$6 million in 2024.

NOTE 11: INCOME TAXES

The components of the provision for income taxes for the years ended May 31 were as follows (in millions):

	2026	2025	2024
Current provision			
Domestic:			
Federal	\$ 1,335	\$ 891	\$ 1,184
State and local	186	146	218
Foreign	384	359	265
	<u>\$ 1,905</u>	<u>\$ 1,396</u>	<u>\$ 1,667</u>
Deferred provision			
Domestic:			
Federal	\$ (534)	\$ (302)	\$ (82)
State and local	(2)	20	60
Foreign	(9)	235	(140)
	<u>(545)</u>	<u>(47)</u>	<u>(162)</u>
Total Provision	<u>\$ 1,360</u>	<u>\$ 1,349</u>	<u>\$ 1,505</u>

Income from operations before income taxes for the years ended May 31 were as follows (in millions):

	2026	2025	2024
United States	\$ 4,287	\$ 3,614	\$ 5,289
Foreign	1,506	1,827	547
Total	<u>\$ 5,793</u>	<u>\$ 5,441</u>	<u>\$ 5,836</u>

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Cash paid for income taxes, net of refunds for the year ended May 31, 2026 were as follows (in millions):

	2026
Federal	\$ 1,370
State and local	140
Foreign	402
Total	\$ 1,912

A reconciliation of total income tax expense and the amount computed by applying the statutory federal income tax to income before income taxes for the years ended May 31 is as follows (dollars in millions):

	2026	
	Amount	Percent
Statutory U.S. federal income tax rate	\$ 1,217	21.0 %
State and local income taxes - net of federal benefit ⁽¹⁾	118	2.0 %
Foreign tax effects		
Brazil		
Other	3	— %
Valuation allowances	(97)	(1.6)%
Other jurisdictions	120	2.0 %
Effect of cross-border tax laws	(1)	— %
Tax credits	(47)	(0.8)%
Nontaxable or nondeductible items	14	0.3 %
Changes in unrecognized tax benefits	45	0.8 %
Other adjustments	(12)	(0.2)%
Effective Tax Rate	\$ 1,360	23.5 %

⁽¹⁾ State taxes in Tennessee, Alaska, California, Pennsylvania, Missouri, and Florida made up the majority (greater than 50 percent) of this category.

	2025	2024
Taxes computed at federal statutory rate	\$ 1,143	\$ 1,226
Increases (decreases) in income tax from:		
U.S. and foreign return-to-provision adjustments	5	11
State and local income taxes, net of federal benefit	137	177
Foreign operations	101	65
Non-deductible expenses	72	48
Uncertain tax positions	(5)	(21)
Benefits from share-based payments	(18)	(26)
Valuation allowance	21	59
Foreign tax rate enactments	6	—
State deferred tax remeasurement	—	54
Corporate structuring transactions	(66)	—
Other, net	(47)	(88)
Provision for income taxes	\$ 1,349	\$ 1,505
Effective Tax Rate	24.8 %	25.8 %

The 2026 tax provision includes an income tax benefit of approximately \$100 million from the reduction of a Brazil valuation allowance on certain foreign tax loss carryforwards due to operational changes which impacted the determination of the realizability of the deferred tax asset in that jurisdiction.

The 2025 tax provision includes an income tax benefit of \$66 million from the write-off of U.S. deferred tax balances due to corporate structuring transactions.

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The 2024 tax provision includes an unfavorable income tax expense of \$54 million from the remeasurement of U.S. state deferred tax balances to reflect aggregate temporary differences at the expected applicable tax rates after the merger of FedEx Ground Package System, Inc. (“FedEx Ground”) and FedEx Corporate Services, Inc. (“FedEx Services”) into Federal Express Corporation.

We regularly assess the need for cash in the U.S., as well as in our foreign subsidiaries, and will occasionally repatriate back to the U.S. excess earnings above working capital needs that can be repatriated with an immaterial tax cost. We assert all other earnings, both historical and current in our foreign subsidiaries, are permanently reinvested and therefore no deferred taxes or withholding taxes have been provided, including deferred taxes on any additional outside basis difference (e.g., stock basis differences attributable to acquisition or other permanent differences). Determination of the amount of unrecognized deferred income tax liability related to any remaining undistributed foreign earnings and additional outside basis differences is not practicable.

The significant components of deferred tax assets and liabilities as of May 31 were as follows (in millions):

	2026		2025	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Property, equipment, leases, and intangibles	\$ 4,555	\$ 10,045	\$ 4,515	\$ 10,434
Employee benefits	862	424	725	291
Self-insurance accruals	1,367	—	1,247	—
Other	637	56	591	42
Net operating loss/credit carryforwards	1,035	—	1,123	—
Valuation allowances	(438)	—	(523)	—
	<u>\$ 8,018</u>	<u>\$ 10,525</u>	<u>\$ 7,678</u>	<u>\$ 10,767</u>

The net deferred tax liabilities as of May 31 have been classified in the balance sheets as follows (in millions):

	2026	2025
Noncurrent deferred tax assets ⁽¹⁾	\$ 1,157	\$ 1,116
Noncurrent deferred tax liabilities	(3,664)	(4,205)
	<u>\$ (2,507)</u>	<u>\$ (3,089)</u>

⁽¹⁾ Noncurrent deferred tax assets are included within “Other assets” in the accompanying consolidated balance sheets.

We have approximately \$3.0 billion of net operating loss carryovers in various foreign jurisdictions, \$1.1 billion of state operating loss carryovers, and \$130 million of U.S. federal operating loss and capital loss carryovers. The valuation allowances primarily represent amounts reserved for operating loss carryforwards, which expire over varying periods starting in the Transition Period. Therefore, we establish valuation allowances if it is more likely than not that deferred income tax assets will not be realized. The total change in the valuation allowance reflects certain balance sheet items. Income statement impacts are reflected in our effective tax rate reconciliation. The decrease in the valuation allowance during 2026 includes \$100 million related to foreign tax loss carryforwards described above. We believe that we will generate sufficient future taxable income to realize the tax benefits related to the remaining net deferred tax assets in the consolidated balance sheets. See [Note 1](#) for more information on our policy for assessing the recoverability of deferred tax assets and valuation allowances.

We are subject to taxation in the U.S. and various U.S. state, local, and foreign jurisdictions. We are currently under examination by the IRS for the 2016 through 2021 tax years. It is reasonably possible that certain income tax return proceedings will be completed during the next 12 months and could result in a change in our balance of unrecognized tax benefits. However, we believe we have recorded adequate amounts of tax, including interest and penalties, for any adjustments expected to occur.

During 2021, we filed suit in U.S. District Court for the Western District of Tennessee challenging the validity of a tax regulation related to the one-time transition tax on unrepatriated foreign earnings, which was enacted as part of the Tax Cuts and Jobs Act (“TCJA”). Our lawsuit sought to have the court declare this regulation invalid and order the refund of overpayments of U.S. federal income taxes for 2018 and 2019 attributable to the denial of foreign tax credits under the regulation. We have recorded a cumulative benefit of \$249 million attributable to our interpretation of the TCJA and the Internal Revenue Code. In March 2023, the District Court ruled that the regulation is invalid and contradicts the plain terms of the tax code. On February 13, 2025, the District Court ruled again in our favor with regard to a new argument raised by the U.S. government. On June 4, 2025, the District Court validated the amount of refunds owed for 2018 and 2019, which includes the foreign tax credits previously denied.

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On August 1, 2025, the U.S. government filed a notice to appeal the decision to the U.S. Court of Appeals for the Sixth Circuit. The government submitted its opening brief on January 7, 2026, and FedEx filed its response on March 23, 2026. The government filed its reply brief on May 13, 2026. Oral arguments are scheduled for July 30, 2026. If we are ultimately unsuccessful in defending our position, we may be required to reverse the benefit previously recorded.

A reconciliation of the beginning and ending amount of unrecognized tax benefits for the years ended May 31 is as follows (in millions):

	2026	2025	2024
Balance at beginning of year	\$ 155	\$ 186	\$ 212
Increases for tax positions taken in the current year	37	31	5
Increases for tax positions taken in prior years	22	33	4
Decreases for tax positions taken in prior years	(23)	(11)	(3)
Settlements	(20)	(87)	(31)
Changes due to currency translation	3	3	(1)
Balance at end of year	<u>\$ 174</u>	<u>\$ 155</u>	<u>\$ 186</u>

Our liabilities recorded for uncertain tax positions include \$161 million at May 31, 2026 and \$149 million at May 31, 2025 associated with positions that, if favorably resolved, would provide a benefit to our income tax expense. We classify interest related to income tax liabilities as interest expense and, if applicable, penalties are recognized as a component of income tax expense. The balance of accrued interest and penalties was \$48 million at May 31, 2026 and \$35 million at May 31, 2025.

It is difficult to predict the ultimate outcome or the timing of resolution for tax positions. Changes may result from the conclusion of ongoing audits, appeals, or litigation in state, local, federal, and foreign tax jurisdictions, or from the resolution of various proceedings between U.S. and foreign tax authorities. It is reasonably possible that the amount of the benefit with respect to certain of our unrecognized tax positions will increase or decrease within the next 12 months. However, estimates of the amounts or ranges for individual matters where a material change is reasonably possible cannot be made. We believe we have recorded adequate amounts of tax reserves, including interest and penalties, for any adjustments that may occur.

NOTE 12: RETIREMENT PLANS

We sponsor programs that provide retirement benefits to most of our employees. These programs include defined benefit pension plans, defined contribution plans, and postretirement healthcare plans.

The accounting guidance related to postretirement benefits requires recognition in the balance sheet of the funded status of defined benefit pension and other postretirement benefit plans, and the recognition in either expense or accumulated other comprehensive income of unrecognized gains or losses and prior service costs or credits. We use MTM accounting for the recognition of our actuarial gains and losses related to our defined benefit pension and postretirement healthcare plans as described in [Note 1](#). The funded status is measured as the difference between the fair value of the plan's assets and the PBO of the plan.

A summary of our retirement plan costs for the years ended May 31 is as follows (in millions):

	2026	2025	2024
Defined benefit pension plans	\$ 185	\$ 278	\$ 363
Defined contribution plans	1,264	1,144	968
Postretirement healthcare plans	90	87	85
Retirement plans MTM adjustments	(647)	(515)	(561)
	<u>\$ 892</u>	<u>\$ 994</u>	<u>\$ 855</u>

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The components of the retirement plans MTM adjustments for the years ended May 31 are as follows (in millions):

	2026	2025	2024
Actual versus expected return on assets	\$ (1,386)	\$ 75	\$ (67)
Discount rate change	462	(1,024)	(1,139)
Demographic experience:			
Current year actuarial loss	230	196	67
Change in future assumptions	64	247	577
Pension plan amendments, including curtailment gains	(17)	(9)	1
Total retirement plans MTM adjustments	<u>\$ (647)</u>	<u>\$ (515)</u>	<u>\$ (561)</u>

2026

Net of all fees and expenses, the actual rate of return on our U.S. Pension Plan assets was 12.40%, which was higher than our expected rate of return of 7.00%. Performance was driven by public equities, but all asset classes were additive. The weighted-average discount rate for all our pension and postretirement healthcare plans decreased from 5.87% at May 31, 2025 to 5.72% at May 31, 2026. The demographic experience in 2026 reflects an update to our short-term cash balance interest crediting assumption.

2025

Net of all fees and expenses, the actual rate of return on our U.S. Pension Plan assets was 6.50%, which was lower than our expected rate of return of 6.75%. Performance was driven by public equities and alternatives, offset by fixed-income gains due to higher interest rates. The weighted-average discount rate for all our pension and postretirement healthcare plans increased from 5.53% at May 31, 2024 to 5.87% at May 31, 2025. The demographic experience in 2025 reflects an update to our retirement rate assumption.

2024

Net of all fees and expenses, the actual rate of return on our U.S. Pension Plan assets was 6.80%, which was higher than our expected rate of return of 6.50%. Performance was driven by public equities and alternatives, offset by modest losses in fixed-income assets due to higher interest rates. The weighted-average discount rate for all our pension and postretirement healthcare plans increased from 5.17% at May 31, 2023 to 5.53% at May 31, 2024. The demographic experience in 2024 reflects an update to our retirement rate and short-term cash balance interest crediting assumption.

PENSION PLANS. Our largest pension plan covers certain U.S. employees age 21 and over, with at least one year of service. Pension benefits for most employees are accrued under a cash balance formula we call the Portable Pension Account (“PPA”). Under the PPA, the retirement benefit is expressed as a dollar amount in a notional account that grows with annual credits based on pay, age and years of credited service, and interest on the notional account balance. The PPA benefit is payable as a lump sum or an annuity at retirement at the election of the employee. The plan interest credit rate varies from year to year based on a U.S. Treasury index. Prior to 2009, certain employees earned benefits using a traditional pension formula (based on average earnings and years of service). Benefits under this formula were capped on May 31, 2008 for most employees.

We also sponsor or participate in nonqualified benefit plans covering certain of our U.S. employee groups and other pension plans covering certain of our international employees. The international defined benefit pension plans provide benefits primarily based on earnings and years of service and are funded in compliance with local laws and practices.

In 2020, we announced the closing of our U.S.-based defined benefit pension plans to new non-union employees hired on or after January 1, 2020. We introduced an all-401(k) plan retirement benefit structure for eligible employees with a higher company match of up to 8% across all U.S.-based operating companies in 2022. During calendar 2021, current eligible employees under the PPA pension formula were given a one-time option to continue to be eligible for pension compensation credits under the existing PPA formula and remain in the existing 401(k) plan with its company match of up to 3.5%, or to cease receiving compensation credits under the PPA and move to the new 401(k) plan with the higher match of up to 8%. Changes to the new 401(k) plan structure became effective January 1, 2022. See [Note 1](#) for additional information on potential amendments to our pension plan offered to Federal Express pilots.

In connection with the Spin-Off, and effective June 1, 2026, all eligible Freight employees transitioned to a newly established, dedicated pension plan. Refer to [Note 20](#) for additional information.

POSTRETIREMENT HEALTHCARE PLANS. Certain of our subsidiaries offer medical, dental, and vision coverage to eligible U.S. retirees and their eligible dependents and a small number of international employees. U.S. employees covered by the principal plan become eligible for these benefits at age 55 and older, if they have permanent, continuous service of at least 10 years after attainment of age 45 if hired prior to January 1, 1988, or at least 20 years after attainment of age 35 if hired on or after January 1, 1988.

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The U.S. postretirement healthcare benefit is a lump-sum benefit in a notional retiree health reimbursement account (“HRA”) for eligible participants. The HRA is available to reimburse a participant for qualifying healthcare premium costs and limits our liability to the HRA account balance. The amount of the credit is based on age at retirement. Retiree health coverage was closed to most new employees hired on or after January 1, 2018.

PENSION PLAN ASSUMPTIONS. The accounting for pension and postretirement healthcare plans includes numerous assumptions, such as: discount rates; expected long-term investment returns on plan assets; future salary increases; employee turnover; mortality; and retirement ages.

Weighted-average actuarial assumptions used to determine the benefit obligations and net periodic benefit cost of our plans are as follows:

	U.S. Pension Plans			International Pension Plans			Postretirement Healthcare Plans		
	2026	2025	2024	2026	2025	2024	2026	2025	2024
Discount rate used to determine benefit obligation	5.76 %	5.94 %	5.58 %	4.88 %	4.40 %	4.29 %	5.47 %	5.60 %	5.63 %
Discount rate used to determine net periodic benefit cost	5.94	5.58	5.20	4.40	4.29	4.21	5.60	5.63	5.37
Rate of increase in future compensation levels used to determine benefit obligation	5.46	5.36	5.29	3.35	3.11	3.06	—	—	—
Rate of increase in future compensation levels used to determine net periodic benefit cost	5.36	5.29	5.13	3.11	3.06	3.04	—	—	—
Expected long-term rate of return on assets	7.00	6.75	6.50	4.07	3.59	3.55	—	—	—
Interest crediting rate used to determine benefit obligation	4.07	4.10	4.32	2.70	2.30	2.90	—	—	—
Interest crediting rate used to determine net periodic benefit cost	4.10	4.32	4.23	2.30	2.90	2.40	—	—	—

Our U.S. Pension Plan assets are invested primarily in publicly tradable securities, and our pension plans hold only a minimal investment in FedEx common stock that is entirely at the discretion of third-party pension fund investment managers. As part of our strategy to manage pension costs and funded status volatility, we follow a liability-driven investment strategy to better align plan assets with liabilities.

Establishing the expected future rate of investment return on our pension assets is a judgmental matter, which we review on an annual basis and revise as appropriate. Management considers the following factors in determining this assumption:

- the duration of our pension plan liabilities, which drives the investment strategy we can employ with our pension plan assets;
- the types of investment classes in which we invest our pension plan assets and the expected compound geometric return we can reasonably expect those investment classes to earn over time, net of all fees and expenses; and
- the investment returns we can reasonably expect our investment management program to achieve in excess of the returns we could expect if investments were made strictly in indexed funds.

For consolidated pension expense, we assumed a 7.00% expected long-term rate of return on our U.S. Pension Plan assets in 2026, 6.75% in 2025, and 6.50% in 2024. The historical annual return on our U.S. Pension Plan assets, calculated on a compound geometric basis, was 6.50%, net of all fees and expenses, for the 15-year period ended May 31, 2026.

The investment strategy for our U.S. Pension Plan assets is to utilize a diversified mix of public equities, fixed-income, and alternative investments to earn a long-term investment return that meets our pension plan obligations. Our largest asset classes are Corporate Fixed Income Securities and Government Fixed Income Securities (which are largely benchmarked against the Bloomberg Barclays Long Government, Bloomberg Barclays Long Corporate, or the Bloomberg Barclays 20+ STRIPS indices), and U.S. and non-U.S. Equities (which are mainly benchmarked to the S&P 500 Index and MSCI indices). Accordingly, we do not have any significant concentrations of risk. Active management strategies are utilized within the plan in an effort to realize investment returns in excess of market indices. Our investment strategy also includes the limited use of derivative financial instruments on a discretionary basis to improve investment returns and manage portfolio risk.

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The following is a description of the valuation methodologies used for investments measured at fair value:

- *Cash and cash equivalents.* Level 1 investments include cash, cash equivalents, and foreign currency valued using exchange rates. Level 2 investments include short-term investment funds, which are collective funds priced at a constant value by the administrator of the funds.
- *Domestic, international, and global equities.* Level 1 investments are valued at the closing price or last trade reported on the major market on which the individual securities are traded.
- *Fixed income.* We determine the fair value of Level 2 corporate bonds, U.S. and non-U.S. government securities, and other fixed-income securities by using bid evaluation pricing models or quoted prices of securities with similar characteristics.
- *Alternative Investments.* The valuation of Level 3 investments requires significant judgment due to the absence of quoted market prices, the inherent lack of liquidity, and the long-term nature of such assets. Investments in private equity, debt, real estate, hedge funds, and other private investments are valued at estimated fair value based on quarterly financial information received from the investment advisor and/or general partner. These estimates incorporate factors such as contributions and distributions, market transactions, market comparables, and performance multiples.

The fair values of investments by level and asset category and the weighted-average asset allocations for our U.S. Pension Plans and our most significant international pension plan at the measurement date are presented in the following tables (in millions):

Asset Class (U.S. Plan)	Plan Assets at Measurement Date					
	2026					
	Fair Value	Actual %	Target Range % ⁽¹⁾	Quoted Prices in Active Markets Level 1	Other Observable Inputs Level 2	Unobservable Inputs Level 3
Cash and cash equivalents	\$ 696	2 %	0 - 5 %	\$ 26	\$ 670	\$ —
Equities			30 - 35			
U.S. large cap equity ⁽²⁾	4,149	15		1,556	—	—
International equities ⁽²⁾	2,908	10		1,717	—	—
Global equities ⁽²⁾	1,745	6		—	—	—
U.S. SMID cap equity	528	2		517	11	—
Fixed-income securities			40 - 60			
Corporate	7,013	25		—	7,013	—
Government ⁽²⁾	4,327	15		—	2,240	—
Mortgage-backed and other ⁽²⁾	1,691	6		—	230	—
Alternative investments ⁽²⁾	5,170	18	20 - 30	—	3	1,142
Other	226	1		(34)	260	—
Total U.S. plan assets	<u>\$ 28,453</u>	<u>100 %</u>		<u>\$ 3,782</u>	<u>\$ 10,427</u>	<u>\$ 1,142</u>
Asset Class (International Plan)						
Cash and cash equivalents	\$ 14	4 %		\$ 14	\$ —	\$ —
Fixed-income securities						
Corporate ⁽²⁾	118	34		—	—	—
Government ⁽²⁾	179	52		121	—	—
Other ⁽²⁾	33	10		—	—	—
Total international plan assets	<u>\$ 344</u>	<u>100 %</u>		<u>\$ 135</u>	<u>\$ —</u>	<u>\$ —</u>

⁽¹⁾ Target ranges have not been provided for international plan assets as they are managed at an individual country level.

⁽²⁾ Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy but are included in the total.

FEDEX CORPORATION
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Asset Class (U.S. Plan)	Plan Assets at Measurement Date					
	2025					
	Fair Value	Actual %	Target Range % ⁽¹⁾	Quoted Prices in Active Markets Level 1	Other Observable Inputs Level 2	Unobservable Inputs Level 3
Cash and cash equivalents	\$ 641	2 %	0 - 5%	\$ 34	\$ 607	\$ —
Equities			25 - 40			
U.S. large cap equity ⁽²⁾	3,804	14		1,678	—	—
International equities ⁽²⁾	2,869	11		1,994	—	—
Global equities ⁽²⁾	1,224	5		—	—	—
U.S. SMID cap equity	671	2		662	9	—
Fixed-income securities			40 - 60			
Corporate	6,625	25		—	6,625	—
Government ⁽²⁾	4,142	16		—	2,277	—
Mortgage-backed and other ⁽²⁾	1,648	6		—	229	—
Alternative investments ⁽²⁾	4,972	19	15 - 25	—	—	1,083
Other	5	—		(16)	21	—
Total U.S. plan assets	<u>\$ 26,601</u>	<u>100 %</u>		<u>\$ 4,352</u>	<u>\$ 9,768</u>	<u>\$ 1,083</u>
Asset Class (International Plan)						
Cash and cash equivalents	\$ 12	3 %		\$ 12	\$ —	\$ —
Fixed-income securities						
Corporate ⁽²⁾	118	34		—	—	—
Government ⁽²⁾	184	53		141	—	—
Other ⁽²⁾	35	10		—	—	—
Total international plan assets	<u>\$ 349</u>	<u>100 %</u>		<u>\$ 153</u>	<u>\$ —</u>	<u>\$ —</u>

⁽¹⁾ Target ranges have not been provided for international plan assets as they are managed at an individual country level.

⁽²⁾ Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy but are included in the total.

The change in fair value of Level 3 assets that use significant unobservable inputs is shown in the table below (in millions):

	U.S. Pension Plans	
	2026	2025
Balance at beginning of year	\$ 1,083	\$ 1,075
Actual return on plan assets:		
Assets held during current year	11	(63)
Assets sold during the year	100	75
Purchases, sales, and settlements, net	(52)	(4)
Balance at end of year	<u>\$ 1,142</u>	<u>\$ 1,083</u>

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The following tables provide a reconciliation of the changes in the pension and postretirement healthcare plans' benefit obligations and fair value of assets over the two-year period ended May 31, 2026 and a statement of the funded status as of May 31, 2026 and 2025 (in millions):

	U.S. Pension Plans		International Pension Plans		Postretirement Healthcare Plans	
	2026	2025	2026	2025	2026	2025
Accumulated Benefit Obligation ("ABO")	<u>\$ 26,491</u>	<u>\$ 25,501</u>	<u>\$ 931</u>	<u>\$ 938</u>		
Changes in PBO and Accumulated Postretirement Benefit Obligation ("APBO")						
PBO/APBO at the beginning of year	\$ 25,975	\$ 26,284	\$ 1,073	\$ 1,018	\$ 1,195	\$ 1,162
Service cost	446	499	40	38	27	26
Interest cost	1,514	1,447	48	43	66	65
Actuarial (gain) loss	811	(581)	(31)	(4)	(23)	2
Benefits paid	(1,684)	(1,674)	(34)	(39)	(69)	(62)
Settlements	—	—	(35)	(20)	—	—
Other	—	—	(28)	37	4	2
PBO/APBO at the end of year	<u>\$ 27,062</u>	<u>\$ 25,975</u>	<u>\$ 1,033</u>	<u>\$ 1,073</u>	<u>\$ 1,200</u>	<u>\$ 1,195</u>
Change in Plan Assets						
Fair value of plan assets at the beginning of year	26,601	25,797	644	602	—	—
Actual return on plan assets	3,220	1,661	20	6	—	—
Company contributions	316	817	60	64	65	59
Benefits paid	(1,684)	(1,674)	(34)	(39)	(69)	(62)
Settlements	—	—	(35)	(22)	—	—
Other	—	—	5	33	4	3
Fair value of plan assets at the end of year	<u>28,453</u>	<u>26,601</u>	<u>660</u>	<u>644</u>	<u>—</u>	<u>—</u>
Funded Status of the Plans	<u>\$ 1,391</u>	<u>\$ 626</u>	<u>\$ (373)</u>	<u>\$ (429)</u>	<u>\$ (1,200)</u>	<u>\$ (1,195)</u>
Amount Recognized in the Balance Sheet at May 31:						
Noncurrent asset	\$ 1,479	\$ 746	\$ 74	\$ 88	\$ —	\$ —
Current pension, and other benefit obligations	(12)	(33)	(24)	(25)	(78)	(79)
Noncurrent pension, and other benefit obligations	(76)	(87)	(423)	(492)	(1,122)	(1,116)
Net amount recognized	<u>\$ 1,391</u>	<u>\$ 626</u>	<u>\$ (373)</u>	<u>\$ (429)</u>	<u>\$ (1,200)</u>	<u>\$ (1,195)</u>
Amounts Recognized in AOCL and not yet reflected in Net Periodic Benefit Cost:						
Prior service cost (credit)	\$ (24)	\$ (32)	\$ 2	\$ 3	\$ (35)	\$ (39)

Our pension plans included the following components at May 31 (in millions):

	PBO	Fair Value of Plan Assets	Funded Status
2026			
Qualified	\$ 26,974	\$ 28,453	\$ 1,479
Nonqualified	88	—	(88)
International Plans	1,033	660	(373)
Total	<u>\$ 28,095</u>	<u>\$ 29,113</u>	<u>\$ 1,018</u>
2025			
Qualified	\$ 25,855	\$ 26,601	\$ 746
Nonqualified	120	—	(120)
International Plans	1,073	644	(429)
Total	<u>\$ 27,048</u>	<u>\$ 27,245</u>	<u>\$ 197</u>

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The table above provides the PBO, fair value of plan assets, and funded status of our pension plans on an aggregated basis. The following tables present our plans on a disaggregated basis to show those plans (as a group) whose assets did not exceed their liabilities. The fair value of plan assets for pension plans with a PBO or ABO in excess of plan assets at May 31 were as follows (in millions):

		PBO Exceeds the Fair Value of Plan Assets	
		2026	2025
U.S. Pension Benefits			
Fair value of plan assets	\$	—	\$ —
PBO		(88)	(120)
Net funded status	\$	(88)	\$ (120)
International Pension Benefits			
Fair value of plan assets	\$	264	\$ 268
PBO		(712)	(784)
Net funded status	\$	(448)	\$ (516)
		ABO Exceeds the Fair Value of Plan Assets	
		2026	2025
U.S. Pension Benefits			
ABO ⁽¹⁾	\$	(77)	\$ (115)
Fair value of plan assets		—	—
PBO		(88)	(120)
Net funded status	\$	(88)	\$ (120)
International Pension Benefits			
ABO ⁽¹⁾	\$	(463)	\$ (627)
Fair value of plan assets		112	242
PBO		(553)	(757)
Net funded status	\$	(441)	\$ (515)

⁽¹⁾ ABO not used in determination of funded status.

Contributions to our qualified U.S. Pension Plans for the years ended May 31 were as follows (in millions):

	2026	2025
Required	\$ —	\$ —
Voluntary	275	800
	<u>\$ 275</u>	<u>\$ 800</u>

During the next 12 months, no pension contributions are required for our U.S. Pension Plan, as it is fully funded under the Employee Retirement Income Security Act. However, we expect to make voluntary contributions of up to \$700 million to the plan during the next 12 months.

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Net periodic benefit (income) cost for the years ended May 31 were as follows (in millions):

	U.S. Pension Plans			International Pension Plans			Postretirement Healthcare Plans		
	2026	2025	2024	2026	2025	2024	2026	2025	2024
Service cost	\$ 446	\$ 499	\$ 544	\$ 40	\$ 38	\$ 38	\$ 27	\$ 26	\$ 27
Interest cost	1,514	1,447	1,362	48	43	42	66	65	61
Expected return on plan assets	(1,829)	(1,721)	(1,598)	(26)	(21)	(18)	—	—	—
Amortization of prior service credit	(8)	(8)	(7)	—	1	—	(3)	(4)	(3)
Actuarial losses (gains) and other	(581)	(521)	(590)	(42)	4	13	(24)	2	16
Net periodic benefit (income) cost	<u>\$ (458)</u>	<u>\$ (304)</u>	<u>\$ (289)</u>	<u>\$ 20</u>	<u>\$ 65</u>	<u>\$ 75</u>	<u>\$ 66</u>	<u>\$ 89</u>	<u>\$ 101</u>

Amounts recognized in other comprehensive loss were primarily related to amortization of prior service cost in our U.S. Pension Plans of \$8 million in 2026 and \$8 million in 2025 (\$6 million, net of tax, in 2026 and \$6 million, net of tax, in 2025).

Benefit payments, which reflect expected future service, are expected to be paid as follows for the years ending May 31 (in millions):

	U.S. Pension Plan	International Pension Plans	Postretirement Healthcare Plans
2027	\$ 1,931	\$ 40	\$ 78
2028	1,946	62	88
2029	1,954	74	98
2030	1,948	81	109
2031	1,999	88	120
2032-2036	10,507	462	666

These estimates are based on assumptions about future events. Actual benefit payments may vary significantly from these estimates.

Future medical benefit claims costs are estimated to increase at an annual rate of 8.30% during the fiscal year 2027, decreasing to an annual growth rate of 4.00% in 2050 and thereafter.

NOTE 13: BUSINESS SEGMENTS AND DISAGGREGATED REVENUE

As a result of the Spin-Off, effective June 1, 2026, FedEx will no longer consolidate FedEx Freight, and FedEx Freight is no longer a reportable segment. Following the Spin-Off, we realigned our internal reporting and management structure, resulting in the identification of two new reportable segments: Express U.S. Domestic and Express International. These changes had no impact on our consolidated results of operations or financial position. Refer to [Note 20](#) for additional information.

Prior to the Spin-Off, Federal Express and FedEx Freight represented our major service lines and constituted our reportable segments. Our Chief Executive Officer is our chief operating decision maker (“CODM”). The CODM is responsible for our operating strategy, growth, and profitability and reviews financial information for our two reportable segments. The CODM uses operating income as the primary measure of segment performance because it reflects the underlying business performance and provides the CODM with a basis for making resource allocation decisions. Operating income is defined as income before other income (expense), interest expense and income tax expense. Our CODM also utilizes operating income in the annual budget and monthly forecasting process and considers forecast-to-actual variances on a monthly basis when making resource allocation decisions. Our CODM regularly reviews significant expense details, which include salaries and employee benefits, purchased transportation, rentals and landing fees, depreciation and amortization, fuel, maintenance and repairs, separation and other costs, business optimization costs, and other operating expenses. These expense categories are included within operating expenses in the accompanying consolidated statements of income and are used by the CODM in assessing performance and allocating resources.

The Federal Express segment operates combined sales, marketing, administrative, and information-technology functions in shared service operations for U.S. customers of our major business units and certain back-office support to FedEx Freight and our other operating segments which allows us to obtain synergies from the combination of these functions. We allocate the net operating costs of these services to reflect the full cost of operating our businesses in the results of those segments. We review and evaluate the performance of FedEx Freight and our other operating segments based on operating income inclusive of these allocations.

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Operating expenses for our FedEx Freight segment included allocations of these services from the Federal Express segment. These allocations also included charges and credits for administrative services provided between operating companies. The allocations of net operating costs are based on metrics such as relative revenue or estimated services provided. We believe these allocations approximated the net cost of providing these functions. Our allocation methodologies are refined periodically, as necessary, to reflect changes in our businesses.

Corporate, Other, and Eliminations

Corporate, other, and eliminations includes corporate headquarters costs for executive officers and certain legal and finance functions, certain other costs and credits not attributed to our core business, and certain costs associated with developing integrated business solutions through our FedEx Dataworks, Inc. (“FedEx Dataworks”) operating segment. FedEx Dataworks is focused on creating new digital revenue streams using proven FedEx intelligence to digitize supply chains and create new opportunities for our customers and team members.

Also included in Corporate, other, and eliminations are the FedEx Office and Print Services, Inc. (“FedEx Office”) operating segment, which provides an array of document and business services and retail access to our customers for our package transportation businesses, and the FedEx Logistics operating segment, which provides integrated supply chain management solutions, specialty transportation, customs brokerage, and global ocean and air freight forwarding. The results of Corporate, other, and eliminations are not allocated to the other business segments.

Certain FedEx operating companies provide transportation and related services for other FedEx companies outside their reportable segment in order to optimize our resources. Billings for such services are based on negotiated rates and are reflected as revenue of the billing segment. These rates are adjusted from time to time based on market conditions. Such intersegment revenue and expenses are eliminated in our consolidated results and are not separately identified in the following segment information because the amounts are not material.

The following table presents segment information for the years ended May 31, 2026, May 31, 2025, and May 31, 2024 (in millions):

	2026	2025	2024
Federal Express segment:			
Revenue	\$ 82,273	\$ 75,304	\$ 74,663
Operating expenses:			
Salaries and employee benefits	27,465	25,091	24,606
Purchased transportation	21,812	19,974	19,330
Rentals and landing fees	4,153	3,939	3,863
Depreciation and amortization	3,799	3,722	3,754
Fuel	3,565	3,316	4,137
Maintenance and repairs	2,906	2,799	2,848
Asset impairment charges	23	21	157
Separation and other costs	92	—	—
Business optimization costs	303	384	251
Intercompany allocations (charges)	(853)	(791)	(684)
Other	13,096	11,964	11,582
Total operating expenses	76,361	70,419	69,844
Operating income	\$ 5,912	\$ 4,885	\$ 4,819

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	2026	2025	2024
FedEx Freight segment:			
Revenue	\$ 8,795	\$ 8,892	\$ 9,429
Operating expenses:			
Salaries and employee benefits	3,991	3,865	3,923
Purchased transportation	807	807	877
Rentals	301	287	280
Depreciation and amortization	450	416	404
Fuel	485	457	571
Maintenance and repairs	314	332	330
Separation and other costs	492	—	—
Intercompany allocations (charges)	561	573	543
Other	778	666	680
Total operating expenses	8,179	7,403	7,608
Operating income	\$ 616	\$ 1,489	\$ 1,821

	2026	2025	2024
Reconciliation of segment revenue:			
Total Federal Express and FedEx Freight revenue	\$ 91,068	\$ 84,196	\$ 84,092
Other revenues ⁽¹⁾	3,652	3,730	3,601
Total consolidated revenue	\$ 94,720	\$ 87,926	\$ 87,693

Reconciliation of segment operating income to income before income taxes:			
Total Federal Express and FedEx Freight operating income	\$ 6,528	\$ 6,374	\$ 6,640
Other operating loss ⁽¹⁾	(1,065)	(1,157)	(1,081)
Operating income	5,463	5,217	5,559
Interest, net	(533)	(426)	(375)
Other retirement plans, net	885	713	722
Other, net ⁽²⁾	(22)	(63)	(70)
Total other (expense) income	330	224	277
Income before income taxes	\$ 5,793	\$ 5,441	\$ 5,836

⁽¹⁾ Revenue and operating loss from segments below the quantitative thresholds are attributable to operating segments contained within “Corporate, other, and eliminations.” These operating segments include FedEx Corporate, FedEx Office, FedEx Logistics, and FedEx Dataworks.

⁽²⁾ Includes costs related to the Spin-Off of \$6 million and \$18 million for the years ended May 31, 2026 and 2025, respectively, included in “Corporate, other, and eliminations.”

The following table provides a reconciliation of segment assets to consolidated financial statement totals (in millions) for the years as of May 31:

	Federal Express Segment	FedEx Freight Segment	Corporate, other, and eliminations	Consolidated Total
Segment assets				
2026 ⁽¹⁾	\$ 84,047	\$ 6,873	\$ 8,017	\$ 98,937
2025	74,154	12,899	574	87,627
2024	73,259	11,615	2,133	87,007

⁽¹⁾ In connection with the Spin-Off, FedEx Freight settled an intercompany balance of \$7.9 billion with Federal Express, impacting segment assets for both segments. In addition, segment assets for “Corporate, other, and eliminations” reflects the \$4.1 billion dividend from FedEx Freight Holding to FedEx, funded through the FedEx Freight Notes and borrowings under the FedEx Freight Term Loan Facility, received as consideration for FedEx’s contribution of assets to FedEx Freight Holding in connection with the Spin-Off, as well as an increase in additional \$2.5 billion increase in cash and cash equivalents driven by overall growth in the business, increases in pension funded status and other changes in working capital accounts.

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The following table provides a reconciliation of reportable segment capital expenditures to consolidated totals for the years ended May 31 (in millions):

	Federal Express Segment	FedEx Freight Segment	Other	Consolidated Total
2026	\$ 3,349	\$ 379	\$ 81	\$ 3,809
2025	3,505	437	113	4,055
2024	4,591	461	124	5,176

The following table presents revenue by service type and geographic information for the years ended or as of May 31 (in millions):

	2026	2025	2024
REVENUE BY SERVICE TYPE			
Federal Express segment:			
Package:			
U.S. priority revenue	\$ 11,603	\$ 10,520	\$ 10,543
U.S. deferred revenue	5,700	5,007	4,926
U.S. ground revenue	37,335	33,887	32,981
Total U.S. domestic package revenue	54,638	49,414	48,450
International priority	9,639	8,737	9,454
International economy	5,925	5,861	4,653
Total international export package revenue	15,564	14,598	14,107
International domestic ⁽¹⁾	4,725	4,495	4,659
Total package revenue	74,927	68,507	67,216
Freight:			
U.S.	1,252	1,536	2,391
International priority	2,560	2,320	2,205
International economy	2,244	1,975	1,874
Total freight revenue	6,056	5,831	6,470
Other	1,290	966	977
Total Federal Express segment	82,273	75,304	74,663
FedEx Freight segment	8,795	8,892	9,429
Other and eliminations ⁽²⁾	3,652	3,730	3,601
	<u>\$ 94,720</u>	<u>\$ 87,926</u>	<u>\$ 87,693</u>
GEOGRAPHICAL INFORMATION⁽³⁾			
Revenue:			
U.S.	\$ 67,944	\$ 62,916	\$ 63,531
International:			
Federal Express segment	25,480	23,720	23,136
FedEx Freight segment	243	247	266
Other	1,053	1,043	760
Total international revenue	26,776	25,010	24,162
	<u>\$ 94,720</u>	<u>\$ 87,926</u>	<u>\$ 87,693</u>
Noncurrent assets:			
U.S.	\$ 58,134	\$ 57,040	\$ 56,822
International	12,900	12,201	11,978
	<u>\$ 71,034</u>	<u>\$ 69,241</u>	<u>\$ 68,800</u>

⁽¹⁾ International domestic revenue relates to our intra-country operations.

⁽²⁾ Includes the FedEx Office, FedEx Logistics, and FedEx Dataworks operating segments.

⁽³⁾ International revenue includes shipments that either originate in or are destined to locations outside the United States, which could include U.S. payors. Noncurrent assets include property and equipment, operating lease right-of-use assets, goodwill, and other long-term assets. Our flight equipment is registered in the U.S. and is included as U.S. assets; however, many of our aircraft operate internationally.

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NOTE 14: DERIVATIVE FINANCIAL INSTRUMENTS

RISK MANAGEMENT OBJECTIVE OF USING DERIVATIVES. We enter into derivative financial instruments to reduce the effects of volatility in foreign currency exchange exposure or interest rates on operating results and cash flows. Our derivative financial instruments are used to manage differences in the amount, timing, and duration of cash receipts and cash payments principally related to our investments and debts.

Certain of our foreign operations expose us to fluctuations of foreign exchange rates. These fluctuations may impact the value of our cash receipts and payments in terms of our functional currency. Certain of our debts expose us to fluctuations of interest rates, these fluctuations may impact our future cashflows.

NET INVESTMENT HEDGES. We are exposed to fluctuations in foreign exchange rates on investments we hold in foreign entities. We use debt denominated in foreign currency and fixed-to-fixed cross-currency swaps to hedge our exposure to changes in foreign exchange rates on certain of our foreign investments. Cross-currency swaps involve the receipt of functional-currency-fixed rate amounts from a counterparty in exchange for us making foreign-currency-fixed rate payments over the life of the agreement. Cross-currency swaps also involve final exchanges of the functional-currency principal amounts for the foreign-currency principal amounts between us and the counterparty.

For debt and foreign currency derivatives designated as net investment hedges, the gain or loss on the derivative is reported in AOCL as part of the cumulative translation adjustment. Amounts are reclassified out of AOCL into earnings when the hedged net investment is either sold or substantially liquidated.

As of May 31, 2026 and 2025, we had €518 million and €506 million, respectively, of debt designated to reduce the volatility of the U.S. dollar value of a portion of our net investment in a euro-denominated consolidated subsidiary.

During 2026 and 2025, we had certain foreign currency derivatives to hedge our net investments in foreign operations. The following foreign currency derivatives were outstanding as of May 31, 2026 and 2025 (notional amounts in millions):

Derivatives designated as net investment hedges	2026			2025		
	Number of Instruments	Notional Sold	Notional Purchased	Number of Instruments	Notional Sold	Notional Purchased
Cross-currency swaps	4	€ (949)	\$ 1,000	4	€ (949)	\$ 1,000

OTHER HEDGES. We are exposed to fluctuations in interest rate risks on the fair value of our debt. We are exposed to fluctuation in foreign exchange rates due to our international operations. We may enter into derivatives contracts to mitigate these risks. For derivatives not designated in hedging relationships, the changes in fair value are recognized immediately in Other, net.

During 2026 we entered into certain interest rate derivatives to hedge our interest rate risk on debt. During 2026 and 2025 we entered into certain foreign exchange contracts to hedge our foreign exchange exposures in the balance sheet. The following interest rate derivatives and foreign exchange contracts were outstanding as of May 31, 2026 and 2025 (notional amounts in millions):

Derivatives not designated in a hedging relationship	2026	2025
	Underlying Notional	Underlying Notional
Interest rate swaps	\$ 2,300	\$ —
Foreign exchange contracts	1,753	1,118

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The following table presents the fair value of our derivatives, including their classification on the consolidated balance sheet, as of May 31, 2026 and 2025 (in millions):

	Balance Sheet Location	2026	2025
Asset Derivatives			
Cross-currency swaps	Prepaid expenses and other	\$ 12	\$ 13
Interest rate swaps	Prepaid expenses and other	4	—
Foreign exchange contracts	Prepaid expenses and other	9	—
Liability Derivatives			
Cross-currency swaps	Other liabilities	\$ 115	\$ 108
Interest rate swaps	Accrued expenses	1	—
Foreign exchange contracts	Accrued expenses	3	2

The estimated fair values were determined using pricing models that rely on market-based inputs such as foreign currency exchange rates and yield curves and are classified as Level 2 within the fair value hierarchy. This classification is defined as a fair value determined using market-based inputs other than quoted prices that are observable for the derivative financial instruments, either directly or indirectly.

Our cross-currency swaps and interest rate swaps contain an element of risk that counterparties may be unable to meet the terms of the agreements. We seek to minimize such risk exposures for these instruments by limiting the counterparties to banks and financial institutions that meet established credit guidelines. Our counterparties to the swaps all have an investment grade rating. To keep our exposure minimal, we monitor our counterparties' credit worthiness on a regular basis, reviewing amongst others Standard & Poor's rating and credit default swap spreads.

We recognized losses of \$9 million, \$86 million, and \$6 million in AOCL related to our cross-currency swaps for the periods ended May 31, 2026, 2025 and 2024. Losses recognized in AOCL related to our debt designated as a net investment hedge, which excludes any adjustments for the impact of deferred income taxes, was immaterial for the periods ended May 31, 2026, 2025, and 2024.

Amounts recorded to "Other, net" related to our interest rate swaps and foreign exchange contracts for the periods ended May 31, 2026, 2025 and 2024 were immaterial.

As of May 31, 2026 and 2025, we had not posted any collateral related to our derivatives. No amounts have been reclassified out of AOCL during 2026 or 2025 for our net investment hedges. As of May 31, 2026 and 2025, our net investment hedges remained effective.

NOTE 15: SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for interest expense and income taxes for the years ended May 31 was as follows (in millions):

	2026	2025	2024
Cash payments for:			
Interest (net of capitalized interest)	\$ 881	\$ 814	\$ 744
Income taxes	\$ 1,972	\$ 1,285	\$ 1,555
Income tax refunds received	(60)	(35)	(122)
Cash tax payments, net	\$ 1,912	\$ 1,250	\$ 1,433

Noncash investing and financing activities for the years ended May 31 were as follows (in millions):

	2026	2025	2024
Shares of common stock issued from treasury stock for acquisition	\$ —	\$ 90	\$ —

NOTE 16: GUARANTEES AND INDEMNIFICATIONS

In conjunction with certain transactions, primarily the lease, sale, or purchase of real estate, operating assets, or services in the ordinary course of business and in connection with business sales and acquisitions, we may provide routine guarantees or indemnifications (e.g., environmental, fuel, tax, and intellectual property infringement), the terms of which range in duration, and often they are not limited and have no specified maximum obligation. The overall maximum potential amount of the obligation under

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such guarantees and indemnifications cannot be reasonably estimated. Historically, we have not been required to make significant payments under our guarantee or indemnification obligations and no material amounts have been recognized in our financial statements for the underlying fair value of these obligations.

NOTE 17: COMMITMENTS

Annual purchase commitments under various contracts as of May 31, 2026 were as follows (in millions):

	Aircraft and Aircraft Related	Other ⁽¹⁾	Total
2027	\$ 919	\$ 1,629	\$ 2,548
2028	1,031	1,311	2,342
2029	443	1,288	1,731
2030	383	931	1,314
2031	308	705	1,013
Thereafter	1,664	110	1,774
Total	<u>\$ 4,748</u>	<u>\$ 5,974</u>	<u>\$ 10,722</u>

⁽¹⁾ Primarily information technology and advertising contracts.

The amounts reflected in the table above for purchase commitments represent noncancellable agreements to purchase goods or services. Open purchase orders that are cancellable are not considered unconditional purchase obligations for financial reporting purposes and are not included in the table above.

We have several aircraft modernization programs led by the purchase of Boeing 777 Freighter (“B777F”) aircraft. These aircraft are significantly more fuel-efficient per unit than the aircraft types previously utilized, and these future expenditures are necessary to achieve significant long-term operational savings and to replace older aircraft. Our ability to delay the timing of these aircraft-related expenditures is limited without incurring significant costs to modify existing purchase agreements.

As of May 31, 2026, we had \$727 million in deposits and progress payments on aircraft purchases and other planned aircraft-related transactions. These deposits are classified in “Other assets” in our accompanying consolidated balance sheets. Aircraft and aircraft-related contracts are subject to price escalations. The following table is a summary of the key aircraft we were committed to purchase as of May 31, 2026, with the year of expected delivery:

	Cessna SkyCourier 408	ATR 72-600F	B777F	Total
2027	9	5	5	19
2028	2	4	5	11
2029	—	4	—	4
2030	—	2	—	2
Total	<u>11</u>	<u>15</u>	<u>10</u>	<u>36</u>

NOTE 18: INVESTMENTS

EQUITY SECURITIES. Equity securities are included within “Other assets” in the accompanying consolidated balance sheets. The summary of our investments in equity securities at May 31, 2026 and 2025 is as follows (in millions):

	2026	2025
Equity securities with readily determinable fair values	\$ 102	\$ 91
Equity securities without readily determinable fair values - NAV practical expedient	60	51
Equity securities without readily determinable fair values - measurement alternative	402	364
Total equity securities	<u>\$ 564</u>	<u>\$ 506</u>

Equity securities with a readily determinable fair value are Level 1 investments that are valued at the closing price or last trade reported on the major market on which the individual securities are traded. For equity securities without readily determinable fair values that qualify for the NAV practical expedient, we have elected to apply the NAV practical expedient to estimate fair value. We apply the measurement alternative for all other equity securities without readily determinable fair values, where adjustments to cost

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are made for observable price changes and any impairments. For equity securities where the measurement alternative is applied, annual and cumulative amounts of impairments, downward adjustments, and upward adjustments were immaterial for 2026 and 2025.

Unrealized gains and (losses) recognized during the reporting period on all equity securities held at May 31, 2026, 2025, and 2024 were \$35 million, (\$6) million, and \$14 million, respectively.

DEBT SECURITIES. The carrying values of our investments in debt securities are classified as available-for-sale and reported at their estimated fair values within “Prepaid expenses and other” in the accompanying consolidated balance sheets. The summary of our investments in debt securities at May 31, 2026 and 2025 is as follows (in millions):

	2026				2025			
	Gross Unrealized Amount in				Gross Unrealized Amount in			
	AOCL				AOCL			
	Amortized Cost	Gains	Losses	Estimated Fair Value	Amortized Cost	Gains	Losses	Estimated Fair Value
Fixed-income securities	\$ 236	\$ —	\$ —	\$ 236	\$ 69	\$ 1	\$ —	\$ 70

Debt securities are classified as Level 2 within the fair value hierarchy. Realized gains and losses were immaterial for 2026, 2025 and 2024.

NOTE 19: CONTINGENCIES

Litigation Matters. FedEx and its subsidiaries are subject to various legal proceedings and claims, including lawsuits alleging that Federal Express should be treated as the employer or joint employer of drivers employed by service providers engaged by Federal Express, lawsuits containing various class-action allegations of wage-and-hour violations in which plaintiffs claim, among other things, that they were forced to work “off the clock,” were not paid overtime, or were not provided work breaks or other benefits, and lawsuits alleging that FedEx and its subsidiaries are responsible for third-party losses related to vehicle accidents that could exceed our insurance coverage for such losses. In the opinion of management, the aggregate liability, if any, with respect to these actions will not have a material adverse effect on our financial position, results of operations, or cash flows.

On February 20, 2026, the U.S. Supreme Court issued a decision invalidating tariffs imposed under the International Emergency Economic Powers Act (“IEEPA”). On February 23, 2026, FedEx filed a lawsuit in the U.S. Court of International Trade against the U.S. Customs and Border Protection (“CBP”), the CBP commissioner, and the United States of America seeking a full refund of all IEEPA tariffs that FedEx has paid to the United States. On April 20, 2026, FedEx began filing refund claims through the CBP’s Consolidated Administration and Processing of Entries (“CAPE”) system.

FedEx has received cash refunds of approximately \$800 million as of May 31, 2026. FedEx recognizes amounts associated with these claims when cash is received or when realization is otherwise considered probable and estimable. To the extent customers have previously paid amounts associated with these tariffs, FedEx plans to remit corresponding refunds as soon as practicable. Accordingly, FedEx has recorded \$749 million as of May 31, 2026 within current liabilities representing estimated customer refund obligations for cash refunds received.

Additionally, fourteen nationwide class action lawsuits seeking refunds of IEEPA tariffs from FedEx were filed in U.S. district courts in various states. Thirteen of those lawsuits were consolidated into a single case pending in Tennessee federal court. The remaining lawsuit is pending in the Court of International Trade. The financial impact of these events is uncertain, as it is unclear to what extent duties will be refunded by CBP, what processes will govern such refunds in upcoming CAPE phases, or if we can fully collect related accounts receivable. We are evaluating the impact of these developments on our business and financial statements. No adjustments have been recorded in the accompanying consolidated financial statements as we cannot reasonably estimate the financial impact; however, it is reasonably possible that it could be material.

Environmental Matters. SEC regulations require us to disclose certain information about proceedings arising under federal, state, or local environmental provisions involving a governmental authority as a party if we reasonably believe that such proceedings may result in monetary sanctions above a stated threshold. Pursuant to the SEC regulations, FedEx uses a threshold of \$1 million or more for purposes of determining whether disclosure of any such proceedings is required. Applying this threshold, there are no environmental matters required to be disclosed for this period.

NOTE 20: SUBSEQUENT EVENTS

SPIN-OFF. On June 1, 2026 (the “Distribution Date”), we completed the previously announced Spin-Off of the FedEx Freight business. The transaction was implemented through the distribution of shares of FedEx Freight Holding to holders of FedEx common stock and was structured as a tax-free Spin-Off for U.S. federal income tax purposes.

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On the Distribution Date, each holder of record of FedEx common stock received one share of FedEx Freight Holding common stock for every two shares of FedEx common stock held. In the aggregate, we distributed 80.1% of the outstanding shares of FedEx Freight Holding common stock on a pro rata basis to our stockholders of record as of the close of business on May 15, 2026. Following the completion of the Spin-Off, FedEx Freight Holding is an independent public company trading under the symbol “FDXF” on the New York Stock Exchange, and its financial results will no longer be consolidated in our financial statements beginning on the Distribution Date. Following the Spin-Off, the results and assets and liabilities of FedEx Freight will be reported as discontinued operations and excluded from both continuing operations and segment results for all reporting periods, including comparable historical periods.

We retained an ownership interest of 19.9% in FedEx Freight Holding common stock following the distribution, which will be accounted for as an equity security. The investment will be measured at fair value, with changes in fair value recognized in earnings in each reporting period. We expect to fully monetize our remaining stake in FedEx Freight Holding within 24 months of the Distribution Date, subject to market conditions.

Financing. In connection with the Spin-Off, we received a \$4.1 billion cash dividend from FedEx Freight Holding funded by its \$3.7 billion of senior notes offering completed in February 2026 and additional borrowings under a delayed draw term loan facility. Upon completion of the Spin-Off, FedEx was released from its guarantee of these notes pursuant to the applicable guarantee agreement. The notes remain the obligation of FedEx Freight Holding and are guaranteed by certain of its subsidiaries, including FedEx Custom Critical. FedEx Freight Holding has agreed to file with the SEC an exchange registration statement with respect to an exchange offer for the notes and related guarantees or a shelf registration statement for the resale of the notes and the related guarantees.

In July 2026, FedEx utilized the \$4.1 billion dividend received from FedEx Freight Holding, together with cash on hand, to repurchase approximately \$4.9 billion aggregate principal amount of its outstanding debt securities. These transactions occurred after the balance sheet date and, accordingly, have not been reflected in the accompanying consolidated financial statements.

Retirement Plans. In connection with the Spin-Off described above and as a result of the legal split of certain plans as set forth in [Note 12](#), an immaterial amount of net liabilities associated with FedEx's retirement plans, including a portion of the defined benefit pension plans, were transferred to FedEx Freight Holding. The legal split and transfer of the plans and the related liabilities and obligations to FedEx Freight Holding will impact our assumptions and projections used to determine the funding and costs of FedEx's remaining plans.

Other Spin-Off Related Agreements. Also in connection with the Spin-Off, FedEx entered into various agreements to effect the Spin-Off and provide a framework for the relationship between FedEx and FedEx Freight Holding, including a separation and distribution agreement, a tax matters agreement, a transition services agreement, an employee matters agreement, an intellectual property cross-license agreement, a trademark license agreement, and a stockholder and registration rights agreement.

OTHER EVENTS

Fiscal Year End Change. On January 27, 2025, our Board of Directors approved a change in our fiscal year end from May 31 to December 31. The fiscal year change became effective June 1, 2026. We will file a Transition Report on Form 10-K for the seven-month transition period from June 1, 2026 through December 31, 2026. The reporting periods and applicable reports preceding and following the effective date of the fiscal year change will be as follows:

Fiscal Period	Reporting Period	Report to be Filed
Fiscal year 2026	June 1, 2025 to May 31, 2026	Annual Report on Form 10-K
Third quarter of calendar year 2026	July 1, 2026 to September 30, 2026	Quarterly Report on Form 10-Q ⁽¹⁾
Transition Period	June 1, 2026 to December 31, 2026	Transition Report on Form 10-KT

⁽¹⁾ This report will also include discrete financial information for the one-month periods ending June 30, 2026 and 2025.

Collective Bargaining Agreement. On June 9, 2026, based on a majority pilot vote, Federal Express pilots ratified a new collective bargaining agreement with ALPA. This agreement marks a pivotal step forward, uniting our team behind a shared strategy for success as we continue to modernize our global operations and transform the business. The agreement includes new work rule changes, pay rate increases, and pension plan modifications, including an initial pay rate increase of 40%. The agreement also includes a provision for a one-time payment of \$625 million upon ratification, which is expected to be paid in the September 2026 quarter. As of May 31, 2026, this amount was accrued and is included within “Accrued salaries and employee benefits” in the accompanying consolidated balance sheets.

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IEEPA Tariff Refunds. Subsequent to May 31, 2026, we have continued to submit refund claims with the CBP through the CAPE system and we have received material refunds related to these claims, which we plan to remit to customers as soon as practicable. Amounts received as of July 20, 2026 had an immaterial impact on our operating results. See [Note 19](#) for further information related to these refunds.

Treasury Shares. As of May 31, 2026, \$1.3 billion remained available to use for repurchases under the 2024 program. In June 2026, we repurchased \$0.3 billion of our common stock through open market transactions and executed an ASR to repurchase \$1.0 billion of our common stock with a completion date by the end of September 2026. There are no amounts remaining available to be used for repurchases under the 2024 program.

On July 20, 2026, our Board of Directors authorized a new stock repurchase program for additional repurchases of up to \$5.0 billion of FedEx common stock (“2026 program”). Under the 2026 program, shares may be repurchased from time to time in the open market or in privately negotiated transactions. The timing and volume of repurchases are at the discretion of management, based on the capital needs of the business, the market price of FedEx common stock, and general market conditions. No time limits were set for the completion of the program; however, we may decide to suspend or discontinue the program at any time.

Sale of Supply Chain. On July 1, 2026, FedEx announced that it would sell its FedEx Supply Chain business to CMA CGM Group for \$1.4 billion as part of a strategic portfolio streamlining effort. The transaction is expected to close in the second half of calendar year 2026. Upon completion of the sale, FedEx will no longer consolidate FedEx Supply Chain and FedEx Supply Chain will no longer be included in “Corporate, other, and eliminations” in our segment reporting.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Management’s Evaluation of Disclosure Controls and Procedures

The management of FedEx, with the participation of our principal executive and financial officers, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in our filings under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, including ensuring that such information is accumulated and communicated to FedEx management as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive and financial officers have concluded that such disclosure controls and procedures were effective as of May 31, 2026 (the end of the period covered by this Annual Report).

Assessment of Internal Control Over Financial Reporting

Management’s report on our internal control over financial reporting and the report of Ernst & Young LLP with respect to our internal control over financial reporting are presented in “Item 8. Financial Statements and Supplementary Data” of this Annual Report.

Changes in Internal Control Over Financial Reporting

During our fiscal quarter ended May 31, 2026, no change occurred in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Trading Arrangements

During our fiscal quarter ended May 31, 2026, no director or officer of FedEx adopted, modified, or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as such terms are defined in Item 408(a) of Regulation S-K.

Retirement of Director

On July 19, 2026, Amy B. Lane provided notice of her decision to retire from the Board of Directors of FedEx, effective immediately before the next annual meeting of FedEx’s stockholders on September 28, 2026, and not stand for reelection. Ms. Lane has served with distinction on the FedEx Board since 2022.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Information required by this Item regarding members of the Board of Directors and certain other aspects of FedEx's corporate governance (such as the procedures by which FedEx's stockholders may recommend nominees to the Board of Directors, information about the Audit and Finance Committee, including its members and our "audit committee financial expert," and information regarding FedEx's policies and procedures regarding insider trading) will be presented in FedEx's definitive proxy statement for its 2026 annual meeting of stockholders, which will be held on September 28, 2026, and is incorporated herein by reference. Information regarding timely filing of reports under Section 16 of the Exchange Act of 1934 will also be presented in FedEx's definitive proxy statement for its 2026 annual meeting of stockholders and is incorporated herein by reference. Information regarding executive officers of FedEx is included above in Part I of this Annual Report under the caption "Information About Our Executive Officers" pursuant to the Instruction to Item 401 of Regulation S-K and General Instruction G(3) of Form 10-K. Information regarding FedEx's Code of Conduct is included above in "[Item 1. Business](#)" of this Annual Report under the caption "Reputation and Responsibility — Governance."

ITEM 11. EXECUTIVE COMPENSATION

Information required by this Item regarding director and executive compensation will be presented in FedEx's definitive proxy statement for its 2026 annual meeting of stockholders, which will be held on September 28, 2026, and is incorporated herein by reference; provided that the information in the "Executive Compensation — Pay Versus Performance" section of the definitive proxy statement is not incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by this Item regarding security ownership of certain beneficial owners and management and related stockholder matters, as well as equity compensation plan information, will be presented in FedEx's definitive proxy statement for its 2026 annual meeting of stockholders, which will be held on September 28, 2026, and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this Item regarding certain relationships and transactions with related persons and director independence will be presented in FedEx's definitive proxy statement for its 2026 annual meeting of stockholders, which will be held on September 28, 2026, and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information regarding the fees for services provided by Ernst & Young LLP during 2026 and 2025 and the Audit and Finance Committee's administration of the engagement of Ernst & Young LLP, including the Committee's preapproval policies and procedures (such as FedEx's Policy on Engagement of Independent Auditor), will be presented in FedEx's definitive proxy statement for its 2026 annual meeting of stockholders, which will be held on September 28, 2026, and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) and (2) Financial Statements; Financial Statement Schedules

FedEx's consolidated financial statements, together with the notes thereto and the report of Ernst & Young LLP dated July 20, 2026 thereon, are presented in "Item 8. Financial Statements and Supplementary Data" of this Annual Report. FedEx's "Schedule II — Valuation and Qualifying Accounts," together with the report of Ernst & Young LLP dated July 20, 2026 thereon, is presented on pages 128 through 129 of this Annual Report. All other financial statement schedules have been omitted because they are not applicable or the required information is included in FedEx's consolidated financial statements or the notes thereto.

(a)(3) Exhibits

Exhibit Number	Description of Exhibit
	<u>Plan of Acquisition/Reorganization</u>
2.1	<u>Separation and Distribution Agreement, effective as of May 28, 2026, by and between the Company and FedEx Freight Holding Company, Inc. (Filed as Exhibit 2.1 to FedEx's Current Report on Form 8-K dated May 28, 2026 and filed June 1, 2026, and incorporated herein by reference.)</u>
	<u>Certificate of Incorporation and Bylaws</u>
3.1	<u>Restated Certificate of Incorporation of FedEx. (Filed as Exhibit 3.1 to FedEx's FY25 Second Quarter Report on Form 10-Q, and incorporated herein by reference.)</u>
3.2	<u>Amended and Restated Bylaws of FedEx. (Filed as Exhibit 3.1 to FedEx's Current Report on Form 8-K dated and filed March 11, 2024, and incorporated herein by reference.)</u>
	<u>Long-Term Debt Instruments</u>
*4.1	<u>Description of Capital Stock and Debt Securities.</u>
4.2	<u>Indenture, dated as of August 8, 2006, between FedEx, the Guarantors named therein and The Bank of New York Mellon Trust Company, N.A. (formerly, The Bank of New York Trust Company, N.A.), as trustee. (Filed as Exhibit 4.3 to FedEx's Registration Statement on Form S-3 filed on September 19, 2012, and incorporated herein by reference.)</u>
4.3	<u>Supplemental Indenture No. 3, dated as of July 27, 2012, between FedEx, the Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee. (Filed as Exhibit 4.5 to FedEx's Registration Statement on Form S-3 filed on September 19, 2012, and incorporated herein by reference.)</u>
4.4	<u>Form of 3.875% Note due 2042. (Included in Exhibit 4.5 to FedEx's Registration Statement on Form S-3 filed on September 19, 2012, and incorporated herein by reference.)</u>
4.5	<u>Supplemental Indenture No. 4, dated as of April 11, 2013, between FedEx, the Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee. (Filed as Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed April 11, 2013, and incorporated herein by reference.)</u>
4.6	<u>Form of 4.10% Note due 2043. (Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed April 11, 2013, and incorporated herein by reference.)</u>
4.7	<u>Supplemental Indenture No. 5, dated as of January 9, 2014, between FedEx, the Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee. (Filed as Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed January 9, 2014, and incorporated herein by reference.)</u>
4.8	<u>Form of 4.900% Note due 2034. (Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed January 9, 2014, and incorporated herein by reference.)</u>
4.9	<u>Form of 5.100% Note due 2044. (Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed January 9, 2014, and incorporated herein by reference.)</u>
4.10	<u>Supplemental Indenture No. 6, dated as of January 9, 2015, between FedEx, the Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee. (Filed as Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed January 9, 2015, and incorporated herein by reference.)</u>

- 4.11 [Form of 3.900% Note due 2035. \(Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed January 9, 2015, and incorporated herein by reference.\)](#)
- 4.12 [Form of 4.100% Note due 2045. \(Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed January 9, 2015, and incorporated herein by reference.\)](#)
- 4.13 [Form of 4.500% Note due 2065. \(Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed January 9, 2015, and incorporated herein by reference.\)](#)
- 4.14 [Supplemental Indenture No. 7, dated as of February 26, 2025, among FedEx Corporation, as issuer, the subsidiary guarantors named therein and U.S. Bank Trust Company, National Association, as trustee. \(Filed as Exhibit 4.1 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)
- 4.15 [Indenture, dated as of October 23, 2015, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed October 23, 2015, and incorporated herein by reference.\)](#)
- 4.16 [Supplemental Indenture No. 1, dated as of October 23, 2015, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed October 23, 2015, and incorporated herein by reference.\)](#)
- 4.17 [Form of 4.750% Note due 2045. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed October 23, 2015, and incorporated herein by reference.\)](#)
- 4.18 [Supplemental Indenture No. 2, dated as of March 24, 2016, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed March 24, 2016, and incorporated herein by reference.\)](#)
- 4.19 [Form of 3.250% Note due 2026. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed March 24, 2016, and incorporated herein by reference.\)](#)
- 4.20 [Form of 4.550% Note due 2046. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed March 24, 2016, and incorporated herein by reference.\)](#)
- 4.21 [Supplemental Indenture No. 3, dated as of April 11, 2016, between FedEx, the Guarantors named therein, Wells Fargo Bank, National Association, as trustee, and Elavon Financial Services Limited, UK Branch, as paying agent. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed April 11, 2016, and incorporated herein by reference.\)](#)
- 4.22 [Form of 1.625% Note due 2027. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed April 11, 2016, and incorporated herein by reference.\)](#)
- 4.23 [Supplemental Indenture No. 4, dated as of January 6, 2017, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed January 6, 2017, and incorporated herein by reference.\)](#)
- 4.24 [Form of 4.400% Note due 2047. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed January 6, 2017, and incorporated herein by reference.\)](#)
- 4.25 [Supplemental Indenture No. 5, dated as of January 31, 2018, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed January 31, 2018, and incorporated herein by reference.\)](#)
- 4.26 [Form of 3.400% Note due 2028. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed January 31, 2018, and incorporated herein by reference.\)](#)
- 4.27 [Form of 4.050% Note due 2048. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed January 31, 2018, and incorporated herein by reference.\)](#)
- 4.28 [Supplemental Indenture No. 6, dated as of October 17, 2018, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed October 17, 2018, and incorporated herein by reference.\)](#)
- 4.29 [Form of 4.200% Note due 2028. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed October 17, 2018, and incorporated herein by reference.\)](#)

- 4.30 [Form of 4.950% Note due 2048. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed October 17, 2018, and incorporated herein by reference.\)](#)
- 4.31 [Supplemental Indenture No. 9, dated as of July 24, 2019, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed July 24, 2019, and incorporated herein by reference.\)](#)
- 4.32 [Form of 3.100% Note due 2029. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed July 24, 2019, and incorporated herein by reference.\)](#)
- 4.33 [Supplemental Indenture No. 10, dated as of August 5, 2019, between FedEx, the Guarantors named therein, Wells Fargo Bank, National Association, as trustee, and Elavon Financial Services DAC, UK Branch, as paying agent. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed August 5, 2019, and incorporated herein by reference.\)](#)
- 4.34 [Form of 1.300% Note due 2031. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed August 5, 2019, and incorporated herein by reference.\)](#)
- 4.35 [Supplemental Indenture No. 11, dated as of April 7, 2020, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed April 7, 2020, and incorporated herein by reference.\)](#)
- 4.36 [Form of 4.250% Note due 2030. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed April 7, 2020, and incorporated herein by reference.\)](#)
- 4.37 [Form of 5.250% Note due 2050. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed April 7, 2020, and incorporated herein by reference.\)](#)
- 4.38 [Pass Through Trust Agreement, dated as of August 13, 2020, between Federal Express and Wilmington Trust Company. \(Filed as Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed August 13, 2020 \(the "August 13, 2020 Form 8-K"\), and incorporated herein by reference.\)](#)
- 4.39 [Trust Supplement No. 2020-1AA, dated as of August 13, 2020, between Federal Express and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement dated as of August 13, 2020. \(Filed as Exhibit 4.2 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- 4.40 [Guarantee of FedEx dated August 13, 2020. \(Filed as Exhibit 4.3 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- 4.41 [Form of Pass Through Trust Certificate, Series 2020-1AA. \(Included in Exhibit A to Exhibit 4.2 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- 4.42 [Intercreditor Agreement, dated as of August 13, 2020, among Wilmington Trust Company, as Trustee of the FedEx Pass Through Trust 2020-1AA, BNP Paribas, acting through its New York Branch, as Liquidity Provider, and Wilmington Trust Company, as Subordination Agent. \(Filed as Exhibit 4.5 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- 4.43 [Revolving Credit Agreement \(2020-1AA\), dated as of August 13, 2020, between Wilmington Trust Company, as Subordination Agent, agent and trustee for the trustee of the FedEx Pass Through Trust 2020-1AA and as Borrower, and BNP Paribas, acting through its New York Branch, as Liquidity Provider \(the "Liquidity Provider Revolving Credit Agreement"\). \(Filed as Exhibit 4.6 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- 4.44 [Amendment No. 1, dated May 22, 2023, to the Liquidity Provider Revolving Credit Agreement. \(Filed as Exhibit 4.44 to FedEx's FY23 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- ** †4.45 [Participation Agreement \(N126FE\), dated as of August 13, 2020, among Federal Express, Wilmington Trust Company, as Pass Through Trustee under the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein. \(Filed as Exhibit 4.7 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)

- *** †4.46 [Participation Agreement \(N869FD\), dated as of August 13, 2020, among Federal Express, Wilmington Trust Company, as Pass Through Trustee under the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein. \(Filed as Exhibit 4.8 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- **4.47 [Indenture and Security Agreement \(N126FE\), dated as of August 13, 2020, between Federal Express and Wilmington Trust Company, as Loan Trustee. \(Filed as Exhibit 4.9 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- ***4.48 [Indenture and Security Agreement \(N869FD\), dated as of August 13, 2020, between Federal Express and Wilmington Trust Company, as Loan Trustee. \(Filed as Exhibit 4.10 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- 4.49 [Form of Series 2020-1AA Equipment Notes. \(Included in Exhibit 4.9 to the August 13, 2020 Form 8-K, and incorporated herein by reference.\)](#)
- 4.50 [Supplemental Indenture No. 12, dated as of April 29, 2021, between FedEx, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed April 29, 2021, and incorporated herein by reference.\)](#)
- 4.51 [Form of 2.400% Note due 2031. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed April 29, 2021, and incorporated herein by reference.\)](#)
- 4.52 [Form of 3.250% Note due 2041. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed April 29, 2021, and incorporated herein by reference.\)](#)
- 4.53 [Supplemental Indenture No. 13, dated as of May 4, 2021, between FedEx, the Guarantors named therein, Wells Fargo Bank, National Association, as trustee, and Elavon Financial Services DAC, UK Branch, as paying agent. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed May 4, 2021, and incorporated herein by reference.\)](#)
- 4.54 [Form of 0.450% Note due 2029. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed May 4, 2021, and incorporated herein by reference.\)](#)
- 4.55 [Form of 0.950% Note due 2033. \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed May 4, 2021, and incorporated herein by reference.\)](#)
- 4.56 [Supplemental Indenture No. 14, dated as of February 26, 2025, among FedEx, as issuer, the subsidiary guarantors named therein and U.S. Bank Trust Company, National Association, as trustee. \(Filed as Exhibit 4.3 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)
- 4.57 [Supplemental Indenture No. 15, dated as of February 26, 2025, among FedEx, as issuer, the subsidiary guarantors named therein and U.S. Bank Trust Company, National Association, as trustee. \(Filed as Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)
- 4.58 [Form of 3.400% Notes due 2028. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)
- 4.59 [Form of 4.200% Notes due 2028. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)
- 4.60 [Form of 3.100% Notes due 2029. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)
- 4.61 [Form of 4.250% Notes due 2030. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)
- 4.62 [Form of 2.400% Notes due 2031. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)
- 4.63 [Form of 4.900% Notes due 2034. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference.\)](#)

- 4.64 [Form of 3.900% Notes due 2035. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.65 [Form of 3.250% Notes due 2041. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.66 [Form of 3.875% Notes due 2042. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.67 [Form of 4.100% Notes due 2043. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.68 [Form of 5.100% Notes due 2044. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.69 [Form of 4.100% Notes due 2045. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.70 [Form of 4.750% Notes due 2045. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.71 [Form of 4.550% Notes due 2046. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.72 [Form of 4.400% Notes due 2047. \(Included in Exhibit 4.4 to the February 24, 2025 Form 8-K, and incorporated herein by reference\).](#)
- 4.73 [Form of 4.050% Notes due 2048. \(Included in Exhibit 4.4 to the February 24, 2025 Form 8-K, and incorporated herein by reference\).](#)
- 4.74 [Form of 4.950% Notes due 2048. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.75 [Form of 5.250% Notes due 2050. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.76 [Form of 4.500% Notes due 2065. \(Included in Exhibit 4.4 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.77 [Supplemental Indenture No. 16, dated as of February 26, 2025, among FedEx, as issuer, the subsidiary guarantors named therein, U.S. Bank Trust Company, National Association, as trustee, and U.S. Bank Europe DAC, UK Branch, as paying agent. \(Filed as Exhibit 4.24 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.78 [Form of 0.450% Notes due 2029. \(Included in Exhibit 4.24 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.79 [Form of 1.300% Notes due 2031. \(Included in Exhibit 4.24 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.80 [Form of 0.950% Notes due 2033. \(Included in Exhibit 4.24 to FedEx's Current Report on Form 8-K dated February 24, 2025 and filed February 26, 2025, and incorporated herein by reference\).](#)
- 4.81 [Succession Agreement, dated as of December 13, 2021, among FedEx, the guarantors named therein, The Bank of New York Mellon Trust Company, N.A., and U.S. Bank National Association. \(Filed as Exhibit 4.1 to FedEx's Current Report on Form 8-K dated December 13, 2021 and filed December 16, 2021, and incorporated herein by reference.\)](#)
- 4.82 [Succession Agreement, dated as of December 13, 2021, among FedEx, the guarantors named therein, Computershare Trust Company, N.A., as agent for Wells Fargo Bank, National Association, and U.S. Bank National Association. \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated December 13, 2021 and filed December 16, 2021, and incorporated herein by reference.\)](#)

- 4.83 [Supplemental Indenture No. 17, dated as of July 30, 2025, among FedEx Corporation, the Guarantors named therein, U.S. Bank Trust Company, National Association, as trustee, and U.S. Bank Europe DAC, UK Branch, as paying agent \(Filed as Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed July 30, 2025, and incorporated herein by reference.\)](#)
- 4.84 [Form of 3.500% Note due 2032 \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed July 30, 2025, and incorporated herein by reference.\)](#)
- 4.85 [Form of 4.125% Note due 2037 \(Included in Exhibit 4.2 to FedEx's Current Report on Form 8-K dated and filed July 30, 2025, and incorporated herein by reference.\)](#)
- 4.86 [Form of 4.300% Senior Note due 2029 \(Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed February 5, 2026, and incorporated herein by reference.\)](#)
- 4.87 [Form of 4.650% Senior Note due 2031 \(Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed February 5, 2026, and incorporated herein by reference.\)](#)
- 4.88 [Form of 4.950% Senior Note due 2033 \(Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed February 5, 2026, and incorporated herein by reference.\)](#)
- 4.89 [Form of 5.250% Senior Note due 2036 \(Included in Exhibit 4.1 to FedEx's Current Report on Form 8-K dated and filed February 5, 2026, and incorporated herein by reference.\)](#)

Facility Lease Agreements

- 10.1 [Composite Lease Agreement dated May 21, 2007 \(but effective as of January 1, 2007\) between the Memphis-Shelby County Airport Authority and Federal Express \(the "Composite Lease Agreement"\). \(Filed as Exhibit 10.1 to FedEx's FY07 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- 10.2 [First Amendment dated December 29, 2009 \(but effective as of September 1, 2008\) to the Composite Lease Agreement. \(Filed as Exhibit 10.1 to FedEx's FY10 Third Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- 10.3 [Second Amendment dated March 30, 2010 \(but effective as of June 1, 2009\) and Third Amendment dated April 27, 2010 \(but effective as of July 1, 2009\), each to the Composite Lease Agreement. \(Filed as Exhibit 10.3 to FedEx's FY10 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- 10.4 [Fourth Amendment dated December 22, 2011 \(but effective as of December 15, 2011\) to the Composite Lease Agreement. \(Filed as Exhibit 10.4 to FedEx's FY12 Third Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- 10.5 [Fifth Amendment dated December 19, 2012 \(but effective as of January 1, 2013\) to the Composite Lease Agreement. \(Filed as Exhibit 10.5 to FedEx's FY13 Third Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- 10.6 [Sixth Amendment dated September 19, 2013 \(but effective as of July 1, 2014\) to the Composite Lease Agreement. \(Filed as Exhibit 10.5 to FedEx's FY14 Second Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- 10.7 [Seventh Amendment dated June 1, 2016 \(but effective as of April 1, 2016\) to the Composite Lease Agreement. \(Filed as Exhibit 10.7 to FedEx's FY16 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- 10.8 [Eighth Amendment dated July 29, 2016 \(but effective as of April 1, 2017\) to the Composite Lease Agreement. \(Filed as Exhibit 10.14 to FedEx's FY17 First Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- 10.9 [Ninth Amendment dated August 14, 2017 \(but effective as of September 1, 2017\) to the Composite Lease Agreement. \(Filed as Exhibit 10.9 to FedEx's FY18 First Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- 10.10 [Tenth Amendment dated May 22, 2018 \(but effective as of May 1, 2018\) to the Composite Lease Agreement. \(Filed as Exhibit 10.10 to FedEx's FY18 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- 10.11 [Eleventh Amendment dated January 22, 2019 \(but effective as of January 1, 2019\) to the Composite Lease Agreement. \(Filed as Exhibit 10.9 to FedEx's FY19 Third Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)

- †10.12 [Twelfth Amendment dated April 9, 2019 \(but effective as of April 1, 2019\) to the Composite Lease Agreement. \(Filed as Exhibit 10.12 to FedEx's FY19 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- †10.13 [Thirteenth Amendment dated and effective July 26, 2021 to the Composite Lease Agreement. \(Filed as Exhibit 10.3 to FedEx's FY22 First Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- †10.14 [Fourteenth Amendment dated March 14, 2022 \(but effective as of February 1, 2022\) to the Composite Lease Agreement. \(Filed as Exhibit 10.14 to FedEx's FY22 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- †10.15 [Fifteenth Amendment dated and effective May 19, 2022 to the Composite Lease Agreement. \(Filed as Exhibit 10.15 to FedEx's FY22 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- †10.16 [Sixteenth Amendment dated June 27, 2023 \(but effective as of May 1, 2023\) to the Composite Lease Agreement. \(Filed as Exhibit 10.16 to FedEx's FY23 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- †10.17 [Seventeenth Amendment dated September 30, 2024 \(but effective as of September 1, 2024\) to the Composite Lease Agreement. \(Filed as Exhibit 10.1 to FedEx's FY25 Second Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- †10.18 [Eighteenth Amendment dated April 28, 2025 \(but effective as of January 6, 2025\) to the Composite Lease Agreement.](#)
- †10.19 [Nineteenth Amendment dated February 26, 2026 \(but effective as of December 1, 2025\) to the Composite Lease Agreement.](#)

Financing Agreements

- †10.20 [Three-Year Credit Agreement dated as of March 15, 2024, among FedEx, JPMorgan Chase Bank, N.A., individually and as administrative agent, and other financial institutions. \(Filed as Exhibit 10.47 to FedEx's FY24 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- †10.21 [Five-Year Credit Agreement dated as of March 15, 2024, among FedEx, JPMorgan Chase Bank, N.A., individually and as administrative agent, and other financial institutions. \(Filed as Exhibit 10.48 to FedEx's FY24 Annual Report on Form 10-K, and incorporated herein by reference.\)](#)
- 10.22 [First Amendment, dated as of October 31, 2025, to Three-Year Credit Agreement among FedEx, JPMorgan Chase Bank, N.A., individually and as administrative agent, and other financial institutions. \(Filed as Exhibit 10.1 to FedEx's FY26 Second Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- 10.23 [First Amendment, dated as of October 31, 2025, to Five-Year Credit Agreement among FedEx, JPMorgan Chase Bank, N.A., individually and as administrative agent, and other financial institutions. \(Filed as Exhibit 10.2 to FedEx's FY26 Second Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)

Management Contracts/Compensatory Plans or Arrangements

- 10.24 [FedEx 2010 Omnibus Stock Incentive Plan, as amended \(the "2010 Omnibus Stock Incentive Plan"\). \(Filed as Exhibit 10.12 to FedEx's FY18 Second Quarter Report on Form 10-Q, and incorporated herein by reference.\)](#)
- 10.25 [Form of Terms and Conditions of stock option grant pursuant to the 2010 Omnibus Stock Incentive Plan. \(Filed as Exhibit 4.4 to FedEx's Registration Statement No. 333-171232 on Form S-8, and incorporated herein by reference.\)](#)
- 10.26 [Form of Terms and Conditions of restricted stock grant pursuant to the 2010 Omnibus Stock Incentive Plan. \(Filed as Exhibit 4.5 to FedEx's Registration Statement No. 333-171232 on Form S-8, and incorporated herein by reference.\)](#)
- 10.27 [Form of Restricted Stock Agreement pursuant to the 2010 Omnibus Stock Incentive Plan. \(Filed as Exhibit 4.5 to FedEx's Registration Statement No. 333-192957 on Form S-8, and incorporated herein by reference.\)](#)
- 10.28 [FedEx 2019 Omnibus Stock Incentive Plan, as amended \(the "2019 Omnibus Stock Incentive Plan"\). \(Filed as Exhibit 99.1 to FedEx's Registration Statement No. 333-267559 on Form S-8, and incorporated herein by reference.\)](#)
- 10.29 [Form of Terms and Conditions of Stock Option Grant for U.S. Employees pursuant to the 2019 Omnibus Stock Incentive Plan. \(Filed as Exhibit 99.2 to FedEx's Registration Statement No. 333-234010 on Form S-8, and incorporated herein by reference.\)](#)

- 10.30 [Form of Stock Option Agreement for Non-U.S. Participants pursuant to the 2019 Omnibus Stock Incentive Plan. \(Filed as Exhibit 99.3 to FedEx's Registration Statement No. 333-234010 on Form S-8, and incorporated herein by reference\).](#)
- 10.31 [Form of Stock Option Agreement for Non-Management Members of the Board of Directors pursuant to the 2019 Omnibus Stock Incentive Plan. \(Filed as Exhibit 99.4 to FedEx's Registration Statement No. 333-234010 on Form S-8, and incorporated herein by reference\).](#)
- 10.32 [Form of Restricted Stock Agreement for U.S. Participants pursuant to the 2019 Omnibus Stock Incentive Plan. \(Filed as Exhibit 99.5 to FedEx's Registration Statement No. 333-234010 on Form S-8, and incorporated herein by reference\).](#)
- 10.33 [Form of Restricted Stock Agreement for Non-U.S. Participants pursuant to the 2019 Omnibus Stock Incentive Plan. \(Filed as Exhibit 99.6 to FedEx's Registration Statement No. 333-234010 on Form S-8, and incorporated herein by reference\).](#)
- 10.34 [Form of Restricted Stock Unit Agreement for Non-Management Directors pursuant to the 2019 Omnibus Stock Incentive Plan. \(Filed as Exhibit 10.1 to FedEx's Current Report on Form 8-K dated September 21, 2023 and filed September 22, 2023, and incorporated herein by reference\).](#)
- 10.35 [Amended and Restated FedEx Retirement Parity Pension Plan, effective June 1, 2024. \(Filed as Exhibit 10.60 to FedEx's FY24 Annual Report on Form 10-K, and incorporated herein by reference\).](#)
- 10.36 [FedEx Office Supplemental Retirement Plan dated December 30, 2019 \(but effective as of January 1, 2020\). \(Filed as Exhibit 10.102 to FedEx's FY22 Annual Report on Form 10-K, and incorporated herein by reference\).](#)
- 10.37 [First Amendment to FedEx Office Supplemental Retirement Plan dated December 22, 2021 \(but effective as of January 1, 2021\). \(Filed as Exhibit 10.103 to FedEx's FY22 Annual Report on Form 10-K, and incorporated herein by reference\).](#)
- 10.38 [Second Amendment to FedEx Office Supplemental Retirement Plan dated June 20, 2022 \(but effective as of August 1, 2022\). \(Filed as Exhibit 10.104 to FedEx's FY22 Annual Report on Form 10-K, and incorporated herein by reference\).](#)
- 10.39 [FedEx's Amended and Restated Retirement Plan for Outside Directors. \(Filed as Exhibit 10.2 to FedEx's FY09 Second Quarter Report on Form 10-Q, and incorporated herein by reference\).](#)
- 10.40 [Form of Management Retention Agreement between FedEx and each Executive Officer of the Registrant \(Filed as Exhibit 10.5 to FedEx's FY10 Third Quarter Report on Form 10-Q, and incorporated herein by reference\).](#)
- 10.41 [FedEx Supplemental Short-Term Disability Plan, effective January 1, 2025 \(Filed as Exhibit 10.1 to FedEx's FY25 Third Quarter Report on Form 10-Q, and incorporated herein by reference\).](#)
- 10.42 [FedEx Supplemental Long-Term Disability Plan, effective January 1, 2025 \(Filed as Exhibit 10.2 to FedEx's FY25 Third Quarter Report on Form 10-Q, and incorporated herein by reference\).](#)
- 10.43 [Separation and Release Agreement by and between FedEx Corporation and Sriram Krishnasamy \(Filed as Exhibit 10.1 to FedEx's Current Report on Form 8-K/A dated August 10, 2025 and filed August 12, 2025, and incorporated herein by reference\).](#)
- 10.44 [Form of Performance Stock Unit Agreement pursuant to FedEx Corporation 2019 Omnibus Stock Incentive Plan. \(Filed as Exhibit 10.3 to FedEx's FY26 Second Quarter Report on Form 10-Q, and incorporated herein by reference\).](#)
- 10.45 [Separation and Release Agreement by and between FedEx Corporation and John W. Dietrich. \(Filed as Exhibit 10.1 to FedEx's Current Report on Form 8-K/A dated April 13, 2026 and filed May 7, 2026, and incorporated herein by reference\).](#)
- *10.46 [First Amendment to Amended and Restated FedEx Retirement Parity Pension Plan, dated and effective as of June 1, 2026.](#)
- *10.47 [First Amendment to FedEx Supplemental Short-Term Disability Plan to exit Freight and Custom Critical dated May 28, 2026 \(but effective as of April 1, 2026\).](#)
- *10.48 [First Amendment to FedEx Supplemental Long-Term Disability Plan to exit Freight and Custom Critical dated May 28, 2026 \(but effective as of April 1, 2026\).](#)
- *10.49 [Form of Restricted Stock Unit Agreement for U.S. Participants pursuant to the FedEx Corporation 2019 Omnibus Stock Incentive Plan, as amended.](#)

- *10.50 [Form of Restricted Stock Unit Agreement for Non-U.S. Participants pursuant to the FedEx Corporation 2019 Omnibus Stock Incentive Plan, as amended.](#)

Spin-Off Agreements

- 10.51 [Transition Services Agreement, effective as of May 31, 2026, by and between the Company and FedEx Freight Holding Company, Inc. \(Filed as Exhibit 10.1 to FedEx's Current Report on Form 8-K dated May 28, 2026 and filed June 1, 2026, and incorporated herein by reference.\)](#)
- 10.52 [Tax Matters Agreement, effective as of May 31, 2026, by and between the Company and FedEx Freight Holding Company, Inc. \(Filed as Exhibit 10.2 to FedEx's Current Report on Form 8-K dated May 28, 2026 and filed June 1, 2026, and incorporated herein by reference.\)](#)
- 10.53 [Employee Matters Agreement, effective as of May 31, 2026, by and between the Company and FedEx Freight Holding Company, Inc. \(Filed as Exhibit 10.3 to FedEx's Current Report on Form 8-K dated May 28, 2026 and filed June 1, 2026, and incorporated herein by reference.\)](#)
- 10.54 [Intellectual Property Cross-License Agreement, effective as of May 31, 2026, by and among the Company, Federal Express Corporation, FedEx Dataworks, Inc. and FDXF Holding Corporation. \(Filed as Exhibit 10.4 to FedEx's Current Report on Form 8-K dated May 28, 2026 and filed June 1, 2026, and incorporated herein by reference.\)](#)
- 10.55 [Trademark License Agreement, effective as of May 31, 2026, by and between Federal Express Corporation and FDXF Holding Corporation. \(Filed as Exhibit 10.5 to FedEx's Current Report on Form 8-K dated May 28, 2026 and filed June 1, 2026, and incorporated herein by reference.\)](#)
- 10.56 [Stockholder and Registration Rights Agreement, effective as of May 31, 2026, by and between the Company and FedEx Freight Holding Company, Inc. \(Filed as Exhibit 10.6 to FedEx's Current Report on Form 8-K dated May 28, 2026 and filed June 1, 2026, and incorporated herein by reference.\)](#)

Other Exhibits

- *19 [FedEx Securities Manual, amended as of June 8, 2026.](#)
- *21 [Subsidiaries of Registrant.](#)
- *22 [List of Guarantor Subsidiaries.](#)
- *23 [Consent of Independent Registered Public Accounting Firm.](#)
- *24 [Powers of Attorney \(presented on the signature pages of this Annual Report\).](#)
- *31.1 [Certification of Principal Executive Officer Pursuant to Rules 13a-14\(a\) and 15d-14\(a\) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- *31.2 [Certification of Principal Financial Officer Pursuant to Rules 13a-14\(a\) and 15d-14\(a\) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- *32.1 [Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- *32.2 [Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 97.1 [FedEx Policy on Recoupment of Incentive Compensation. \(Filed as Exhibit 97.1 to FedEx's FY24 Annual Report on Form 10-K, and incorporated herein by reference\).](#)
- **99.1 [Schedule I related to the Federal Express Pass Through Certificates, Series 2020-1AA \(the "Certificates"\). \(Filed as Exhibit 99.1 to the August 13, 2020 Form 8-K, and incorporated herein by reference\).](#)
- ***99.2 [Schedule II related to the Certificates. \(Filed as Exhibit 99.2 to the August 13, 2020 Form 8-K, and incorporated herein by reference\).](#)
- *101.1 Interactive Data Files pursuant to Rule 405 of Regulation S-T formatted in Inline Extensible Business Reporting Language ("Inline XBRL").
- *104 Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101.1).

* Filed herewith.

** Pursuant to Instruction 2 to Item 601 of Regulation S-K, Exhibit 99.1 to the August 13, 2020 Form 8-K contains a list of documents applicable to the Boeing 767-300F aircraft (other than the aircraft bearing Registration No. N126FE) that relate to the offering of the Certificates, which documents are substantially identical to those which are filed as Exhibits 4.7 and 4.9 to the August 13, 2020 Form 8-K, except for the information identifying such aircraft in question and various information relating to the principal amounts of the equipment notes relating to such aircraft. Exhibit 99.1 to the August 13, 2020 Form 8-K sets forth the details by which such documents differ from the corresponding representative sample of documents filed as Exhibits 4.7 and 4.9 to the August 13, 2020 Form 8-K with respect to the aircraft bearing Registration No. N976JT.

*** Pursuant to Instruction 2 to Item 601 of Regulation S-K, Exhibit 99.2 to the August 13, 2020 Form 8-K contains a list of documents applicable to the Boeing 777F aircraft (other than the aircraft bearing Registration No. N869FD) that relate to the offering of the Certificates, which documents are substantially identical to those which are filed as Exhibits 4.8 and 4.10 to the August 13, 2020 Form 8-K, except for the information identifying such aircraft in question and various information relating to the principal amounts of the equipment notes relating to such aircraft. Exhibit 99.2 to the August 13, 2020 Form 8-K sets forth the details by which such documents differ from the corresponding representative sample of documents filed as Exhibits 4.8 and 4.10 to the August 13, 2020 Form 8-K with respect to the aircraft bearing Registration No. N869FD.

† Certain attachments have been omitted pursuant to Item 601(a)(5) of Regulation S-K because the information contained therein is not material and is not otherwise publicly disclosed. FedEx will furnish supplementally copies of such attachments to the SEC or its staff upon request.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

FEDEX CORPORATION

Dated: July 20, 2026

By: /s/ Rajesh Subramaniam
Rajesh Subramaniam
President and Chief Executive Officer

Power of Attorney. KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Rajesh Subramaniam, and Claude F. Russ, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with any and all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Capacity	Date
<u>/s/ Rajesh Subramaniam</u> Rajesh Subramaniam	President and Chief Executive Officer and Director (Principal Executive Officer)	July 20, 2026
<u>/s/ Claude F. Russ</u> Claude F. Russ	Enterprise Vice President, Finance, Interim Chief Financial Officer, and Interim Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	July 20, 2026
<u>/s/ R. Brad Martin</u> R. Brad Martin	Executive Chairman and Chairman of the Board and Director	July 20, 2026
<u>/s/ Mark A. Edmunds</u> Mark A. Edmunds	Director	July 20, 2026
<u>/s/ Marvin R. Ellison</u> Marvin R. Ellison	Director	July 20, 2026
<u>/s/ Susan Patricia Griffith</u> Susan Patricia Griffith	Director	July 20, 2026

/s/ Amy B. Lane Amy B. Lane	Director	July 20, 2026
/s/ Nancy A. Norton Nancy A. Norton	Director	July 20, 2026
/s/ Frederick P. Perpall Frederick P. Perpall	Director	July 20, 2026
/s/ Joshua Cooper Ramo Joshua Cooper Ramo	Director	July 20, 2026
/s/ Susan C. Schwab Susan C. Schwab	Director	July 20, 2026
/s/ Richard W. Smith Richard W. Smith	Chief Operating Officer - International, Chief Executive Officer - Airline, and Director	July 20, 2026
/s/ Paul S. Walsh Paul S. Walsh	Director	July 20, 2026

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of FedEx Corporation

We have audited the consolidated financial statements of FedEx Corporation (the Company) as of May 31, 2026 and 2025, and for each of the three years in the period ended May 31, 2026, and have issued our report thereon dated July 20, 2026 included elsewhere in this Form 10-K. Our audits of the consolidated financial statements included the financial statement schedule listed in Item 15(a) of this Form 10-K (the “schedule”). This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s schedule, based on our audits.

In our opinion, the schedule presents fairly, in all material respects, the information set forth therein when considered in conjunction with the consolidated financial statements.

/s/ Ernst & Young LLP

Memphis, Tennessee

July 20, 2026

FEDEX CORPORATION
VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED MAY 31, 2026, 2025, AND 2024
(IN MILLIONS)

Description	Balance at beginning of year	Additions		Deductions	Balance at end of year
		Charged to expenses	Charged to other accounts		
Accounts Receivable Reserves:					
Allowance for Credit Losses					
2026	\$ 438	\$ 946	\$ —	\$ 874 ^(a)	\$ 510
2025	436	521	—	519 ^(a)	438
2024	472	421	—	457 ^(a)	436
Allowance for Revenue Adjustments					
2026	\$ 335	\$ —	\$ 1,988 ^(b)	\$ 1,969 ^(c)	\$ 354
2025	339	—	1,495 ^(b)	1,499 ^(c)	335
2024	328	—	1,534 ^(b)	1,523 ^(c)	339
Inventory Valuation Allowance:					
2026	\$ 308	\$ 42	\$ —	\$ 26	\$ 324
2025	288	41	—	21	308
2024	276	40	—	28	288

^(a) Uncollectible accounts written off, net of recoveries, and other adjustments.

^(b) Principally charged against revenue.

^(c) Service failures, rebills, and other.

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

As of July 16, 2026, FedEx Corporation (“FedEx,” the “Company,” “we,” “us,” and “our”) had nine classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”): our Common Stock; our 1.625% Notes due 2027; our 0.450% Notes due 2029 (two series); our 1.300% Notes due 2031; our 3.500% Notes due 2032; our 0.950% Notes due 2033 (two series); and our 4.125% Notes due 2037.

DESCRIPTION OF COMMON STOCK

The following description of our Common Stock is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to our Restated Certificate of Incorporation (the “Certificate of Incorporation”) and our Amended and Restated Bylaws (the “Bylaws”), each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.1 is a part. We encourage you to read our Certificate of Incorporation, our Bylaws, and the applicable provisions of the General Corporation Law of the State of Delaware (“DGCL”) for additional information.

Authorized Shares of Capital Stock

Our authorized capital stock consists of 800,000,000 shares of common stock, \$0.10 par value per share, and 4,000,000 shares of series preferred stock, without par value. On July 16, 2026, there were outstanding (a) 236,581,188 shares of common stock and (b) stock options to purchase an aggregate of 9,559,332 shares of common stock, of which options to purchase an aggregate of 6,513,780 shares of common stock were exercisable. As of July 16, 2026, no shares of our preferred stock were issued or outstanding.

Voting Rights

Holders of common stock are entitled to one vote per share on all matters voted on generally by the stockholders, including the election of directors, and possess all voting power (except as may, in the future, be provided by Delaware law, our Certificate of Incorporation, or a resolution of our board of directors authorizing a series of our preferred stock). Our common stock does not have cumulative voting rights.

Dividends

Holders of our common stock are entitled to receive dividends when, as, and if declared by the board of directors out of funds legally available for payment of dividends, subject to the rights of the holders of any outstanding shares of preferred stock. The holders of common stock will share equally, share for share, in such dividends, whether payable in cash, in property, or in shares of our stock.

Liquidation Rights

Subject to any preferential rights of outstanding shares of preferred stock, holders of common stock will share ratably in our assets legally available for distribution to our stockholders in the event of our liquidation, dissolution, or winding up.

Absence of Other Rights

Our common stock has no preemptive, subscription, preferential, conversion, or exchange rights.

Listing

Our common stock is listed on the New York Stock Exchange under the symbol “FDX.”

Miscellaneous

The outstanding shares of our common stock are, and any shares of common stock offered by a prospectus supplement upon issuance and payment therefor will be, fully paid and nonassessable.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A., P.O. Box 43006, Providence, Rhode Island 02940-3006.

Certain Anti-Takeover Effects

General. Certain provisions of our Certificate of Incorporation, our Bylaws, and the DGCL may have the effect of impeding the acquisition of control of us. These provisions are designed to reduce, or have the effect of reducing, our vulnerability to unsolicited takeover attempts.

Delaware Takeover Statute. We are subject to the provisions of Section 203 of the DGCL. Section 203 prohibits a publicly held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A “business combination” includes mergers, asset sales, and other transactions resulting in a financial benefit to the interested stockholder. Subject to specified exceptions, an “interested stockholder” is a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of the corporation’s voting stock.

Stockholder Action by Written Consent. Our Certificate of Incorporation and Bylaws require that all stockholder action be taken at a duly called meeting of the stockholders and prohibit taking action by written consent of stockholders.

Additional Authorized Shares of Capital Stock. The additional shares of authorized common stock and preferred stock available for issuance under our Certificate of Incorporation could be issued at such times, under such circumstances, and with such terms and conditions as to impede a change in control.

DESCRIPTION OF THE NOTES

The following description of our 1.625% Notes due 2027 (the “2027 Notes”), each series of our 0.450% Notes due 2029 (collectively, the “2029 Notes”), our 1.300% Notes due 2031 (the “2031 Notes”), our 3.500% Notes due 2032 (the “2032 Notes”), each series of our 0.950% Notes due 2033 (collectively, the “2033 Notes”) and our 4.125% Notes due 2037 (the “2037 Notes” and, together with the 2027 Notes, the 2029 Notes, the 2031 Notes and the 2032 Notes, the “Notes”) is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to the indenture, dated as of October 23, 2015 (the “Base Indenture”), among FedEx, the subsidiary guarantors named below, and U.S. Bank Trust Company, National Association, as successor trustee (the “trustee”), as supplemented: (i) in the case of the 2027 Notes, by supplemental indenture no. 3, dated as of April 11, 2016, among FedEx, the subsidiary guarantors named below, the trustee, and the paying agent named below; (ii) in the case of the 0.450% Notes due 2029 (the “Original 2029 Notes”) and the 0.950% Notes due 2033 (the “Original 2033 Notes”), in each case, issued on May 4, 2021, by supplemental indenture no. 13, dated as of May 4, 2021, among FedEx, the subsidiary guarantors named below, the trustee, and the paying agent named below (as supplemented by supplemental indenture no. 14, dated as of February 26, 2025, among FedEx, the subsidiary guarantors named below, the trustee, and the paying agent named below); (iii) in the case of the 0.450% Notes due 2029 (the “Exchanged 2029 Notes”) and the 0.950% Notes due 2033 (the “Exchanged 2033 Notes”), in each case, issued on February 26, 2025, by supplemental indenture no. 16, dated as of February 26, 2025, among FedEx, the subsidiary guarantors named below, the trustee, and the paying agent named below; (iv) in the case of our 1.300% Notes due 2031, by supplemental indenture no. 16, dated as of February 26, 2025, among FedEx, the subsidiary guarantors named below, the trustee, and the paying agent named below; and (v) in the case of the 2032 Notes and the 2037 Notes, by supplemental indenture no. 17, dated as of July 30, 2025, among FedEx, the subsidiary guarantors named below, the trustee, and the paying agent named below (the Base Indenture, as so supplemented, the “Indenture”), which are incorporated by reference as exhibits to the Annual Report on Form 10-K of which this Exhibit 4.1 is a part. We encourage you to read the Indenture for additional information. References in this section to the

“Company,” “us,” “we” and “our” are solely to FedEx and not to any of its subsidiaries, unless the context requires otherwise.

The Base Indenture

Merger, Consolidation, and Sale of Assets

The Base Indenture provides that we may not consolidate with or merge into any other person, or convey, transfer, or lease our properties and assets as, or substantially as, an entirety to any person, unless:

- our successor is a corporation organized and existing under the laws of the United States, any state thereof, or the District of Columbia;
- our successor shall expressly assume, by a supplemental indenture, the due and punctual payment of the principal of and any premium and interest on the Notes and the performance of every covenant in the Base Indenture that we would otherwise have to perform;
- immediately after giving effect to such transaction, there will not be any defaults under the Base Indenture; and
- we shall have delivered to the trustee an officers’ certificate and an opinion of counsel, each stating that the transaction and the supplemental indenture comply with the Base Indenture.

We have agreed that we will not sell or dispose of any subsidiary guarantor whose assets exceed 10% of our consolidated total assets (determined as of the date of our most recent interim or fiscal year-end balance sheet filed with the Securities and Exchange Commission (“SEC”) prior to the date such guarantee is released) (each, a “10% subsidiary guarantor”) unless at least 75% of the net proceeds of such sale or disposition will consist of any combination of:

- cash (including assumption by the acquiror of any indebtedness of FedEx or its subsidiaries) or readily marketable securities;
- property or assets (other than current assets) of a nature or type similar or related to the nature or type of the property or assets of FedEx and its subsidiaries existing on the date of such sale or disposition; or
- interests in companies or businesses having property or assets or engaged in businesses similar or related to the nature or type of the property or assets or businesses of FedEx and its subsidiaries on the date of such sale or disposition.

Application of Proceeds Upon Release of a 10% Subsidiary Guarantor

In the event that the net proceeds from the sale or disposition of a 10% subsidiary guarantor consist of cash or readily marketable securities, we will apply, within 12 months of such sale or disposition, an amount equal to 100% of the fair market value, as determined in good faith by our board of directors, of such net proceeds to:

- repay unsubordinated indebtedness of FedEx or any subsidiary guarantor, in each case owing to a person other than an affiliate of FedEx (such repayment is not required to be made pro rata among all our unsubordinated indebtedness);
- invest in property or assets (other than current assets) of a nature or type similar or related to the nature or type of the property or assets of FedEx and its subsidiaries existing on the date of such investment; or
- invest in a company or business having property or assets or engaged in a business similar or related to the nature or type of the property or assets or businesses of FedEx and its subsidiaries on the date of such investment.

Modification, Amendment, and Waiver

We and the trustee may modify and amend the Base Indenture with the consent of the holders of a majority in principal amount of each series of Notes to be affected (voting as a single class). However, no modification or amendment may, without the consent of the holder of such Notes affected thereby:

- change the stated maturity of the principal of, or any premium or installment of interest on, such Notes;
- reduce the principal amount of, rate of interest on, or premium payable upon the redemption of, such Notes;
- change any place of payment where, or the currency in which, any principal of, or interest or premium on, such Notes is payable;
- impair the right to institute suit for the enforcement of any payment on such Notes on or after the stated maturity, or, in the case of redemption, on or after the redemption date;
- reduce the percentage in principal amount of such Notes the consent of whose holders is required for modification or amendment of the Base Indenture, for waiver of compliance with certain provisions of the Base Indenture, or for waiver of certain defaults; or
- if such Notes are convertible or exchangeable into or for other securities or property, make any change that adversely affects the right to convert or exchange such Notes or decrease the conversion or exchange rate or increase the conversion price of such Notes, unless such decrease or increase is permitted by the terms of such Notes.

The holders of a majority in principal amount of the Notes of any series may on behalf of the holders of Notes of that series waive any past default under the Base Indenture and its consequences, except a default in the payment of the principal of or any premium or interest on such Notes or in respect of a covenant or provision that under the Base Indenture cannot be modified or amended without the consent of the holder of such Notes affected.

In addition, we and the trustee can modify and amend the Base Indenture without the consent of any holders in order to, among other things:

- allow a successor to FedEx or a subsidiary guarantor to assume our or its obligations under the Base Indenture;
 - add to the covenants of FedEx or a subsidiary guarantor for the benefit of the holders of all or any series of Notes, or surrender any right or power conferred upon FedEx or a subsidiary guarantor by the Base Indenture;
 - add any additional events of default of FedEx or a subsidiary guarantor for the benefit of the holders of all or any series of Notes;
 - establish the form or terms of any series of Notes;
 - secure the Notes of any series;
 - correct any ambiguity, defect, or inconsistency under the Base Indenture, or to make other provisions with respect to matters or questions arising under the Base Indenture, provided that such action does not adversely affect the interests of the holders of any debt securities in any material respect;
 - add to, change, or eliminate any provision of the Base Indenture applying to one or more series of Notes, provided that if such action adversely affects in any material respect the interests of holders such series of Notes, such addition, change, or elimination will become effective with respect to such series only when no such Notes of that series remain outstanding;
 - add additional subsidiary guarantors of the Notes;
 - provide for the release of subsidiary guarantors as permitted under the Base Indenture;
 - evidence and provide for the appointment of a successor trustee or to add to or change any provisions to the extent necessary to appoint a separate trustee for a specific series of Notes;
 - supplement any of the provisions of the Base Indenture to the extent necessary to permit or facilitate the defeasance and discharge of any series of Notes, *provided* that no such supplement shall materially adversely affect the interests of any holders of the Notes;
-

- make provisions with respect to conversion or exchange rights of holders of Notes;
- comply with the requirements of the SEC to effect or maintain the qualification of the Base Indenture under the Trust Indenture Act; or
- make any other amendment or supplement to the Base Indenture as long as that amendment or supplement does not materially adversely affect the interests of any holders of Notes.

Events of Default

Unless otherwise provided in a supplemental indenture with respect to a series of Notes, an event of default with respect to a series of Notes will occur if:

- we fail to pay interest when due on any Notes of that series for 30 days;
- we fail to pay the principal of or any premium on any Notes of that series when due;
- we fail to perform any covenant in the Base Indenture and this failure continues for 90 days after we receive written notice as provided in the Base Indenture;
- we fail to deposit any sinking fund payment when and as due by the terms of the Notes of that series;
- we or a court takes certain actions relating to our bankruptcy, insolvency, or reorganization for the benefit of our creditors; or
- any subsidiary guarantor whose consolidated total assets constitute 60% or more of our consolidated total assets (determined as of the date of our most recent interim or fiscal year-end balance sheet filed with the SEC prior to such determination date) or a court takes certain actions relating to the bankruptcy, insolvency, or reorganization of such subsidiary guarantor for the benefit of its creditors.

If an event of default with respect to the Notes of any series occurs and continues, the trustee or the holders of a majority in principal amount of the outstanding Notes of that series may require us to repay immediately the principal amount of the Notes of that series. The holders of a majority in principal amount of the outstanding Notes of that series may rescind and annul such acceleration if all events of default with respect to Notes of that series, other than the nonpayment of accelerated principal, have been cured or waived as provided in the Base Indenture. For information as to waiver of defaults, see “—Modification, Amendment, and Waiver” above.

Other than its duties in case of a default, the trustee will not be obligated to exercise any of its rights or powers under the Base Indenture at the request or direction of any of the holders, unless the holders offer to the trustee reasonable indemnity. If the holders provide this reasonable indemnity, the holders of a majority in principal amount of the outstanding Notes of such series will have the right, subject to certain limitations, to direct the time, method, and place of conducting any proceeding for any remedy available to the trustee or exercising any trust or power conferred on the trustee with respect to any series of Notes.

No holder of any Notes of any series will have any right to institute any proceeding with respect to the Base Indenture or for any remedy under the Base Indenture unless:

- the holder has previously given to the trustee written notice of a continuing event of default;
- the holders of a majority in principal amount of the outstanding Notes of that series have made a written request, and offered reasonable indemnity, to the trustee to institute a proceeding as trustee; and
- the trustee has not received from the holders of a majority in principal amount of the outstanding Notes of that series a direction inconsistent with the request, and the trustee has failed to institute such proceeding within 60 days.

However, the holder of any Notes will have an absolute right to receive payment of the principal of and any premium and interest on such Notes as expressed in the Notes, or, in the case of redemption, on the redemption date, and to institute suit for the enforcement of any payment.

We will be required to furnish to the trustee annually a statement as to the absence of certain defaults under the Base Indenture. The trustee may withhold notice to the holders of Notes of any default, except as to payment of principal of (or premium, if any) or interest with respect to the Notes, if the trustee considers such withholding to be in the interest of the holders of the Notes.

Discharge and Defeasance

We may satisfy and discharge obligations with respect to the Notes of a particular series by either delivering to the trustee for cancellation all outstanding Notes of that series, or depositing with the trustee, after the outstanding Notes of that series have become due and payable, or will become due and payable within one year, at maturity or by redemption, sufficient cash or government securities to pay the principal, interest, any premium, and any other sums due to the stated maturity date or redemption date of the Notes of that series.

In addition, the Base Indenture provides that at our option we may:

- be discharged from our obligations with respect to Notes of a particular series (“defeasance and discharge”), or
- cease to comply with certain restrictive covenants under the Base Indenture, including those described under “—Merger, Consolidation, and Sale of Assets,” and certain events of default will no longer apply to us (“covenant defeasance”),

if we deposit with the trustee sufficient cash or government securities to pay the principal, interest, any premium, and any other sums due to the stated maturity date or redemption date of the Notes of that series. Upon defeasance and discharge, the holders of the Notes of the affected series will not be entitled to the benefits of the Base Indenture, except for registration of transfer and exchange of Notes and replacement of lost, stolen, or mutilated Notes. Such holders may look only to such deposited funds or obligations for payment.

The defeasance and discharge and covenant defeasance described above are effective only if, among other things, we deliver to the trustee an opinion of counsel to the effect that (i) the holders of such Notes will not recognize income, gain, or loss for federal income tax purposes as result of such defeasance and discharge or covenant defeasance and will be subject to federal income tax on the same amounts, in the same manner, and at the same time as would have been the case if such defeasance and discharge or covenant defeasance had not occurred, and (ii) in the case of defeasance and discharge, the opinion as to tax consequences is based upon an Internal Revenue Service ruling or a change in applicable federal income tax law.

With respect to the Notes, “government securities” shall include (1) securities that are direct obligations of the Federal Republic of Germany for the payment of which its full faith and credit is pledged or (2) obligations of a person controlled or supervised by and acting as an agency or instrumentality of the Federal Republic of Germany, the payment of which is unconditionally guaranteed as a full faith and credit obligation by the Federal Republic of Germany, which, in either case under clauses (1) or (2) are not callable or redeemable at the option of the issuer thereof.

General

As of July 16, 2026, there was outstanding (i) €1,250,000,000 aggregate principal amount of the 2027 Notes, (ii) €208,253,000 aggregate principal amount of the Original 2029 Notes, (iii) €391,747,000 aggregate principal amount of the Exchanged 2029 Notes, (iv) €145,122,000 aggregate principal amount of 2031 Notes, (v) €500,000,000 aggregate principal amount of the 2032 Notes, (vi) €247,172,000 aggregate principal amount of the Original 2033 Notes, (vii) €402,828,000 aggregate principal amount of the Exchanged 2033 Notes and (viii) €350,000,000 aggregate principal amount of the 2037 Notes. The 2027 Notes, the 2029 Notes, the 2031 Notes, the 2032 Notes, the 2033 Notes, and the 2037 Notes will mature on January 11, 2027, May 4, 2029, August 5, 2031, July 30, 2032, May 4, 2033, and July 30, 2037, respectively.

The Notes are our general unsecured obligations and rank equally in right of payment with all our other existing and future unsecured and unsubordinated indebtedness. The Notes are fully and unconditionally guaranteed by Federal

Express Corporation, FedEx Office and Print Services, Inc., Federal Express Europe, Inc., Federal Express Holdings S.A., LLC, and Federal Express International, Inc., subject to automatic and unconditional release of such guarantees in certain circumstances described in the Indenture. These subsidiaries guarantee our obligations under our outstanding unsecured debt securities and revolving credit facilities. We may redeem a series of the Notes, in whole or in part, at any time at the applicable redemption price described under “—Optional Redemption” below. In addition, we may redeem any series of the Notes, in whole but not in part, at any time, if certain events occur involving changes in United States taxation, at the applicable redemption price described under “—Redemption for Tax Reasons” below. We may issue additional notes of any series from time to time at any time. The Notes of a series and any additional new notes of such series subsequently issued under the Indenture would be treated as a single series for all purposes under the Indenture, including, without limitation, waivers, amendments, and redemptions. If the additional notes of a series, if any, are not fungible with the notes of that series previously offered for U.S. federal income tax purposes, the additional notes will have separate CUSIP, Common Code, and ISIN numbers. The Notes do not have the benefit of a sinking fund. If a Change of Control Repurchase Event (as defined below) occurs with respect to a series of the Notes, except to the extent we have exercised our right to redeem such Notes, we will be required to offer to repurchase the Notes of such series, as described under “—Change of Control Repurchase Event” below.

The Indenture does not limit the aggregate amount of debt securities which may be issued under the Indenture. Other than the provisions relating to a Change of Control Repurchase Event, the Indenture does not contain any debt covenants or provisions which would afford the holders of the Notes protection in the event of a highly leveraged or similar transaction. The trustee will not be liable for special, indirect, exemplary, incidental, punitive, or consequential or other similar loss or damage of any kind under the Indenture. We and the trustee, and each holder of a note by its acceptance thereof, irrevocably waives, to the fullest extent permitted by applicable law, any and all right to trial by jury in any legal proceeding arising out of or relating to the Indenture, the notes, or any transaction contemplated thereby.

The Notes were issued in fully registered form without coupons in denominations of €100,000 and integral multiples of €1,000 in excess of €100,000. The Notes of each series are represented by one or more permanent global notes that have been deposited with a common depository and registered in the name of the nominee of the common depository for the accounts of Clearstream and Euroclear.

Interest

The 2027 Notes bear interest at the rate of 1.625% per year. The 2029 Notes bear interest at the rate of 0.450% per year. The 2031 Notes bear interest at the rate of 1.300% per year. The 2032 Notes bear interest at the rate of 3.500% per year. The 2033 Notes bear interest at the rate of 0.950% per year. The 2037 Notes bear interest at the rate of 4.125% per year. Interest on the each series of Notes accrues from the most recent date to which interest on such series of Notes has been paid (or in the case of the 2032 Notes and the 2037 Notes, from July 30, 2025).

Interest is payable annually in arrears on January 11 of each year, in the case of the 2027 Notes, on May 4 of each year, in the case of the 2029 Notes, on August 5 of each year, in the case of the 2031 Notes, on July 30 of each year, commencing on July 30, 2026, in the case of the 2032 Notes, on May 4 of each year, in the case of the 2033 Notes, and on July 30 of each year, commencing on July 30, 2026, in the case of the 2037 Notes, to the persons in whose names the Notes are registered at the close of business on the preceding December 25 in the case of the 2027 Notes, April 19 in the case of the 2029 Notes, July 21 in the case of the 2031 Notes, July 15 in the case of the 2032 Notes and the 2037 Notes, and April 19 in the case of the 2033 Notes, or, if the Notes of the series are represented by one or more global notes, the close of business on the business day (for this purpose a day on which Clearstream and Euroclear are open for business) immediately preceding December 25 in the case of the 2027 Notes, April 19 in the case of the 2029 Notes, July 21 in the case of the 2031 Notes, July 15 in the case of the 2032 Notes and the 2037 Notes, and April 19 in the case of the 2033 Notes. Interest on the Notes is computed on the basis of the actual number of days in the period for which interest is being calculated and the actual number of days from and including the last date on which interest was paid on the Notes (or July 30, 2025 in the case of the 2032 Notes and the 2037 Notes) to, but excluding the next scheduled interest payment date. This payment convention is referred to as ACTUAL/ACTUAL (ICMA) as defined in the rulebook of the International Capital Market Association.

If the maturity date or any redemption date of a series of the Notes falls on a day that is not a business day, the related payment of principal, premium, and additional amounts, if any, and interest will be made on the next business day as if it were made on the date such payment was due, and no interest will accrue on the amounts so payable for the period from and after such date to the next business day. If any interest payment date would otherwise be a day that is not a business day, that interest payment date will be postponed to the next date that is a business day.

Optional Redemption

At our option, we may redeem the 2027 Notes, in whole or in part, at any time prior to the applicable Par Call Date (as defined below), on at least 30 days' but no more than 60 days', prior written notice mailed (or otherwise delivered in accordance with the applicable clearing system's procedures) to the registered holders of the 2027 Notes to be redeemed.

At our option, we may redeem the 2029 Notes, in whole or in part, at any time prior to the applicable Par Call Date , on at least 10 days' but no more than 60 days', prior written notice mailed (or otherwise delivered in accordance with the applicable clearing system's procedures) to the registered holders of the 2029 Notes to be redeemed.

At our option, we may redeem the 2031 Notes, in whole or in part, at any time prior to the applicable Par Call Date , on at least 10 days' but no more than 60 days', prior written notice mailed (or otherwise delivered in accordance with the applicable clearing system's procedures) to the registered holders of the 2031 Notes to be redeemed.

At our option, we may redeem the 2032 Notes, in whole or in part, at any time prior to the applicable Par Call Date , on at least 10 days' but no more than 60 days', prior written notice mailed (or otherwise delivered in accordance with the applicable clearing system's procedures) to the registered holders of the 2032 Notes to be redeemed.

At our option, we may redeem the 2033 Notes, in whole or in part, at any time prior to the applicable Par Call Date , on at least 10 days' but no more than 60 days', prior written notice mailed (or otherwise delivered in accordance with the applicable clearing system's procedures) to the registered holders of the 2033 Notes to be redeemed.

At our option, we may redeem the 2037 Notes, in whole or in part, at any time prior to the applicable Par Call Date , on at least 10 days' but no more than 60 days', prior written notice mailed (or otherwise delivered in accordance with the applicable clearing system's procedures) to the registered holders of the 2037 Notes to be redeemed.

Upon redemption of the Notes, we will pay a redemption price equal to the greater of:

(1) 100% of the principal amount of the Notes to be redeemed; and

(2) the sum of the present values of the Remaining Scheduled Payments (as defined below) of principal and interest on the Notes to be redeemed that would be due if such Notes matured on the applicable Par Call Date (not including any portion of such payments of interest accrued as of the redemption date), discounted to the redemption date on an ACTUAL/ACTUAL (ICMA) day count basis, at the applicable Comparable Government Bond Rate (as defined below) plus 25 basis points in the case of the 2027 Notes, 15 basis points in the case of the 2029 Notes, 25 basis points in the case of the 2031 Notes, 20 basis points in the case of the 2032 Notes, 20 basis points in the case of the 2033 Notes, and 25 basis points in the case of the 2037 Notes,

in each case, plus accrued and unpaid interest to the date of redemption on the principal amount of the Notes being redeemed.

At any time on or after the applicable Par Call Date, we may redeem a series of the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest to the date of redemption on the principal amount of the Notes being redeemed.

“Comparable Government Bond” means, with respect to the series of the Notes to be redeemed prior to the applicable Par Call Date, in relation to any Comparable Government Bond Rate calculation, at the discretion of an independent investment bank selected by us, a bond that is a direct obligation of the Federal Republic of Germany (“German government bond”), whose maturity is closest to the Par Call Date of such Notes to be redeemed (in the case of the 2029 Notes, the 2031 Notes, the 2032 Notes, the 2033 Notes, and the 2037 Notes) or whose maturity is closest to the maturity of the Notes to be redeemed (in the case of the 2027 Notes), or if such independent investment bank in its discretion determines that such similar bond is not in issue, such other German government bond as such independent investment bank may, with the advice of three brokers of, and/or market makers in, German government bonds selected by us, determine to be appropriate for determining the Comparable Government Bond Rate.

“Comparable Government Bond Rate” means the yield to maturity, expressed as a percentage (rounded to three decimal places, with 0.0005 being rounded upwards), on the third business day prior to the date fixed for redemption, of the Comparable Government Bond (as defined above) on the basis of the middle market price of the Comparable Government Bond prevailing at 11:00 a.m. (London time) on such business day as determined by an independent investment bank selected by us.

“Par Call Date” means October 11, 2026 in the case of the 2027 Notes, February 4, 2029 in the case of the 2029 Notes, May 5, 2031 in the case of the 2031 Notes, April 30, 2032 in the case of the 2032 Notes, February 4, 2033 in the case of the 2033 Notes, and April 30, 2037 in the case of the 2037 Notes.

“Remaining Scheduled Payments” means with respect to each Note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related redemption date but for such redemption; provided, however, that, if such redemption date is not an interest payment date with respect to such Notes, the amount of the next succeeding scheduled interest payment thereon will be deemed to be reduced (solely for the purposes of this calculation) by the amount of interest accrued thereon to such redemption date. Unless we default in payment of the redemption price, on and after the date of redemption, interest will cease to accrue on the Notes or portions of the Notes called for redemption.

If less than all of a series of the Notes are to be redeemed, the Notes to be redeemed shall be selected by the trustee by such method as the trustee deems to be fair and appropriate in accordance with the applicable clearing system’s procedures.

Redemption for Tax Reasons

If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any taxing authority in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations, or rulings, which change or amendment is announced or becomes effective on or after the date of the initial sale of the applicable series of the Notes, we become or, based upon a written opinion of independent counsel selected by us, will become obligated to pay additional amounts as described herein under the heading “—Payment of Additional Amounts” with respect to that series of the Notes, then we may at any time at our option redeem, in whole, but not in part, the outstanding Notes of such series on not less than 30 nor more than 60 days’ prior notice, at a redemption price equal to 100% of their principal amount, together with accrued and unpaid interest on those Notes to, but not including, the date fixed for redemption.

Redemption for Reason of Minimal Outstanding Amount

In the case of the 2029 Notes, the 2032 Notes, the 2033 Notes, and the 2037 Notes, in the event that we have purchased the Notes of a series equal to or greater than 80% of the aggregate principal amount of the Notes of such series initially issued, we may redeem, in whole, but not in part, the remaining Notes of such series on not less than

30 nor more than 60 days in the case of the 2029 Notes and the 2033 Notes, and 10 nor more than 60 days, in the case of the 2032 Notes and the 2037 Notes, prior notice, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, together with accrued and unpaid interest on those Notes to, but not including, the date fixed for redemption.

Payment of Additional Amounts

We will, subject to the exceptions and limitations set forth below, pay as additional interest on the Notes such additional amounts as are necessary in order that the net payment by us of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after withholding or deduction for any present or future tax, assessment, or other governmental charge imposed by the United States or a taxing authority in the United States (including any withholding or deduction with respect to the payment of such additional amounts), will not be less than the amount provided in the Notes to be then due and payable; *provided, however*, that the foregoing obligation to pay additional amounts shall not apply:

- (1) to any tax, assessment, or other governmental charge that is imposed by reason of the holder (or the beneficial owner for whose benefit such holder holds such note), or a fiduciary, settlor, beneficiary, member, or shareholder of the holder or beneficial owner if the holder or beneficial owner is an estate, trust, partnership, corporation, or other entity, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:
 - (a) being or having been engaged in a trade or business in the United States or having or having had a permanent establishment in the United States;
 - (b) having a current or former connection with the United States (other than a connection arising solely as a result of the ownership of the Notes, the receipt of any payment thereon or the enforcement of any rights thereunder), including being or having been a citizen or resident of the United States;
 - (c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation for United States federal income tax purposes or a corporation that has accumulated earnings to avoid United States federal income tax;
 - (d) being or having been a “10-percent shareholder” of FedEx as defined in Section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”), or any successor provision; or
 - (e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;
 - (2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary, partnership, or limited liability company, but only to the extent that a beneficial owner with respect to the holder, a beneficiary or settlor with respect to the fiduciary, or a beneficial owner or member of the partnership or limited liability company would not have been entitled to the payment of such additional amounts had the beneficiary, settlor, beneficial owner, or member received directly its beneficial or distributive share of the payment;
 - (3) to any tax, assessment, or other governmental charge that would not have been imposed but for the failure of the holder or any other person to comply with certification, identification, or information reporting requirements concerning the nationality, residence, identity, or connection with the United States of such holder or other person, if compliance is required by statute, by regulation of the United States or any taxing authority therein or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from, or reduction in, such tax, assessment, or other governmental charge;
 - (4) to any tax, assessment, or other governmental charge that is imposed otherwise than by withholding by us or a paying agent from payments on the Notes;
 - (5) to any tax, assessment, or other governmental charge that would not have been imposed but for a change in law, regulation, or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;
 - (6) to any estate, inheritance, gift, sales, excise, transfer, wealth, capital gains, or personal property tax or similar tax, assessment, or other governmental charge;
-

(7) in the case of the 2027 Notes, to any withholding or deduction that is required to be made pursuant to European Council Directive 2003/48/EC on the taxation of savings income or any Directive amending, supplementing, or replacing such Directive, or any law implementing or complying with, or introduced in order to conform to, such Directive or Directives;

(8) to any tax, assessment, or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any note, if such payment can be made without such withholding by presenting such note (where presentation is required) to at least one other paying agent;

(9) to any tax, assessment, or other governmental charge that would not have been imposed but for the presentation by the holder of any note, where presentation is required, for payment on a date more than 30 days after the date on which payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later;

(10) to any tax, assessment, or other governmental charge that is imposed or withheld solely by reason of the beneficial owner being a bank (i) purchasing the Notes in the ordinary course of its lending business or (ii) that is neither (A) buying the Notes for investment purposes only nor (B) buying the Notes for resale to a third-party that either is not a bank or holding the Notes for investment purposes only;

(11) to any tax, assessment, or other governmental charge imposed under Sections 1471 through 1474 of the Code (or any amended or successor provisions), any current or future regulations or official interpretations thereof; any agreement entered into pursuant to Section 1471(b) of the Code; or any fiscal or regulatory legislation, rules, or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such sections of the Code; or

(12) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8), (9), (10), and (11).

The Notes are subject in all cases to any tax, fiscal, or other law or regulation or administrative or judicial interpretation applicable to the Notes. Except as specifically provided under this heading “—Payment of Additional Amounts,” we will not be required to make any payment for any tax, assessment, or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.

As used under this heading “—Payment of Additional Amounts” and under the heading “—Redemption for Tax Reasons,” the term “United States” means the United States of America (including the states of the United States and the District of Columbia and any political subdivision thereof) and the term “United States person” means any individual who is a citizen or resident of the United States for U.S. federal income tax purposes; a corporation, partnership, or other entity created or organized in or under the laws of the United States, any state of the United States, or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations); or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.

Any reference to amounts payable in respect of the Notes herein or in the Indenture shall be deemed to include any additional amounts which may be payable as described above.

Change of Control Repurchase Event

If a Change of Control Repurchase Event occurs with respect to a series of the Notes, except to the extent we have exercised our right to redeem such Notes as described above, we will make an offer to each holder of the Notes of such series to repurchase all or any part (in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof) of that holder’s Notes at a repurchase price (the “repurchase price”) in cash equal to 101% of the aggregate principal amount of such Notes repurchased plus any accrued and unpaid interest on such Notes repurchased to, but not including, the repurchase date. Within 30 days following a Change of Control Repurchase Event or, at our option, prior to a Change of Control, but after the public announcement of such Change of Control, we will mail, or cause to be mailed, or otherwise deliver in accordance with the applicable clearing system’s procedures, a notice to each holder of the Notes of such series, with a copy to the trustee and the paying agent, describing the transaction or transactions that constitute or may constitute the Change of Control Repurchase Event

and offering to repurchase the Notes of such series on the payment date specified in the notice (such offer, the “repurchase offer” and such date the “repurchase date”), which repurchase date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed, pursuant to the procedures described in such notice. The notice shall, if mailed or delivered prior to the date of consummation of the Change of Control, state that the repurchase offer is conditioned on a Change of Control Repurchase Event occurring on or prior to the repurchase date.

We will comply with the requirements of Rule 14e-1 under the Exchange Act and any other securities laws and regulations to the extent those laws and regulations are applicable in connection with the repurchase of a series of the Notes as a result of a Change of Control Repurchase Event. To the extent that the provisions of any securities laws or regulations conflict with the Change of Control Repurchase Event provisions of the Notes, we will comply with the applicable securities laws and regulations and will not be deemed to have breached our obligations under the Change of Control Repurchase Event provisions of the Notes by virtue of such conflict.

On the repurchase date following a Change of Control Repurchase Event, we will, to the extent lawful:

- (1) accept for payment all Notes or portions of Notes properly tendered pursuant to the repurchase offer;
- (2) deposit with the paying agent an amount equal to the aggregate repurchase price for all Notes or portions of Notes properly tendered; and
- (3) deliver, or cause to be delivered, to the trustee the Notes properly accepted for payment by us, together with an officers’ certificate stating the aggregate principal amount of Notes being repurchased by us pursuant to the repurchase offer and, to the extent applicable, an executed new note or notes evidencing any unrepurchased portion of any note or notes surrendered for which the trustee shall be required to authenticate and deliver a new note or notes as provided below.

The trustee will promptly mail, or cause the paying agent to promptly mail, or otherwise deliver in accordance with the applicable clearing system’s procedures, to each holder of such Notes, or portions of such Notes, properly tendered and accepted for payment by us the repurchase price for such Notes, or portions of such Notes, and the trustee will promptly authenticate and mail (or cause to be transferred by book-entry) to each holder a new note duly executed by us equal in principal amount to any unrepurchased portion of any notes surrendered, as applicable; *provided* that each new note will be in a principal amount equal to €100,000 or any integral multiple of €1,000 in excess thereof.

We will not be required to make a repurchase offer upon a Change of Control Repurchase Event if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for such an offer made by FedEx and such third party purchases all Notes or portions of Notes properly tendered and not withdrawn under its offer.

For purposes of the foregoing discussion of a repurchase at the option of holders, the following definitions are applicable:

“Below Investment Grade Ratings Event” means, with respect to a series of the Notes, on any day within the 60-day period (which period shall be extended so long as the rating of such series of the Notes is under publicly announced consideration for a possible downgrade by any Rating Agency) after the earlier of (1) the occurrence of a Change of Control, or (2) the public announcement of the occurrence of a Change of Control or our intention to effect a Change of Control, the Notes of such series are rated below Investment Grade by each and every Rating Agency. Notwithstanding the foregoing, a Below Investment Grade Ratings Event otherwise arising by virtue of a particular reduction in rating shall not be deemed to have occurred in respect of a particular Change of Control (and thus shall not be deemed a Below Investment Grade Ratings Event for purposes of the definition of Change of Control Repurchase Event hereunder) if the Rating Agencies making the reduction in rating to which this definition would otherwise apply do not publicly announce or publicly confirm or inform the trustee in writing at our request that the reduction was the result, in whole or in part, of any event or circumstance comprised of or arising as a result of, or in

respect of, the applicable Change of Control (whether or not the applicable Change of Control shall have occurred at the time of the Below Investment Grade Ratings Event).

“Change of Control” means the consummation of any transaction (including, without limitation, any merger or consolidation) the result of which is that any “person” or “group” (as those terms are used in Section 13(d)(3) of the Exchange Act), other than (1) FedEx or any of its subsidiaries, (2) any employee benefit plan (or a trust forming a part thereof) maintained by FedEx or any of its subsidiaries, or (3) any underwriter temporarily holding Voting Stock of FedEx pursuant to an offering of such Voting Stock, becomes the beneficial owner (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of more than 50% of the combined voting power of FedEx’s Voting Stock or other Voting Stock into which FedEx’s Voting Stock is reclassified, consolidated, exchanged, or changed measured by voting power rather than number of shares.

“Change of Control Repurchase Event” means the occurrence of both a Change of Control and a Below Investment Grade Ratings Event with respect to a series of the Notes.

“Investment Grade” means, with respect to Moody’s, a rating of Baa3 or better (or its equivalent under any successor rating categories of Moody’s); with respect to S&P, a rating of BBB– or better (or its equivalent under any successor rating categories of S&P); and, with respect to any additional Rating Agency or Rating Agencies selected by FedEx, the equivalent investment grade credit rating.

“Moody’s” means Moody’s Investors Service, Inc., a subsidiary of Moody’s Corporation, and its successors.

“Rating Agency” means (1) each of Moody’s and S&P, and (2) if either of Moody’s or S&P ceases to rate the Notes or fails to make a rating of the Notes publicly available for reasons outside of FedEx’s control, a “nationally recognized statistical rating organization” within the meaning of Section 3(a)(62) of the Exchange Act, selected by FedEx (as certified by a board resolution) as a replacement agency for Moody’s or S&P, or both of them, as the case may be.

“S&P” means S&P Global Ratings, a division of S&P Global Inc., and its successors.

“Voting Stock” of any specified “person” (as that term is used in Section 13(d)(3) of the Exchange Act) as of any date means the capital stock of such person that is at the time entitled to vote generally in the election of the board of directors of such person.

The Change of Control Repurchase Event provisions of the Notes may in certain circumstances make more difficult or discourage a sale or takeover of FedEx and, thus, the removal of incumbent management. We could, in the future, enter into certain transactions, including acquisitions, refinancings, or other recapitalizations, that would not constitute a Change of Control Repurchase Event under the Notes, but that could increase the amount of indebtedness outstanding at such time or otherwise affect our capital structure or credit ratings on the Notes.

If we experience a Change of Control Repurchase Event, we may not have sufficient financial resources available to satisfy our obligations to repurchase all Notes or portions of Notes properly tendered. Furthermore, debt agreements to which we may become a party in the future may contain restrictions and provisions limiting our ability to repurchase the Notes. Our failure to repurchase the Notes as required under the Indenture would result in a default under the Indenture, which could have material adverse consequences for us and the holders of the Notes.

Issuance in Euro

If we are unable to obtain euro in amounts sufficient to make a required payment under the Notes due to the imposition of exchange controls or other circumstances beyond our control (including the dissolution of the European Monetary Union) or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the Notes will be made in U.S. dollars until the euro is again available to us or so used. In such circumstances, the amount payable on any

date in euro will be converted into U.S. dollars at the rate mandated by the U.S. Federal Reserve Board as of the close of business on the second business day prior to the relevant payment date or, in the event the U.S. Federal Reserve Board has not mandated a rate of conversion, on the basis of the then most recent U.S. dollar/euro exchange rate available on or prior to the second business day prior to the relevant payment date as determined by us in our sole discretion. Any payment in respect of the Notes so made in U.S. dollars will not constitute an Event of Default under the Notes or the Base Indenture governing the Notes. Neither the trustee nor the paying agent shall have any responsibility for any calculation or conversion in connection with the foregoing.

Investors are subject to foreign exchange risks as to payments of principal and interest that may have important economic and tax consequences to them.

Global Clearance and Settlement

The Notes are issued in the form of one or more global notes (the “Euro Global Notes”) in fully registered form, without coupons, and are deposited with, or on behalf of, a common depository, and registered in the name of the nominee of the common depository, for, and in respect of interests held through, Euroclear and Clearstream. Except as described herein, certificates will not be issued in exchange for beneficial interests in the Euro Global Notes.

Except as set forth below, the Euro Global Notes may be transferred, in whole and not in part, only to Euroclear or Clearstream or their respective nominees.

Beneficial interests in the Euro Global Notes are represented, and transfers of such beneficial interests are effected, through accounts of financial institutions acting on behalf of beneficial owners as direct or indirect participants in Euroclear or Clearstream. Those beneficial interests will be in denominations of €100,000 and integral multiples of €1,000 in excess thereof. Investors may hold Notes directly through Euroclear or Clearstream, if they are participants in such systems, or indirectly through organizations that are participants in such systems. It is possible that the clearing systems may process trades that could result in amounts being held in denominations smaller than the minimum denominations. If definitive Notes are required to be issued in relation to such Notes in accordance with the provisions of the relevant Euro Global Notes, a holder who does not have the minimum denomination or a multiple of €1,000 in excess thereof in its account with the relevant clearing system at the relevant time may not receive all of its entitlement in the form of definitive Notes unless and until such time as its holding satisfies the minimum denomination requirement.

So long as Euroclear or Clearstream or their nominee or their common depository is the registered holder of the Euro Global Notes, Euroclear, Clearstream, or such nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by such Euro Global Notes for all purposes under the Indenture and the Notes. Payments of principal, interest, and premium and additional amounts, if any, in respect of the Euro Global Notes will be made to Euroclear, Clearstream, or such nominee, as the case may be, as registered holder thereof.

Certificated Notes

Subject to certain conditions, the Notes represented by the Euro Global Notes are exchangeable for certificated Notes in definitive form of like tenor in minimum denominations of €100,000 principal amount and integral multiples of €1,000 in excess thereof if:

- (1) the common depository provides notification that it is unwilling, unable, or no longer qualified to continue as depository for the Euro Global Notes and a successor is not appointed within 90 days;
- (2) we in our discretion at any time determine not to have all of the Notes represented by the Euro Global Notes; or
- (3) default entitling the holders of the applicable Notes to accelerate the maturity thereof has occurred and is continuing.

Any note that is exchangeable as above is exchangeable for certificated Notes issuable in authorized denominations and registered in such names as the common depository shall direct. Subject to the foregoing, a Euro Global Note is

not exchangeable, except for a global note of the same aggregate denomination to be registered in the name of the common depositary (or its nominee).

Same-day Payment

Payments (including principal, premium, and additional amounts, if any, and interest) and transfers with respect to Notes in certificated form may be executed at the office or agency maintained for such purpose in London (initially the corporate trust office of the paying agent) or, at our option, by check mailed to the holders thereof at the respective addresses set forth in the register of holders of the Notes (maintained by the registrar), *provided* that all payments (including principal, premium, and additional amounts, if any, and interest) on Notes in certificated form, for which the holders thereof have given wire transfer instructions, will be required to be made by wire transfer of immediately available funds to the accounts specified by the holders thereof. No service charge will be made for any registration of transfer, but payment of a sum sufficient to cover any tax or governmental charge payable in connection with that registration may be required.

Paying Agent

The paying agent for the Notes is U.S. Bank Europe DAC, UK Branch.



**Memphis-Shelby County Airport Authority
Memphis, TN**

**EIGHTENTH AMENDMENT
to the
COMPOSITE LEASE AGREEMENT**

FOR

**MEMPHIS INTERNATIONAL AIRPORT BY AND BETWEEN
MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
2491 Winchester Road, Suite 113
Memphis, Tennessee 38116-3586 AND**

FEDERAL EXPRESS CORPORATION DATED AS OF:

April 28, 2025

EFFECTIVE AS OF:

January 6, 2025

**EIGHTEENTH AMENDMENT
TO THE COMPOSITE LEASE AGREEMENT**

FedEx No. 22-0518-001

This **EIGHTEENTH AMENDMENT** is made and entered into as of April 28, 2025, by and between MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY, (herein referred to as ("Authority" or "Sponsor"), a body politic and corporate, organized and existing under the laws of the State of Tennessee, and FEDERAL EXPRESS CORPORATION (herein referred to as "Tenant" or "Contractor"), a corporation duly organized and existing under the laws of the State of Delaware.

WITNESSETH:

WHEREAS, Authority and Tenant executed a "Composite Lease Agreement", effective January 1, 2007 which was modified by First Amendment effective September 1, 2008; Second Amendment effective June 1, 2009; Third Amendment effective July 1, 2009; Fourth Amendment effective December 15, 2011; Fifth Amendment effective January 1, 2013; Sixth Amendment effective July 1, 2014; Seventh Amendment effective April 1, 2016; Eighth Amendment effective April 1, 2017; Ninth Amendment effective September 1, 2017; Tenth Amendment effective May 1, 2018; Eleventh Amendment effective January 1, 2019; Twelfth Amendment effective October 1, 2019; Thirteenth Amendment effective July 26, 2021; Fourteenth Amendment effective February 1, 2022; Fifteenth Amendment effective May 19, 2022; Sixteenth Amendment effective May 1, 2023, and a Seventeenth Amendment effective September 1, 2024, all of which are collectively referred to herein as the "Composite Lease Agreement"; and,

WHEREAS, a schedule identifying each parcel of real property the Authority leases to Tenant is attached to the Composite Lease Agreement as "EXHIBIT A", and the schedule states a portion of the Term (identified in the Composite Lease Agreement) during which the lease of each parcel will be in effect, and the rent that Tenant is subject to pay Authority for each parcel; and,

WHEREAS, the parties wish to amend the Composite Lease Agreement via an Eighteenth Amendment to add the following demised premises: 2680 Rental Road where the total area encompasses approximately 261,360 square feet, consisting more or less of 10,981 square feet of building space and 250,379 square feet of improved ground, identified as the former Enterprise Lot; and,

WHEREAS, per the Composite Lease Agreement, rent will be calculated at \$0.3170 per square foot of improved ground and \$2.4412 per square foot of building space, resulting in an annual rent increase of \$106,176.96 effective on the earlier of January 6, 2025, or date of beneficial occupancy; and,

NOW, THEREFORE, for and in consideration of the promises, covenants and agreements hereinafter contained to be kept and performed by the parties hereto and upon the provisions and conditions hereinafter set forth, Authority and Tenant do hereby covenant and agree as follows:

SECTION 1. **Definitions.** Except as otherwise provided herein, and unless the context shall clearly require otherwise, all words and terms used in this EIGHTEENTH Amendment that are defined in the Composite Lease Agreement, the Special Facility Ground Lease Agreement and the Special Facility Lease Agreement shall have the respective meanings given to them in each agreement for all purposes of this EIGHTEENTH Amendment.

SECTION 2. **Modification of Composite Lease and Applicable Rent.** Effective as of JANUARY 6, 2025, the parties amend the Composite Lease Agreement to reflect the addition of the demised premises as described in the attached property listing as shown on "EXHIBIT B". At any time on or after JANUARY 6, 2025, Tenant may take possession of the additional areas and use and improve them subject to the terms and conditions of the Composite Lease Agreement. As of the Effective Date, the parties substitute the table attached to this Amendment for the table included as

part of “EXHIBIT A” to the Composite Lease Agreement. The substitution of that table will accomplish the following:

(a) Effective as of JANUARY 6, 2025, Tenant’s annual rent will be increased by \$106,176.96 and comprised of the areas as follows:

<u>Demised Premises</u>	<u>Area</u>	<u>Rate</u>
2680 Rental Road – Improved Ground	250,379 sq. ft.	\$0.3170 psf.
2680 Rental Road – Building A	3,415 sq. ft.	\$2.4412 psf.
2680 Rental Road – Building B	5,162 sq. ft.	\$2.4412 psf.
2680 Rental Road – Building C	2,404 sq. ft.	\$2.4412 psf.

(b) The rent, as adjusted in accordance with the foregoing, will continue to be subject to adjustment in accordance with the terms of Section 2.03(a)(i) of the Composite Lease Agreement.

SECTION 3. Improvements by Tenant

(a) Effective as of commencement date, Authority hereby grants to Tenant for use by Tenant and its servants, agents, employees and independent contractors working on or in connection with Tenant’s alterations of the improvements located at the Demised Premises, making it suitable for Tenant’s use (“Tenant’s Work”), all necessary or appropriate rights of reasonable access, ingress and egress to and from the Demised Premises, and the right to do all such other things as may be incidental to Tenant’s Work.

(b) Tenant shall obtain, at Tenant’s sole expense, all certificates and approvals relating to Tenant’s Work. Tenant shall make, at least, all improvements to the Demised Premises at no cost to Authority.

SECTION 4. Remainder of Composite Lease in Effect. All other terms, provisions, conditions, covenants and agreements of the Composite Lease shall continue in full force and effect.

SECTION 5. Effective Dates of this EIGHTEENTH Amendment.

This EIGHTEENTH Amendment shall become effective as of JANUARY 6, 2025.

The remainder of page is intentionally left blank.

Signature page to follow.

IN WITNESS WHEREOF, the parties have caused their duly authorized representatives to execute this SEVENTEENTH Amendment to the Composite Lease Agreement.

**MEMPHIS-SHELBY COUNTY
AIRPORT AUTHORITY FEDERAL EXPRESS CORPORATION**

By: /s/Scott A. Brockman By: /s/ Brandon Tolbert
President and Chief Executive Officer Title: Vice President Property and Facilities

Approved as to Content:

By: /s/ Sylvester Lavender
Vice President of Finance and Administration/CFO

Approved as to Form and Legality:

By: /s/Amber Floyd
General Counsel

Reviewed and Approved:

By: /s/Jason McBride Director of Properties

Omitted Exhibits

Exhibit A and Exhibit B to this exhibit, which are described under “Witnesseth” and in Section 2 above, have been omitted pursuant to Item 601(a)(5) of Regulation S-K because the information contained therein is not material and is not otherwise publicly disclosed. FedEx will furnish supplemental copies of Exhibit A and Exhibit B to the Securities and Exchange Commission or its staff upon request.



Memphis-Shelby County Airport Authority
Memphis, Tennessee

**NINETEENTH AMENDMENT
to the
COMPOSITE LEASE AGREEMENT**

FOR

MEMPHIS INTERNATIONAL AIRPORT

BY AND BETWEEN

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
2491 Winchester Road, Suite 113
Memphis, Tennessee 38116-3586**

AND

FEDERAL EXPRESS CORPORATION

EXECUTED AS OF:

EFFECTIVE AS OF:

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
NINETEENTH AMENDMENT TO THE COMPOSITE LEASE AGREEMENT**

THIS NINETEENTH AMENDMENT ("Amendment") is made and entered into as of _____, by and between the **MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY** ("Authority" or "MSCAA" or "Sponsor"), a body politic and corporate organized and existing under the laws of the State of Tennessee, and **FEDERAL EXPRESS CORPORATION**, a corporation organized in the State of Delaware and authorized to conduct business in the State of Tennessee ("Tenant" or "Contractor"). The Authority and Company may sometimes be referred to herein individually as "Party" or collectively as "Parties."

WITNESSETH:

WHEREAS, Authority and Tenant executed a "Composite Lease Agreement", effective January 1, 2007, as subsequently amended by eighteen (18) amendments through January 6, 2025, all of which are collectively referred to herein as the "Composite Lease Agreement"; and,

WHEREAS, a schedule identifying each parcel of real property the Authority leases to Tenant is attached to the Composite Lease Agreement as "EXHIBIT A", and the schedule states a portion of the Term (identified in the Composite Lease Agreement) during which the lease of each parcel will be in effect, and the rent that Tenant is subject to pay Authority for each parcel; and,

WHEREAS, Tenant is currently leasing and occupying a portion of the demised premises at 2560 Rental Road under a month-to-month lease agreement effective as of October 1, 2024 ("Month-To-Month Lease"); and,

WHEREAS, the parties desire to transition the premises at 2560 Rental Road from the Month-To-Month Lease to the Composite Lease Agreement to provide for long-term use and occupancy; and,

WHEREAS, the parties desire to amend the Composite Lease Agreement through this Nineteenth Amendment to add certain demised premises located at and adjacent to 2560 Rental Road, encompassing a total area of approximately 644,688 square feet, consisting more or less of 618,388 square feet of improved ground and 26,300 square feet of building space comprised of three (3) separate structures; and,

WHEREAS, pursuant to the Composite Lease Agreement, annual rent for the additional premises will be calculated at \$0.3170 per square foot of improved ground and \$2.4412 per square foot of building space, resulting in a total annual rent increase of \$260,232.56 for the additional premises, effective on [MONTH DD, YYYY]; and,

NOW, THEREFORE, for and in consideration of the promises, covenants and agreements hereinafter contained to be kept and performed by the parties hereto and upon the provisions and conditions hereinafter set forth, Authority and Tenant do hereby covenant and agree as follows:

SECTION 1. **Definitions.** Except as otherwise provided herein, and unless the context shall clearly require otherwise, all words and terms used in this NINETEENTH Amendment that are defined in the Composite Lease

Agreement, the Special Facility Ground Lease Agreement and the Special Facility Lease Agreement shall have the respective meanings given to them in each agreement for all purposes of this NINETEENTH Amendment.

SECTION 2. **Modification of Composite Lease and Applicable Rent.** Effective as of [MONTH DD, YYYY], the parties amend the Composite Lease Agreement to reflect the addition of the demised premises as described in the attached property listing as shown on “EXHIBIT B”. At any time on or after [MONTH DD, YYYY], Tenant may take possession of the additional areas and use and improve them subject to the terms and conditions of the Composite Lease Agreement. As of the Effective Date, the parties substitute the table attached to this Amendment for the table included as part of “EXHIBIT A” to the Composite Lease Agreement. The substitution of that table will accomplish the following:

- (a) Effective as of [MONTH DD, YYYY], Tenant’s annual rent will be increased by \$260,232.56. This rent supersedes and replaces any rent obligation for the premises under the Month-To-Month Lease. The annual rent is calculated as follows:

DEMISED PREMISES	AREA	RATE	ANNUAL RENT
2560 Rental Road - Improved Ground	618,388 sq.ft.	\$0.3170 psf.	\$196,029.00
2560 Rental Road - Building 1	8,300 sq.ft.	\$2.4412 psf.	\$20,261.96
2560 Rental Road - Building 2	4,000 sq.ft.	\$2.4412 psf.	\$9,764.80
2560 Rental Road - Building 3	14,000 sq.ft.	\$2.4412 psf.	\$34,176.80
TOTAL DEMISED PREMISES	644,688 sq.ft.		\$260,232.56

- (b) The rent, as adjusted in accordance with the foregoing, will continue to be subject to adjustment in accordance with the terms of Section 2.03(a)(i) of the Composite Lease Agreement.

SECTION 3. **Improvements by Tenant**

- (a) The parties acknowledge that Tenant is currently in possession of and has made improvements to the Demised Premises under the Month-To-Month Lease. All such existing improvements shall be deemed approved by Authority and shall continue to be governed by the terms of the Composite Lease Agreement from the effective date of this Amendment.
- (b) Any future alterations or improvements by Tenant shall be subject to the terms and conditions of the Composite Lease Agreement and at no cost to Authority.

SECTION 4. **Termination of Month-To-Month Lease.** Upon the effective date of this Amendment, the Month-To-Month Lease for the demised premises at 2560 Rental Road shall automatically terminate, and all rights and obligations related to said premises shall be governed exclusively by the Composite Lease Agreement as amended hereby. Any prepaid rent under the Month-To-Month Lease shall be credited or transferred as appropriate.

SECTION 5. **Remainder of Composite Lease in Effect.** All other terms, provisions, conditions, covenants and agreements of the Composite Lease shall continue in full force and effect.

SECTION 6. **Effective Dates of this NINETEENTH Amendment.**

This NINETEENTH Amendment shall become effective as of [MONTH DD, YYYY].

The remainder of this page intentionally left blank.

Signature Page to follow.

SIGNATURE PAGE

IN WITNESS WHEREOF, the parties have caused their duly authorized representatives to execute this NINETEENTH Amendment to the Composite Lease Agreement.

MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

By: _____

Title: President and CEO

Date: _____

FEDERAL EXPRESS

By: _____

Title: _____

Date: _____

Approved as to Content:

By: _____

Title: Vice President of Finance and Administration

Approved as to Form and Legality

By: _____

Title: General Counsel

Reviewed and Approved:

By: _____

Title: Director of Properties

EXHIBIT A

EXHIBIT A: FEDERAL EXPRESS CORPORATION: COMPOSITE LEASE AGREEMENTS										FEDX LEASE - 2018 - 2025				RENTAL RATE
CURRENT THROUGH AGREEMENT: 2018 RENEW DATE: 04-01-October 28, 2025										FEDX LEASE - 2018 - 2025				
TRUCK #	PERIOD	SUPPLEMENTAL / AMENDMENT	LESSOR LOCATION	FRANCHISE #	EFFECTIVE DATE	DELEASER PART	EFFECTIVE START DATE	EFFECTIVE MONTHLY	EFFECTIVE ANNUAL	REGULATION	CURRENT RATE	CURRENT MONTHLY	CURRENT ANNUAL	
1	01/01/2018		INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
2	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
3	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
4	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
5	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
6	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
7	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
8	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
9	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
10	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
11	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
12	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
13	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
14	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
15	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
16	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
17	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
18	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
19	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
20	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
21	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
22	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
23	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
24	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
25	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
26	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
27	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
28	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
29	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
30	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
31	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
32	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
33	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
34	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
35	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
36	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
37	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
38	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
39	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
40	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
41	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	
42	01/01/2018	Amendment 1	INDIANAPOLIS, IN	00000000	01/01/2018	00000000	01/01/2018	\$1,000.00	\$12,000.00	12.00%	\$1,000.00	\$12,000.00	\$12,000.00	

[illegible]

EXHIBIT B



COMPOSITE AMENDMENT 19
FEDERAL EXPRESS CORPORATION June 30 , 2025

**FIRST AMENDMENT TO
THE FEDEX CORPORATION RETIREMENT PARITY PENSION PLAN
As Amended and Restated Effective June 1, 2024**

THIS AMENDMENT to the FedEx Corporation Retirement Parity Pension Plan (the “Plan”) is made by the Participating Employers pursuant to their authority to amend the Plan as provided in Section 16 thereof.

WHEREAS, in connection with the distribution by FedEx Corporation to its shareholders of its interest in FedEx Freight Holding Company, Inc. and its subsidiaries on June 1, 2026 (the “Distribution Date”), the Sponsoring Employer desires to amend the Plan to reflect the following changes, in accordance with the terms of the Employee Matters Agreement between FedEx Corporation and FedEx Freight Holding Company, Inc. (the “EMA”): (i) all SpinCo Employees (as defined in the EMA) will cease to participate in the Plan as of the Distribution Date; (ii) FedEx Freight, Inc. and FedEx Custom Critical, Inc., subsidiaries of FedEx Freight Holding Company, Inc. will cease to be participating employers in the Plan as of the Distribution Date; and (iii) the liabilities attributable to SpinCo Employees will be transferred to the FedEx Freight Retirement Parity Pension Plan on the Distribution Date, as set forth in the EMA.

NOW, THEREFORE, the Plan is amended as follows effective June 1, 2026:

1. Section 1 of the Plan is amended to add the following new paragraph immediately after the seventh paragraph, and prior to the penultimate paragraph, to read as follows:

“Effective June 1, 2026, the Plan is amended to reflect the distribution by FedEx Corporation (the “Distribution”) to its shareholders of its interest in FedEx Freight Holding Company, Inc. and its subsidiaries on June 1, 2026. In accordance with the terms of the Employee Matters Agreement between FedEx Corporation and FedEx Freight Holding Company, Inc. (the “EMA”): (i) all participants in the Plan who are SpinCo Employees (as defined in the EMA) will cease to participate in the Plan as of the Distribution Date; (ii) FedEx Freight, Inc. and FedEx Custom Critical, Inc. will cease to be participating employers in the Plan as of the Distribution Date; and (iii) the liabilities attributable to SpinCo Employees will be transferred to the FedEx Freight Retirement Parity Pension Plan (“Freight RPPP”) on June 1, 2026, as set forth in the EMA.”

2. Section 2 of the Plan is amended to add the following new paragraph to the end thereof to read as follows:

“In connection with the Distribution (as defined in Section 1), as of June 1, 2026, FedEx Freight, Inc. and FedEx Custom Critical, Inc., subsidiaries of FedEx Freight Holding Company, Inc., ceased to be Controlled Group Members

and participating employers in the Plan. As of June 1, 2026, Officers and Managing Directors of FedEx Freight, Inc. and FedEx Custom Critical, Inc. ceased to be eligible employees under the Plan.”

3. A new Section 20 of the Plan is added to read as follows:

*“Section 20. **FedEx Freight Spinoff.** In connection with the Distribution (as defined in Section 1) and in accordance with the terms of the EMA (as defined in Section 1), the Freight RPPP (as defined in Section 1) was established, effective as of June 1, 2026.*

Pursuant to the EMA, the Plan liabilities attributable to the benefits of Parity Spinoff Employees will be transferred to the Freight RPPP on June 1, 2026. For purposes of this Section 20, a “Parity Spinoff Employee” means a participant who is a “SpinCo Employee,” including any participant who is a “Delayed Transfer Employee,” as such terms are defined in the EMA.

As of June 1, 2026, no further benefit will be accrued by, or will be due or payable to, any Parity Spinoff Employee under the Plan.

Each Parity Spinoff Employee’s valid beneficiary election(s) and domestic relations orders, in each case in effect under the Plan immediately prior to June 1, 2026, shall be automatically transferred to the Freight RPPP as of June 1, 2026.”

IN WITNESS WHEREOF, the duly authorized officers of the Participating Employers have caused this Amendment to be effective June 1, 2026.

FEDERAL EXPRESS CORPORATION

Signed: /s/ Tracy B. Brightman

Name: Tracy B. Brightman

Title: Executive Vice President – Chief People Officer

Date: May 27, 2026

IN WITNESS WHEREOF, the duly authorized officers of the Participating Employers have caused this Amendment to be effective June 1, 2026.

FEDEX CORPORATION

Signed: /s/ Tracy B. Brightman

Name: Tracy B. Brightman

Title: Executive Vice President – Chief People Officer

Date: May 27, 2026

IN WITNESS WHEREOF, the duly authorized officers of the Participating Employers have caused this Amendment to be effective June 1, 2026.

FEDEX OFFICE AND PRINT SERVICES, INC.

Signed: /s/ Tiffany H. Brunson

Name: Tiffany H. Brunson

Title: Vice President – General Counsel

Date: May 28, 2026

IN WITNESS WHEREOF, the duly authorized officers of the Participating Employers have caused this Amendment to be effective June 1, 2026.

FEDEX TRADE NETWORKS TRADE SERVICES, LLC
FEDEX LOGISTICS, INC.
FEDEX SUPPLY CHAIN DISTRIBUTION SYSTEM, INC.
ATC INFORMATION SERVICES, INC.
GENCO INFRASTRUCTURE SOLUTIONS, INC.
FEDEX SUPPLY CHAIN, INC.
FEDEX SUPPLY CHAIN LOGISTICS & ELECTRONICS, INC.
GENCO MARKETPLACE, INC.
FEDEX DATAWORKS, INC.

Signed: /s/ Alana L. Griffin

Name: Alana L. Griffin

Title: Assistant Secretary

Date: May 28, 2026

IN WITNESS WHEREOF, the duly authorized officers of the Participating Employers have caused this Amendment to be effective June 1, 2026.

FEDERAL EXPRESS VIRGIN ISLANDS, INC.

Signed: /s/ Ariel O. Diaz

Name: Ariel O. Diaz

Title: Secretary

Date: May 28, 2026

IN WITNESS WHEREOF, the duly authorized officers of the Participating Employers have caused this Amendment to be effective June 1, 2026.

FEDEX FREIGHT, INC.

Signed: /s/ Clement E. Klank

Name: Clement E. Klank

Title: Senior Vice President – Chief Human Resources and Legal Officer

Date: May 28, 2026

IN WITNESS WHEREOF, the duly authorized officers of the Participating Employers have caused this Amendment to be effective June 1, 2026.

FEDEX CUSTOM CRITICAL, INC.

Signed: /s/ Clement E. Klank

Name: Clement E. Klank

Title: Secretary

Date: May 28, 2026

**FIRST AMENDMENT TO
THE FEDEX CORPORATION SUPPLEMENTAL SHORT TERM DISABILITY PLAN**
Effective January 1, 2025

THIS AMENDMENT to the FedEx Corporation Supplemental Short Term Disability Plan (the “Plan”) is made by the Participating Employers pursuant to their authority to amend the Plan as provided in Section 13 thereof;

WHEREAS, the Benefits Strategy Board of the FedEx Corporation approved the spin-off of FedEx Freight, Inc. and FedEx Custom Critical, Inc. health and welfare plan benefit programs from the enterprise FedEx Corporation health and welfare benefit programs effective April 1, 2026 concurrent with payroll system modifications that were implemented in advance of the separation of those operating companies from the FedEx Corporation controlled group; and

WHEREAS, the Participating Employers desire to amend the Plan document to reflect the cessation of FedEx Freight, Inc. and FedEx Custom Critical, Inc.’s participation in the Plan effective April 1, 2026.

NOW THEREFORE, the Plan is amended to reflect the removal of FedEx Freight, Inc. and FedEx Custom Critical, Inc. as Participating Employers in the Plan as of April 1, 2026.

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDERAL EXPRESS CORPORATION

Signed: /s/ Tracy B. Brightman

Name: Tracy B. Brightman

Title: Executive Vice President – Chief People Officer

Date: May 27, 2026

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX CORPORATION

Signed: /s/ Tracy B. Brightman

Name: Tracy B. Brightman

Title: Executive Vice President – Chief People Officer

Date: May 27, 2026

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX CORPORATION

Signed: /s/ Tiffany H. Brunson

Name: Tiffany H. Brunson

Title: Vice President – General Counsel

Date: May 28, 2026

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX LOGISTICS, INC.
FEDEX TRADE NETWORKS TRADE SERVICES, LLC
FEDEX SUPPLY CHAIN DISTRIBUTION SYSTEM, INC.
ATC INFORMATION SERVICES, INC.
GENCO INFRASTRUCTURE SOLUTIONS, INC.
FEDEX SUPPLY CHAIN, INC.
FEDEX SUPPLY CHAIN LOGISTICS & ELECTRONICS, INC.
GENCO MARKETPLACE, INC.
FEDEX DATAWORKS, INC.

Signed:	<u>/s/ Alana L. Griffin</u>
Name:	<u>Alana L. Griffin</u>
Title:	<u>Assistant Secretary</u>
Date:	<u>May 28, 2026</u>

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX FREIGHT, INC.

Signed: /s/ Clement E. Klank

Name: Clement E. Klank

Title: Senior Vice President – Chief Human Resources and Legal Officer

Date: May 28, 2026

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX CUSTOM CRITICAL, INC.

Signed: /s/ Clement E. Klank

Name: Clement E. Klank

Title: Secretary

Date: May 28, 2026

**FIRST AMENDMENT TO
THE FEDEX CORPORATION SUPPLEMENTAL LONG TERM DISABILITY PLAN**
Effective January 1, 2025

THIS AMENDMENT to the FedEx Corporation Supplemental Long Term Disability Plan (the “Plan”) is made by the Participating Employers pursuant to their authority to amend the Plan as provided in Section 13 thereof;

WHEREAS, the Benefits Strategy Board of the FedEx Corporation approved the spin-off of FedEx Freight, Inc. and FedEx Custom Critical, Inc. health and welfare plan benefit programs from the enterprise FedEx Corporation health and welfare benefit programs effective April 1, 2026 concurrent with payroll system modifications that were implemented in advance of the separation of those operating companies from the FedEx Corporation controlled group; and

WHEREAS, the Participating Employers desire to amend the Plan document to reflect the cessation of FedEx Freight, Inc. and FedEx Custom Critical, Inc.’s participation in the Plan effective April 1, 2026.

NOW THEREFORE, the Plan is amended to reflect the removal of FedEx Freight, Inc. and FedEx Custom Critical, Inc. as Participating Employers in the Plan as of April 1, 2026.

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDERAL EXPRESS CORPORATION

Signed: /s/ Tracy B. Brightman

Name: Tracy B. Brightman

Title: Executive Vice President – Chief People Officer

Date: May 27, 2026

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX CORPORATION

Signed: /s/ Tracy B. Brightman

Name: Tracy B. Brightman

Title: Executive Vice President – Chief People Officer

Date: May 27, 2026

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX CORPORATION

Signed: /s/ Tiffany H. Brunson

Name: Tiffany H. Brunson

Title: Vice President – General Counsel

Date: May 28, 2026

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX LOGISTICS, INC.
FEDEX TRADE NETWORKS TRADE SERVICES, LLC
FEDEX SUPPLY CHAIN DISTRIBUTION SYSTEM, INC.
ATC INFORMATION SERVICES, INC.
GENCO INFRASTRUCTURE SOLUTIONS, INC.
FEDEX SUPPLY CHAIN, INC.
FEDEX SUPPLY CHAIN LOGISTICS & ELECTRONICS, INC.
GENCO MARKETPLACE, INC.
FEDEX DATAWORKS, INC.

Signed:	<u>/s/ Alana L. Griffin</u>
Name:	<u>Alana L. Griffin</u>
Title:	<u>Assistant Secretary</u>
Date:	<u>May 28, 2026</u>

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX FREIGHT, INC.

Signed: /s/ Clement E. Klank

Name: Clement E. Klank

Title: Senior Vice President – Chief Human Resources and Legal Officer

Date: May 28, 2026

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Participating Employers have caused this Amendment to be effective as of the dates shown herein, by affixing their signatures hereto.

FEDEX CUSTOM CRITICAL, INC.

Signed: /s/ Clement E. Klank

Name: Clement E. Klank

Title: Secretary

Date: May 28, 2026

**Restricted Stock Unit Agreement for U.S. Participants Pursuant to the
FedEx Corporation 2019 Omnibus Stock Incentive Plan, As Amended**

THIS RESTRICTED STOCK UNIT AGREEMENT (the “Agreement”) is made this ____ day of [●] (the “Grant Date”), by and between [●] (the “Participant”) and FedEx Corporation, a Delaware corporation (the “Company”), pursuant to the Company’s 2019 Omnibus Stock Incentive Plan (as amended from time to time, the “Plan”), which is incorporated into and forms a part of this Agreement. Capitalized terms used in this Agreement which are not defined in this Agreement have the meanings as used or defined in the Plan. For purposes of this Agreement, “Employer” means the entity (i.e., the Company or Affiliate) that employs the Participant on the applicable date.

WHEREAS, the Compensation and Human Resources Committee (the “Committee”) authorized and directed the Company to make an Award of Restricted Stock Units (“RSUs”) to the Participant under the Plan for the purposes expressed in the Plan;

NOW, THEREFORE, in consideration of the foregoing and the mutual undertakings herein contained, the parties agree as follows:

1. Grant of RSUs. In accordance with the terms of the Plan and subject to the further terms, conditions, and restrictions contained in this Agreement, the Company hereby grants to the Participant [●] RSUs on the Grant Date. Each RSU constitutes an unfunded and unsecured promise of the Company to deliver (or cause to be delivered) to the Participant, subject to the terms of this Agreement, one Share (or cash in lieu of any fractional Share). Until such delivery, the Participant has only the rights of a general unsecured creditor and no rights as a stockholder of the Company. **THIS AWARD IS SUBJECT TO ALL TERMS, CONDITIONS, AND PROVISIONS OF THE PLAN AND THIS AGREEMENT.**

2. Vesting and Settlement of RSUs.

(a) Vesting. Except as provided in Sections 4 and 5 below, the RSUs granted under this Agreement shall vest ratably in accordance with the schedule below, provided the Participant remains in continuous Service through each of the relevant vesting dates (each being a “Vesting Date”):

<u>Date</u>	<u>Number of RSUs that Vest</u>
<VEST DATE>	<QUANTITY VESTING>
<VEST DATE>	<QUANTITY VESTING>
<VEST DATE>	<QUANTITY VESTING>
<VEST DATE>	<QUANTITY VESTING>

(b) Settlement. Shares for RSUs that vest will be delivered to the Participant within 60 days after the applicable Vesting Date. No Shares shall be issued to the Participant prior to the applicable Vesting Date. In the event the calculation of the number of RSUs subject to this Agreement results in fractional Shares, the number of Shares shall be rounded down to the next whole Share and cash based on the Fair Market Value of a Share on the applicable Vesting Date in lieu of such fractional Share shall be withheld and applied to satisfy the Company’s or the Employer’s obligation to withhold Tax-Related Items (as defined in Section 6 of this Agreement), if any. If the withholding of Tax-Related Items is not required, cash in lieu of such fractional Share shall be paid to the Participant within 60 days after the applicable Vesting Date.

3. Dividend Equivalent Rights. RSUs shall accrue a dividend equivalent when a dividend is paid on the underlying Shares. This dividend equivalent shall be credited as additional RSUs as of the date each such dividend is paid, and such additional RSUs (“Dividend Equivalent RSUs”) shall be subject to the terms and conditions of this Agreement. The number of RSUs acquired through the reinvestment of dividend equivalents shall be calculated based on the Fair Market Value of a Share on the applicable dividend payment date. Dividend Equivalent RSUs shall vest and be paid at the same time and in the same manner, and subject to the same accelerated vesting and forfeiture provisions, as the RSUs with which they are associated as set forth in Section 2 above.

4. Effect of Separation from Service.

(a) Death, Disability or Retirement. In the event of the Participant's Separation from Service due to death, Disability or Retirement, the RSUs shall vest in full. Shares (or cash in lieu of any fractional Share) for which RSUs vest pursuant to this paragraph (a) will be delivered within 60 days after the date of the Participant's Separation from Service.

(b) Other. In the event of the Participant's Separation from Service for any reason other than those provided in paragraph (a) above, the Participant shall immediately cease vesting in the RSUs and such RSUs immediately shall be forfeited on the date of the Participant's Separation from Service.

(c) For purposes of this Agreement:

(i) "Disability" shall mean that the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

(ii) "Retirement" means the attainment by the Participant of age 55 and the Participant's Separation from Service.

(iii) "Separation from Service" means the Participant's cessation of Service that constitutes a "separation from service" as defined in U.S. Treasury Regulation §1.409A-1(h).

5. Change of Control. Upon a Change of Control, the RSUs will be addressed in accordance with Section 19 of the Plan.

6. Taxes.

(a) Responsibility for Taxes. Regardless of any action the Company and/or the Employer takes with respect to any or all income tax (including U.S. federal, state and local taxes and/or non-U.S. taxes), social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items related to the Participant's participation in the Plan and legally applicable or deemed applicable to the Participant ("Tax-Related Items"), the Participant acknowledges that the ultimate liability for all Tax-Related Items legally due by the Participant is and remains the Participant's responsibility and may exceed the amount actually withheld by the Company or the Employer, if any. The Participant further acknowledges that the Company and/or the Employer (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the RSUs, including, but not limited to, the grant or vesting of the RSUs, the delivery of Shares, the subsequent sale of Shares acquired and the receipt of any dividends or Dividend Equivalent RSUs; and (ii) do not commit to structure the terms of the grant or any aspect of the RSUs to reduce or eliminate the Participant's liability for Tax-Related Items. Further, if the Participant becomes subject to taxation in more than one country between the Grant Date and the date of any relevant taxable event or tax withholding event, as applicable, the Participant acknowledges that the Company and/or the Employer (or former employer, as applicable) may be required to withhold or account for Tax-Related Items in more than one country.

(b) Withholding of Tax-Related Items. In connection with the taxable or tax withholding event, as applicable, the Participant acknowledges and agrees that the Company and/or the Employer may satisfy withholding obligations for Tax-Related Items by one or a combination of the following methods:

(i) withholding a number of Shares otherwise issuable upon settlement of the RSUs and/or Dividend Equivalent RSUs having a Fair Market Value equal to an amount (rounded up to the nearest whole Share) sufficient to satisfy the applicable withholding obligations;

(ii) withholding from the Participant's wages/salary or other cash compensation paid to the Participant by the Company and/or the Employer;

(iii) withholding from any cash otherwise payable in lieu of a fractional Share upon settlement of the RSUs or Dividend Equivalent RSUs;

(iv) withholding from proceeds of the sale of Shares acquired upon settlement of the RSUs and/or Dividend Equivalent RSUs, either through a voluntary sale or through a mandatory sale arranged by the Company (on the Participant's behalf pursuant to this authorization);

- and/or
- (v) delivering other previously acquired Shares having a Fair Market Value sufficient to satisfy the applicable withholding obligations;
 - (vi) such other method determined by the Company and permitted by applicable laws and the Plan.

Notwithstanding the foregoing, if the Participant is subject to Section 16 of the Exchange Act pursuant to Rule 16a-2 promulgated thereunder, any withholding obligations shall be satisfied by having the Company withhold a number of Shares otherwise issuable upon settlement of the RSUs and/or Dividend Equivalent RSUs.

Depending on the withholding method, the Company may withhold or account for Tax-Related Items by considering applicable statutory withholding rates (as determined by the Company in good faith and in its sole discretion) or other applicable withholding rates, including maximum applicable rates, in which case the Participant may receive a refund of any over-withheld amount in cash and will have no entitlement to the share equivalent. In the event of under-withholding, the Participant may be required to pay any additional Tax-Related Items directly to the applicable tax authority or to the Company and/or Employer. If the obligation for Tax-Related Items is satisfied by withholding from the Shares to be delivered upon settlement of the RSUs and/or Dividend Equivalent RSUs, for tax purposes, the Participant is deemed to have been issued the full number of Shares subject to the RSUs and/or Dividend Equivalent RSUs, notwithstanding that a number of Shares are held back solely for the purpose of paying the Tax-Related Items. The Participant will have no further rights with respect to any Shares that are retained by the Company pursuant to this provision.

The Participant agrees to pay to the Company, or the Employer, any amount of Tax-Related Items that the Company, or the Employer, may be required to withhold or account for as a result of the Participant's participation in the Plan that will not for any reason be satisfied by the means previously described. The Company may refuse to issue or deliver Shares or proceeds from the sale of Shares until arrangements satisfactory to the Company have been made in connection with the Tax-Related Items.

7. Non-Transferability. The restrictions set forth in Section 7.5(a) of the Plan shall apply, and outstanding RSUs (including any Dividend Equivalent RSUs), and all rights with respect to the Shares underlying such RSUs, may not be sold, pledged, assigned, exchanged, encumbered, hypothecated, gifted, transferred, or disposed of in any manner, and any assignment in violation of the provisions of this Section 7 shall be void.

8. Recoupment. This Award is subject to the terms and conditions of the FedEx Corporation Policy on Recoupment of Incentive Compensation, the FedEx Corporation Policy on Recoupment of Incentive Compensation for Fraud or Willful Misconduct, and any other similar Company policies, including any predecessor and successor policies, each as may be amended and restated from time to time (collectively, the "Policies," and each individually, the "Policy"). Any Award (including Awards that have vested) shall be subject to any recoupment or clawback that is required under applicable laws, rules, regulations or stock exchange listing standards. No recovery of compensation as described in this Section 8 will be an event giving rise to the Participant's right to resign for "good reason" or "constructive termination" (or similar term) under any plan of, or agreement with, the Company, an Affiliate and/or the Participant.

9. Miscellaneous.

(a) Binding Effect. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their heirs, personal representatives, successors, and assigns. The terms of this Agreement shall in all respects be subject to the terms of the Plan. Participant acknowledges receipt of a copy of the Plan, which is attached hereto, represents that he or she is familiar with the terms and provisions thereof and accepts the award of RSUs hereunder subject to all of the terms and conditions thereof and of this Agreement. Participant hereby agrees to accept as binding, conclusive, and final all decisions and interpretations of the Committee upon any questions arising under the Plan or this Agreement.

(b) Governing Law and Venue. Except as to matters governed by United States federal law or the Delaware General Corporation Law, the Plan, this Agreement and all determinations made and actions taken under the Plan and this Agreement shall be governed by and construed in accordance with the laws of the U.S. State of Tennessee without giving effect to its conflicts of law principles. For purposes of any action, lawsuit or other proceedings brought to enforce this Agreement, relating to it, or arising from it, the parties hereby submit to and

consent to the sole and exclusive jurisdiction of the courts of Shelby County, Tennessee, USA, or the federal courts for the United States for the Western District of Tennessee, and no other courts, where this grant is made and/or to be performed.

(c) Additional Requirements. The Company reserves the right to impose other requirements on the RSUs and any Dividend Equivalent RSUs and the Participant's participation in the Plan to the extent the Company determines, in its sole discretion, that such other requirements are necessary or advisable for legal and/or administrative reasons. Such requirements may include (but are not limited to) requiring the Participant to sign any agreements or undertakings that may be necessary to accomplish the foregoing.

(d) Entire Agreement. This Agreement and the Plan set forth the entire agreement and understanding of the parties with respect to the grant of RSUs and the administration of the Plan and supersede all prior agreements, arrangements, plans and understandings relating to the grant of RSUs and the administration of the Plan.

(e) Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to the RSUs by electronic means. The Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

(f) Severability and Waiver. The invalidity or unenforceability of any provision of this Agreement or the Plan shall not affect the validity or enforceability of any other provision of this Agreement or the Plan. The Participant acknowledges that a waiver by the Company of a breach of any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach by the Participant or any other Participants.

(g) Code Section 409A. Payments made pursuant to this Agreement are intended to be exempt from or to otherwise comply with the provisions of Code Section 409A to the extent applicable. The Plan and this Agreement shall be administered and interpreted in a manner consistent with this intent. If the Company determines that any payments under this Agreement are subject to Code Section 409A and this Agreement fails to comply with that section's requirements, the Company, at its sole discretion, and without the Participant's consent, may amend this Agreement to cause it to comply with Code Section 409A or otherwise be exempt from Code Section 409A.

To the extent required to avoid accelerated taxation and/or tax penalties under Code Section 409A and applicable guidance issued thereunder, amounts that would otherwise be payable pursuant to this Agreement during the six-month period immediately following the Participant's Separation from Service (including Retirement) shall instead be paid on the first business day after the date that is six (6) months following the Participant's Separation from Service (or upon the Participant's death, if earlier). For purposes of Code Section 409A, to the extent applicable, all payments provided hereunder shall be treated as a right to a series of separate payments and each separately identified amount to which the Participant is entitled under this Agreement shall be treated as a separate payment.

Although this Agreement and the payments provided hereunder are intended to be exempt from or to otherwise comply with the requirements of Code Section 409A, the Company does not represent or warrant that this Agreement or the payments provided hereunder will comply with Code Section 409A or any other provision of federal, state, local, or non-United States law. None of the Company, its Affiliates, or their respective directors, officers, employees or advisers shall be liable to the Participant (or any other individual claiming a benefit through the Participant) for any tax, interest, or penalties the Participant may owe as a result of compensation paid under this Agreement, and the Company and its Affiliates shall have no obligation to indemnify or otherwise protect the Participant from the obligation to pay any taxes pursuant to Code Section 409A.

By accepting the grant of the RSUs, the Participant expressly acknowledges that he or she has read this Agreement, the Addendum to this Agreement (as applicable) and the Plan, and specifically accepts and agrees to the provisions therein.

Attest:

Assistant Secretary

FedEx Corporation

By:

President and Chief Executive Officer

Participant:

[2104028]

**Restricted Stock Unit Agreement for Non-U.S. Participants Pursuant to the
FedEx Corporation 2019 Omnibus Stock Incentive Plan, As Amended**

THIS RESTRICTED STOCK UNIT AGREEMENT (the “Agreement”) is made this ____ day of [●] (the “Grant Date”), by and between [●] (the “Participant”) and FedEx Corporation, a Delaware corporation (the “Company”), pursuant to the Company’s 2019 Omnibus Stock Incentive Plan (as amended from time to time, the “Plan”), which is incorporated into and forms a part of this Agreement. Capitalized terms used in this Agreement which are not defined in this Agreement have the meanings as used or defined in the Plan. For purposes of this Agreement, “Employer” means the entity (i.e., the Company or Affiliate) that employs the Participant on the applicable date.

WHEREAS, the Compensation and Human Resources Committee (the “Committee”) authorized and directed the Company to make an Award of Restricted Stock Units (“RSUs”) to the Participant under the Plan for the purposes expressed in the Plan;

NOW, THEREFORE, in consideration of the foregoing and the mutual undertakings herein contained, the parties agree as follows:

1. Grant of RSUs. In accordance with the terms of the Plan and subject to the further terms, conditions, and restrictions contained in this Agreement, the Company hereby grants to the Participant [●] RSUs on the Grant Date. Each RSU constitutes an unfunded and unsecured promise of the Company to deliver (or cause to be delivered) to the Participant, subject to the terms of this Agreement, one Share (or cash in lieu of any fractional Share). Until such delivery, the Participant has only the rights of a general unsecured creditor and no rights as a stockholder of the Company. **THIS AWARD IS SUBJECT TO ALL TERMS, CONDITIONS, AND PROVISIONS OF THE PLAN AND THIS AGREEMENT.**

2. Vesting and Settlement of RSUs.

(a) Vesting. Except as provided in Sections 4 and 5 below, the RSUs granted under this Agreement shall vest ratably in accordance with the schedule below, provided the Participant remains in continuous Service through each of the relevant vesting dates (each being a “Vesting Date”):

<u>Date</u>	<u>Number of RSUs that Vest</u>
<VEST DATE>	<QUANTITY VESTING>
<VEST DATE>	<QUANTITY VESTING>
<VEST DATE>	<QUANTITY VESTING>
<VEST DATE>	<QUANTITY VESTING>

(b) Settlement. Shares for RSUs that vest will be delivered to the Participant within 60 days after the applicable Vesting Date. No Shares shall be issued to the Participant prior to the applicable Vesting Date. In the event the calculation of the number of RSUs subject to this Agreement results in fractional Shares, the number of Shares shall be rounded down to the next whole Share and cash based on the Fair Market Value of a Share on the applicable Vesting Date in lieu of such fractional Share shall be withheld and applied to satisfy the Company’s or the Employer’s obligation to withhold Tax-Related Items (as defined in Section 6 of this Agreement), if any. If the withholding of Tax-Related Items is not required, cash in lieu of such fractional Share shall be paid to the Participant within 60 days after the applicable Vesting Date.

3. Dividend Equivalent Rights. RSUs shall accrue a dividend equivalent when a dividend is paid on the underlying Shares. This dividend equivalent shall be credited as additional RSUs as of the date each such dividend is paid, and such additional RSUs (“Dividend Equivalent RSUs”) shall be subject to the terms and conditions of this Agreement. The number of RSUs acquired through the reinvestment of dividend equivalents shall be calculated based on the Fair Market Value of a Share on the applicable dividend payment date. Dividend Equivalent RSUs shall vest and be paid at the same time and in the same manner, and subject to the same accelerated vesting and forfeiture provisions, as the RSUs with which they are associated as set forth in Section 2 above.

4. Effect of Separation from Service.

(a) Death, Disability or Retirement. In the event of the Participant's Separation from Service due to death, Disability or Retirement, the RSUs shall vest in full. Shares (or cash in lieu of any fractional Share) for which RSUs vest pursuant to this paragraph (a) will be delivered within 60 days after the date of the Participant's Separation from Service.

(b) Other. In the event of the Participant's Separation from Service for any reason other than those provided in paragraph (a) above, the Participant shall immediately cease vesting in the RSUs and such RSUs immediately shall be forfeited on the date of the Participant's Separation from Service.

(c) For purposes of this Agreement:

(i) "Disability" shall mean that the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

(ii) "Retirement" means the attainment by the Participant of age 55 and the Participant's Separation from Service.

(iii) "Separation from Service" means the Participant's cessation of Service that constitutes a "separation from service" as defined in U.S. Treasury Regulation §1.409A-1(h).

5. Change of Control. Upon a Change of Control, the RSUs will be addressed in accordance with Section 19 of the Plan.

6. Taxes.

(a) Responsibility for Taxes. Regardless of any action the Company and/or the Employer takes with respect to any or all income tax (including U.S. federal, state and local taxes and/or non-U.S. taxes), social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items related to the Participant's participation in the Plan and legally applicable or deemed applicable to the Participant ("Tax-Related Items"), the Participant acknowledges that the ultimate liability for all Tax-Related Items legally due by the Participant is and remains the Participant's responsibility and may exceed the amount actually withheld by the Company or the Employer, if any. The Participant further acknowledges that the Company and/or the Employer (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the RSUs, including, but not limited to, the grant or vesting of the RSUs, the delivery of Shares, the subsequent sale of Shares acquired and the receipt of any dividends or Dividend Equivalent RSUs; and (ii) do not commit to structure the terms of the grant or any aspect of the RSUs to reduce or eliminate the Participant's liability for Tax-Related Items. Further, if the Participant becomes subject to taxation in more than one country between the Grant Date and the date of any relevant taxable event or tax withholding event, as applicable, the Participant acknowledges that the Company and/or the Employer (or former employer, as applicable) may be required to withhold or account for Tax-Related Items in more than one country.

(b) Withholding of Tax-Related Items. In connection with the taxable or tax withholding event, as applicable, the Participant acknowledges and agrees that the Company and/or the Employer may satisfy withholding obligations for Tax-Related Items by one or a combination of the following methods:

(i) withholding a number of Shares otherwise issuable upon settlement of the RSUs and/or Dividend Equivalent RSUs having a Fair Market Value equal to an amount (rounded up to the nearest whole Share) sufficient to satisfy the applicable withholding obligations;

(ii) withholding from the Participant's wages/salary or other cash compensation paid to the Participant by the Company and/or the Employer;

(iii) withholding from any cash otherwise payable in lieu of a fractional Share upon settlement of the RSUs or Dividend Equivalent RSUs;

(iv) withholding from proceeds of the sale of Shares acquired upon settlement of the RSUs and/or Dividend Equivalent RSUs, either through a voluntary sale or through a mandatory sale arranged by the Company (on the Participant's behalf pursuant to this authorization);

- and/or
- (v) delivering other previously acquired Shares having a Fair Market Value sufficient to satisfy the applicable withholding obligations;
 - (vi) such other method determined by the Company and permitted by applicable laws and the Plan.

Notwithstanding the foregoing, if the Participant is subject to Section 16 of the Exchange Act pursuant to Rule 16a-2 promulgated thereunder, any withholding obligations shall be satisfied by having the Company withhold a number of Shares otherwise issuable upon settlement of the RSUs and/or Dividend Equivalent RSUs.

Depending on the withholding method, the Company may withhold or account for Tax-Related Items by considering applicable statutory withholding rates (as determined by the Company in good faith and in its sole discretion) or other applicable withholding rates, including maximum applicable rates, in which case the Participant may receive a refund of any over-withheld amount in cash and will have no entitlement to the share equivalent. In the event of under-withholding, the Participant may be required to pay any additional Tax-Related Items directly to the applicable tax authority or to the Company and/or Employer. If the obligation for Tax-Related Items is satisfied by withholding from the Shares to be delivered upon settlement of the RSUs and/or Dividend Equivalent RSUs, for tax purposes, the Participant is deemed to have been issued the full number of Shares subject to the RSUs and/or Dividend Equivalent RSUs, notwithstanding that a number of Shares are held back solely for the purpose of paying the Tax-Related Items. The Participant will have no further rights with respect to any Shares that are retained by the Company pursuant to this provision.

The Participant agrees to pay to the Company, or the Employer, any amount of Tax-Related Items that the Company, or the Employer, may be required to withhold or account for as a result of the Participant's participation in the Plan that will not for any reason be satisfied by the means previously described. The Company may refuse to issue or deliver Shares or proceeds from the sale of Shares until arrangements satisfactory to the Company have been made in connection with the Tax-Related Items.

7. Non-Transferability. The restrictions set forth in Section 7.5(a) of the Plan shall apply, and outstanding RSUs (including any Dividend Equivalent RSUs), and all rights with respect to the Shares underlying such RSUs, may not be sold, pledged, assigned, exchanged, encumbered, hypothecated, gifted, transferred, or disposed of in any manner, and any assignment in violation of the provisions of this Section 7 shall be void.

8. Recoupment. This Award is subject to the terms and conditions of the FedEx Corporation Policy on Recoupment of Incentive Compensation, the FedEx Corporation Policy on Recoupment of Incentive Compensation for Fraud or Willful Misconduct, and any other similar Company policies, including any predecessor and successor policies, each as may be amended and restated from time to time (collectively, the "Policies," and each individually, the "Policy"). Any Award (including Awards that have vested) shall be subject to any recoupment or clawback that is required under applicable laws, rules, regulations or stock exchange listing standards. No recovery of compensation as described in this Section 8 will be an event giving rise to the Participant's right to resign for "good reason" or "constructive termination" (or similar term) under any plan of, or agreement with, the Company, an Affiliate and/or the Participant.

9. Miscellaneous.

(a) Binding Effect. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their heirs, personal representatives, successors, and assigns. The terms of this Agreement shall in all respects be subject to the terms of the Plan. Participant acknowledges receipt of a copy of the Plan, which is attached hereto, represents that he or she is familiar with the terms and provisions thereof and accepts the award of RSUs hereunder subject to all of the terms and conditions thereof and of this Agreement. Participant hereby agrees to accept as binding, conclusive, and final all decisions and interpretations of the Committee upon any questions arising under the Plan or this Agreement.

(b) Governing Law and Venue. Except as to matters governed by United States federal law or the Delaware General Corporation Law, the Plan, this Agreement and all determinations made and actions taken under the Plan and this Agreement shall be governed by and construed in accordance with the laws of the U.S. State of Tennessee without giving effect to its conflicts of law principles. For purposes of any action, lawsuit or other proceedings brought to enforce this Agreement, relating to it, or arising from it, the parties hereby submit to and

consent to the sole and exclusive jurisdiction of the courts of Shelby County, Tennessee, USA, or the federal courts for the United States for the Western District of Tennessee, and no other courts, where this grant is made and/or to be performed.

(c) Additional Requirements. The Company reserves the right to impose other requirements on the RSUs and any Dividend Equivalent RSUs and the Participant's participation in the Plan to the extent the Company determines, in its sole discretion, that such other requirements are necessary or advisable for legal and/or administrative reasons. Such requirements may include (but are not limited to) requiring the Participant to sign any agreements or undertakings that may be necessary to accomplish the foregoing.

(d) Entire Agreement. This Agreement and the Plan set forth the entire agreement and understanding of the parties with respect to the grant of RSUs and the administration of the Plan and supersede all prior agreements, arrangements, plans and understandings relating to the grant of RSUs and the administration of the Plan.

(e) Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to the RSUs by electronic means. The Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

(f) Severability and Waiver. The invalidity or unenforceability of any provision of this Agreement or the Plan shall not affect the validity or enforceability of any other provision of this Agreement or the Plan. The Participant acknowledges that a waiver by the Company of a breach of any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach by the Participant or any other Participants.

(g) Code Section 409A. Payments made pursuant to this Agreement are intended to be exempt from or to otherwise comply with the provisions of Code Section 409A to the extent applicable. The Plan and this Agreement shall be administered and interpreted in a manner consistent with this intent. If the Company determines that any payments under this Agreement are subject to Code Section 409A and this Agreement fails to comply with that section's requirements, the Company, at its sole discretion, and without the Participant's consent, may amend this Agreement to cause it to comply with Code Section 409A or otherwise be exempt from Code Section 409A.

To the extent required to avoid accelerated taxation and/or tax penalties under Code Section 409A and applicable guidance issued thereunder, amounts that would otherwise be payable pursuant to this Agreement during the six-month period immediately following the Participant's Separation from Service (including Retirement) shall instead be paid on the first business day after the date that is six (6) months following the Participant's Separation from Service (or upon the Participant's death, if earlier). For purposes of Code Section 409A, to the extent applicable, all payments provided hereunder shall be treated as a right to a series of separate payments and each separately identified amount to which the Participant is entitled under this Agreement shall be treated as a separate payment.

Although this Agreement and the payments provided hereunder are intended to be exempt from or to otherwise comply with the requirements of Code Section 409A, the Company does not represent or warrant that this Agreement or the payments provided hereunder will comply with Code Section 409A or any other provision of federal, state, local, or non-United States law. None of the Company, its Affiliates, or their respective directors, officers, employees or advisers shall be liable to the Participant (or any other individual claiming a benefit through the Participant) for any tax, interest, or penalties the Participant may owe as a result of compensation paid under this Agreement, and the Company and its Affiliates shall have no obligation to indemnify or otherwise protect the Participant from the obligation to pay any taxes pursuant to Code Section 409A.

By accepting the grant of the RSUs, the Participant expressly acknowledges that he or she has read this Agreement, the Addendum to this Agreement (as applicable) and the Plan, and specifically accepts and agrees to the provisions therein.

Attest:

Assistant Secretary

FedEx Corporation

By:

President and Chief Executive Officer

Participant:

FedEx Corporation Securities Manual

This Manual addresses certain federal securities law issues relating to the purchase and sale of securities of FedEx Corporation and its subsidiaries (collectively, “FedEx”) and related compliance matters. In light of the importance of preserving our reputation for maintaining the highest legal and ethical standards, as well as the detrimental impact of any failures to comply with applicable law, it is imperative that all FedEx officers, managing/staff directors, and employees and members of FedEx Corporation’s Board of Directors (the “Board”) fully understand their responsibilities under the relevant federal securities laws with respect to transactions involving FedEx securities. This Manual also applies to family members, such as spouses, minor children, adult family members who share the same household, and any other person or entity whose securities trading decisions are influenced or controlled by you.

It is also FedEx policy to comply with applicable securities laws with regard to trading in FedEx securities on FedEx’s behalf.

Transactions subject to the provisions of this Manual also include gifts of FedEx securities, which may include gifts to trusts for estate planning purposes, as well as donations to a charitable organization.

To help ensure compliance with these laws, please read this Manual before engaging in any transactions involving FedEx securities.

I. Inside Information; Duty Not to Trade in FedEx Securities

A. Prohibition

Under the federal securities laws, company “insiders” (officers, managing/staff directors, Board members, and anyone else having access to “material, non-public information” about FedEx) are prohibited from trading (or tipping others to trade) in FedEx securities (including common stock, debt, and any other type of security issued by FedEx) on the basis of such information *until* the information has been disclosed to the public. This prohibition reflects the need, as perceived by Congress, the Securities and Exchange Commission (“SEC”), and the courts, to ensure equality of information between corporate insiders and members of the investing public so that each has the ability to make an informed judgment as to the value of FedEx’s securities based on current material information.

This prohibition continues to apply after the termination of an insider’s service with FedEx. If you are in possession of material, non-public information when your service with FedEx terminates, you may not trade in FedEx securities until that information has become public or is no longer material. Although the preclearance procedures specified in this Manual will cease to apply upon termination of service with FedEx, if you are subject to a blackout

period (as defined in Section I.D. of this Manual) at the time of termination of service, you may not trade in FedEx securities until after the end of the blackout period.

Information relating to FedEx is material if there is a substantial likelihood that it would affect the investment decision of a reasonable investor or if it would have an effect (positive or negative) on the market value of FedEx's securities. Materiality with respect to contingent or speculative events depends upon a balancing of the probability that the event will occur and the magnitude, if it does, on FedEx's business, operations, and financial condition. The determination of materiality is not always an easy matter, but it should be remembered that courts that rule on particular transactions or activities have the benefit of hindsight. While it is not possible to list every situation that would involve "material" information, the following types of events are examples of what may be considered material:

- Financial results or projections, including changes to previously announced earnings guidance or decisions to suspend earnings guidance;
- Discussions regarding business acquisitions, mergers, dispositions, joint ventures, restructurings, or other significant transactions, as well as developments regarding integrations and other post-merger activities;
- Changes in analyst recommendations or debt ratings with respect to FedEx securities;
- A significant data breach, cyberattack, cyber-intrusion, or other disruption to FedEx's technology infrastructure;
- Stock splits and stock dividends;
- Changes in dividend or stock repurchase policies;
- Public offerings or private sales of debt or equity securities;
- Actual or threatened stockholder activism;
- Changes in senior management or the Board;
- Significant new products, services, or marketing plans;
- Substantial capital expenditures and plans with respect to future capital expenditures;
- Key contract awards, modifications, or cancellations;
- Significant write-offs or impairments or liquidity concerns;
- Changes in accounting methods or independent auditor;
- Labor negotiations, contracts, disputes, strikes, or lockouts;
- Litigation or government investigations involving FedEx or any of our officers or Board members;
- A significant disruption in FedEx's operations; and
- Any substantial change in industry circumstances or competitive conditions that could significantly impact FedEx's earnings or growth prospects.

If you are unsure whether particular non-public information is material, you should either consult the Securities and Corporate Law Department before trading in FedEx securities or assume that the information is material.

It should be noted that either positive or negative information can be material. Further, the fact that an insider may have had in mind other factors or good intentions in purchasing or selling FedEx securities while in possession of material, non-public information may not absolve the insider from liability for such trading. The fact that a trade was made while the information was non-public may be sufficient to establish such liability. Additionally, to be “public” the information must have been widely disseminated in a manner designed to reach investors generally, and investors must be given the opportunity to absorb the information. It is important to note that information is not necessarily public merely because it has been discussed in the press or on social media, which will sometimes report rumors. Information generally would be considered to be widely disseminated if it has been disclosed in a public disclosure document filed or furnished with the SEC or a press release distributed through a widely circulated news or wire service, or on the Investor Relations page of the FedEx website.

You should also not buy or sell (or tip others to buy or sell) the securities of another company while in possession of material, non-public information about the other company that you learned in the course of your role with FedEx. In certain instances, information regarding FedEx (including, but not limited to, its financial results) could be material to another company.

B. Penalties

The federal securities laws impose potentially severe civil and criminal penalties on persons who improperly possess or use material, non-public information in connection with a purchase or sale of securities. The SEC may bring a lawsuit against persons who engage in insider trading seeking three times the amount of the profit gained or loss avoided as a result of such an illegal transaction.

The SEC may also seek substantial civil penalties from any person who, at the time of an insider trading violation, “directly or indirectly controlled the person who committed such violation” (e.g., an employer who controls an employee), if the controlling person both (1) knew or recklessly disregarded the fact that the employee was likely to engage in a violation and (2) failed to take appropriate steps to prevent that violation before it occurred.

Substantial criminal penalties, including imprisonment and significant penalties, may also be imposed for willful violations of the federal securities laws. Additionally, conduct that violates the guidelines set forth in this Manual constitutes grounds for company-imposed discipline, up to and including termination.

C. Limitation of Access to Undisclosed Material Information

You are obligated to maintain the confidentiality of material, non-public information acquired in the course of your employment at FedEx. You should never discuss confidential

information with anyone outside the company unless there is a legitimate business reason and, even then, only if a confidentiality agreement is in place. In addition, you should not disclose confidential information to any other FedEx employee or third party with whom FedEx does or may do business unless he or she has a legitimate, business-related need to know the information. The FedEx Corporate Governance Guidelines set forth additional confidentiality requirements applicable to Board members. You should also exercise caution when discussing FedEx business in public places where conversations can be overheard, such as restaurants and elevators, and you should avoid reading confidential documents in public places, such as airplanes or trains.

Tipping another person to buy or sell securities based upon such information also violates the federal securities laws and can result in the same severe civil and criminal penalties that apply to other types of insider trading—even though you did not trade and did not gain any benefit from the other person’s trading. In addition, the federal securities laws prohibit the selective disclosure of material, non-public information to others outside the company, such as securities analysts or investors.

D. Trading Windows

In order to provide a degree of certainty as to when trading by FedEx officers and managing/staff directors, certain other FedEx employees in sensitive positions, and Board members is permissible, in addition to the general limitations described in this Manual, trading or gifting of FedEx securities is only permitted during designated trading windows, as described below. Such officers and managing/staff directors, employees, and Board members must not trade, directly or indirectly, in FedEx securities at any time when the trading window is closed (referred to as a “blackout period”).

It is expected that the trading window will be open at the beginning of the second trading day after quarterly earnings for such quarter are released to the public and will close at the end of the last trading day of the second month of each fiscal quarter.

FedEx may close any quarterly trading window before the regularly scheduled closing date and may impose extraordinary blackout periods during which trading will not be allowed when there are significant developments that have not yet been made public. You will be notified of all regularly scheduled quarterly trading windows and regular or extraordinary blackout periods that apply to you, and you will be advised not to trade in FedEx securities during any blackout period.

The prohibition against trading in FedEx securities during any blackout period does not apply to exercises of stock options granted under FedEx’s stock option plans where no FedEx stock is sold in the market to fund the option exercise price or related taxes (i.e. a net exercise or where cash is paid to exercise the option). However, shares acquired pursuant to such an exercise during a blackout period may only be sold during an open trading window. This prohibition on the sale of such stock acquired pursuant to an option exercise during a blackout period makes it impossible to execute a “cashless” stock option exercise during a blackout period.

Additionally, the prohibition against trading in FedEx securities during any blackout period does not apply to purchases of FedEx stock for your account by any FedEx employee stock purchase plan. This prohibition does apply, however, to an initial election to participate in any FedEx employee stock purchase plan, any changes to amounts contributed to a plan, and sales of FedEx stock purchased pursuant to a plan.

E. Mandatory Preclearance of Transactions in FedEx Securities

In order to ensure compliance with the federal securities laws and this Manual, the following persons are required to clear each and every proposed transaction, direct or indirect, in FedEx securities (including stock option exercises and gifts of FedEx stock) before consummating the transaction:

- Board members;
- FedEx Corporation officers; and
- Senior vice presidents and above of all FedEx subsidiaries.

A preclearance request must be submitted in writing to the Securities and Corporate Law Department at least two business days in advance of any proposed transaction and specify the date of the proposed transaction. In addition, in the case of any transaction (other than (i) a cash or net exercise of stock options where no FedEx stock is sold in the market to fund the option exercise price or related taxes or (ii) a transfer from one account solely in the name of the requesting person to another account solely in the name of the requesting person), the requesting person must affirmatively state in the preclearance request that she or he is not in possession of any material, non-public information regarding FedEx. Any preclearance approval expires at the close of business on the transaction date specified in the preclearance approval. Any preclearance approval may be revoked if there is a change in the status of material, non-public information regarding FedEx prior to completion of the approved transaction. If the transaction is not completed on the date specified in the preclearance approval, a new preclearance request must be submitted. A requesting person may only have one preclearance approval outstanding at any time.

Requesting persons must receive written approval prior to engaging in any transactions as follows:

- For FedEx Corporation officers (other than Section 16 Officers (as defined below)) and senior vice presidents and above of all FedEx subsidiaries, preclearance requests must be approved by the Securities and Corporate Law Department.
- For any officer of FedEx Corporation or any of its subsidiaries who is subject to the reporting requirements of Section 16 (“Section 16 Officers”) of the Securities Exchange Act of 1934 (the “Exchange Act”), preclearance requests must be approved by the (1) Securities and Corporate Law Department, (2) FedEx Corporation

Executive Vice President, General Counsel and Secretary, and (3) FedEx Corporation President and Chief Executive Officer, except as otherwise provided below.

- For the FedEx Corporation President and Chief Executive Officer, preclearance requests must be approved by the (1) Securities and Corporate Law Department, (2) FedEx Corporation Executive Vice President, General Counsel and Secretary, and (3) Lead Independent Director or Vice Chairman (in each case, if serving) or Chairman of the Board (if independent).
- For the FedEx Corporation Chairman of the Board (if not independent), preclearance requests must be approved by the (1) FedEx Corporation Executive Vice President, General Counsel and Secretary and (2) Lead Independent Director.
- For the FedEx Corporation Executive Vice President, General Counsel and Secretary, preclearance requests must be approved by the (1) FedEx Corporation Staff Vice President – Securities and Corporate Law and (2) FedEx Corporation President and Chief Executive Officer.
- For any non-management Board member, preclearance requests must be approved by the (1) Securities and Corporate Law Department, (2) FedEx Corporation Executive Vice President, General Counsel and Secretary, and (3) the Chairman of the Board (if independent), Lead Independent Director or Vice Chairman of the Board (in each case, if serving), or Chair of the Governance, Safety, and Public Policy Committee (if no Lead Independent Director is serving).

The Securities and Corporate Law Department shall maintain a record of preclearances granted under this Manual.

E. Rule 10b5-1 Plans

The SEC provides an affirmative defense from insider trading liability for securities-trading plans that meet certain detailed requirements (so-called “Rule 10b5-1 plans”). A Rule 10b5-1 plan must either specify (including by formula) the amount, pricing, and timing of transactions in advance or delegate discretion on these matters to an independent third party. In general, an individual must not enter into a Rule 10b5-1 plan at a time when he or she is aware of any material, non-public information regarding FedEx, and once the Rule 10b5-1 Plan is adopted, the individual must not exercise any influence over the number of securities to be traded, the price at which they are to be traded, or the date of the trade.

Rule 10b5-1 plans for Board members and FedEx officers must be precleared as set forth above and shall be administered in accordance with Rule 10b5-1 of the Exchange Act. Trades in FedEx securities that are executed pursuant to a preapproved Rule 10b5-1 plan are not subject to the prohibition against trading on the basis of material, non-public information or mandatory preclearance. Rule 10b5-1 plans may only be adopted during an open trading window and at a time when you are not aware of any material, non-public information. All Rule 10b5-1 plans relating

to FedEx securities (1) must be in the form preapproved by the Securities and Corporate Law Department, (2) shall include a “cooling-off” period between enacting the plan and when trading pursuant to the plan can begin (for Board members and Section 16 Officers, the cooling-off period shall comply with Rule 10b5-1 of the Exchange Act), and (3) shall be administered by Merrill Lynch, the service provider for FedEx’s stock plans.

II. Prohibited Transactions

You are prohibited from, directly or indirectly, purchasing financial instruments or otherwise engaging in transactions that (a) signal a lack of confidence in FedEx’s prospects; (b) may lead to inadvertent insider trading violations; or (c) hedge or offset, or are designed to hedge or offset, any decrease in the market value of FedEx securities, including the following financial instruments and transactions:

- Publicly traded (or exchange-traded) options, such as puts, calls, and other derivative securities;
- Short sales, including “sales against the box”;
- Margin accounts and pledges; and
- Hedging or monetization transactions designed to limit the financial risk of ownership, including prepaid variable forward contracts, equity swaps, collars, exchange funds, and other similar transactions.

A. Publicly Traded Options

Options trading is highly speculative and very risky. People who buy options are betting that the price of the underlying security will move rapidly. For that reason, when a person trades in options in his or her company’s securities, it may arouse suspicion in the eyes of the SEC that the person is trading on the basis of material, non-public information, particularly if the trading occurs before a company announcement or major event. It is often difficult for an individual to prove that he or she did not know about the announcement or event. If the SEC or the stock exchanges were to notice active options trading prior to a significant corporate announcement, they would likely investigate. Such an investigation could be embarrassing to FedEx (as well as expensive) and could result in severe penalties and significant expense for the persons involved.

Publicly traded options to buy or sell FedEx securities, such as those traded on the Chicago Board Options Exchange, are not issued by FedEx. Rather, they are issued by the Options Clearing Corporation. Despite this fact, transactions in publicly traded options can raise insider trading-related issues, as they involve the right to buy or sell the underlying FedEx securities. Because of the possibility that a trade in the underlying securities might be triggered during a blackout period and the numerous opportunities for speculative abuse of inside information presented by transactions in publicly traded options, you may not engage, directly or indirectly, in such transactions.

B. Short Sales

A short sale is the sale of a security not owned by the seller, or if owned, not delivered (the so-called “short sale against the box”), which involves the borrowing of securities from the seller’s broker for the account of the seller, and delivery of the borrowed securities to the buying broker. At some point in the future, the short seller is obligated to purchase securities to make good or cover the short position. The short seller hopes that he or she will be able to purchase (cover) at a price lower than the price at which he or she made the short sale. Thus, a short seller is a person who expects a security to decline in market value.

Because short sales are inherently speculative in nature and can depress the price of securities, you may not, directly or indirectly, make short sales of FedEx securities.

C. Margin Accounts and Pledges

Securities held in a margin account or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in foreclosure if you default on the loan. Because a margin or foreclosure sale may occur at a time when you are aware of material, non-public information or otherwise are not permitted to trade in FedEx securities, you may not, directly or indirectly, hold FedEx securities in a margin account or pledge FedEx securities as collateral for a loan. Exceptions to this prohibition may be granted on a case-by-case basis by:

- The Chairman of the Board (if independent), Lead Independent Director or Vice Chairman of the Board (in each case, if serving), or Chair of the Governance, Safety, and Public Policy Committee (if no Lead Independent Director is serving) and the FedEx Corporation Executive Vice President, General Counsel and Secretary with respect to any non-management Board member, any Executive Chairman, or the FedEx Corporation President and Chief Executive Officer, in each case, if such requesting person clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities;
- The FedEx Corporation President and Chief Executive Officer and the FedEx Corporation Staff Vice President – Securities and Corporate Law with respect to the FedEx Corporation Executive Vice President, General Counsel and Secretary, if he or she clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities; and
- The FedEx Corporation Executive Vice President, General Counsel and Secretary in all other instances, if such requesting person clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities.

D. Hedging or Monetization Transactions

Hedging or monetization transactions involve the establishment of a short or long position in FedEx securities and limit exposure to fluctuations in value. These transactions also may signal a lack of confidence in FedEx's prospects. Accordingly, you may not engage, directly or indirectly, in any hedging or monetization transactions, such as prepaid variable forward contracts, equity swaps, collars, exchange funds, and other similar transactions involving FedEx securities.

III. Stock Options

Merrill Lynch is the service provider for our stock plans. All stock option exercises must be executed through Merrill Lynch. Information regarding your stock options (including the basic federal income tax consequences related to stock options) is available at www.benefits.ml.com.

Those persons who require preclearance prior to any transaction (see Section I.E) must exercise their options by contacting the Carlson, Merkel & Dinsmore Executive Services Team at Merrill Lynch. They may be reached by phone at (214) 969-2382.

All other persons may exercise their stock options either online at www.benefits.ml.com or by calling (877) FEDEX01 or (609) 450-1857 (collect) if calling from outside the United States, Puerto Rico, or Canada.

IV. Compliance and Oversight

The Governance, Safety, and Public Policy Committee of the Board shall periodically review and discuss this Manual with management and shall recommend any proposed changes to this Manual to the Board of Directors for approval (other than changes of a strictly administrative nature).

V.

Contact Information

This Manual was developed by the Securities and Corporate Law Department of FedEx Corporation. The SEC and government prosecutors vigorously enforce the insider trading laws against both individuals and corporations. Given this risk, the Securities and Corporate Law Department is available to provide you with specific guidance concerning any potential transaction in order to assist you in complying with the insider trading laws. Inquiries regarding this Manual or transactions in FedEx securities may be addressed to Securities_Law@fedex.com.

Amended June 8, 2026

[330559.25]

SUBSIDIARIES OF FEDEX CORPORATION

The following is a list of subsidiaries of FedEx Corporation as of May 31, 2026. Pursuant to Item 601(b)(21) of Regulation S-K, we have omitted some subsidiaries that, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of May 31, 2026 under Rule 1-02(w) of Regulation S-X. FedEx Corporation owns, directly or indirectly, 100% of the voting securities of each of the listed subsidiaries.

NAME OF SUBSIDIARY	JURISDICTION OF INCORPORATION OR ORGANIZATION
Controlled Opportunity and Risk Insurance Company	Tennessee
FCJI, Inc.	Ohio
Federal Express Canada Corporation	Nova Scotia
Federal Express (China) Company Limited	China
Federal Express Corporation	Delaware
Federal Express Europe, Inc.	Delaware
Federal Express Holding US 3, LLC	Delaware
Federal Express Holding US 7, LLC	Delaware
Federal Express Holding US 8, LLC	Delaware
Federal Express Holdings (Mexico) y Compania S.N.C. de C.V.	Mexico
Federal Express Holdings S.A., LLC	Delaware
Federal Express (Hong Kong) Limited	Hong Kong
Federal Express International, Inc.	Delaware
Federal Express Japan G.K.	Japan
Federal Express Korea LLC	Korea
Federal Express Leasing Corporation	Delaware
Federal Express Pacific, LLC	Delaware
Federal Express Services (M) Sdn. Bhd.	Malaysia
Federal Express (Singapore) Pte. Ltd.	Singapore
FedEx Acquisition B.V.	The Netherlands
Fedex Brasil Logistica e Transporte Ltda.	Brazil
FedEx Custom Critical, Inc.	Ohio
FedEx Dataworks, Inc.	Delaware
FedEx Express Australia Pty. Ltd	Australia
FedEx Express BE BV	Belgium
FedEx Express Belgium Air Hub SRL	Belgium
FedEx Express Chile SpA	Chile
FedEx Express Czech Republic s.r.o.	Czech Republic
FedEx Express Danmark ApS	Denmark
FedEx Express Deutschland GmbH	Germany
FedEx Express Finland Oy	Finland
FedEx Express FR SAS	France
FedEx Express Greece Single Member L.L.C.	Greece
FedEx Express Grundstücksgesellschaft mbH & Co. KG	Germany
FedEx Express Holding Netherlands B.V.	The Netherlands
FedEx Express Holdings DE GmbH	Germany
FedEx Express Holdings Deutschland GmbH	Germany
FedEx Express Holdings Germany GmbH	Germany

FedEx Express Hungary Kft.	Hungary
FedEx Express International B.V.	The Netherlands
FedEx Express Ireland Limited	Ireland
FedEx Express Italy S.r.l.	Italy
FedEx Express Netherlands B.V.	The Netherlands
FedEx Express Netherlands Holding, Inc.	Delaware
FedEx Express New Zealand	New Zealand
FedEx Express Poland Sp. z.o.o.	Poland
FedEx Express Portugal, Unipessoal, Lda	Portugal
FedEx Express South Africa (Pty) Ltd	South Africa
FedEx Express Spain, S.L.U.	Spain
FedEx Express Supply Chain (Hong Kong) Limited	Hong Kong
FedEx Express Sverige AB	Sweden
FedEx Express Swiss Post GmbH	Switzerland
FedEx Express Transportation & Supply Chain Services (India) Pvt. Ltd.	India
FedEx Express Turkey Transportation and Commerce Limited Company	Turkey
FedEx Express UK Holdings Limited	United Kingdom
FedEx Express UK Limited	England and Wales
FedEx Express UK Transportation Limited	United Kingdom
FedEx Ground Package System Corporation	Nova Scotia
FedEx Logistics, Inc.	New York
FedEx Logistics Canada, Inc.	Canada
FedEx Logistics Hong Kong Limited	Hong Kong
FedEx Logistics India Private Limited	India
FedEx Luxembourg S.à r.l.	Luxembourg
FedEx Office and Print Services, Inc.	Texas
FedEx Supply Chain Distribution System, Inc.	Pennsylvania
FedEx Supply Chain Holdings, Inc.	Nevada
FedEx Trade Networks Trade Services, LLC	Delaware
FedEx UK Holdings Limited	England and Wales
FedEx UK Limited	England and Wales
GD Insurance Company DAC	Ireland
GENCO Infrastructure Solutions, Inc.	Delaware
GENCO Marketplace, Inc.	Pennsylvania
TNT Express Worldwide (China) Limited	China
FedEx International Finance B.V.	The Netherlands
TNT Holdings B.V.	The Netherlands
TNT Mercurio Cargas e Encomendas Expressas Ltda.	Brazil
TNT (UAE) LLC	United Arab Emirates
FedEx Freight Holding Company, Inc.	Delaware
FedEx Freight Canada, Corp.	Nova Scotia
FedEx Freight, Inc.	Arkansas

LIST OF SUBSIDIARY GUARANTORS

As of May 31, 2026, each of the following subsidiaries of FedEx Corporation (“FedEx”) guaranteed each of the senior unsecured debt securities issued by FedEx listed below. FedEx owns, directly or indirectly, 100% of each guarantor subsidiary. The guarantees are (1) unsecured obligations of the respective guarantor subsidiary, (2) rank equally with all of their other unsecured and unsubordinated indebtedness, and (3) are full and unconditional and joint and several.

NAME OF GUARANTOR SUBSIDIARY	JURISDICTION OF INCORPORATION OR ORGANIZATION
Federal Express Corporation	Delaware
FedEx Freight, Inc.	Arkansas
FedEx Office and Print Services, Inc.	Texas
Federal Express Europe, Inc.	Delaware
Federal Express Holdings S.A., LLC	Delaware
Federal Express International, Inc.	Delaware

SENIOR UNSECURED DEBT SECURITIES OF FEDEX GUARANTEED BY THE GUARANTOR SUBSIDIARIES ⁽¹⁾

3.250% Notes due 2026
 1.625% Notes due 2027
 3.400% Notes due 2028
 4.200% Notes due 2028
 0.450% Notes due 2029
 3.100% Notes due 2029
 4.250% Notes due 2030
 1.300% Notes due 2031
 2.400% Notes due 2031
 3.500% Notes due 2032
 0.950% Notes due 2033
 4.900% Notes due 2034
 3.900% Notes due 2035
 4.125% Notes due 2037
 3.250% Notes due 2041
 3.875% Notes due 2042
 4.100% Notes due 2043
 5.100% Notes due 2044
 4.100% Notes due 2045
 4.750% Notes due 2045
 4.550% Notes due 2046
 4.400% Notes due 2047
 4.050% Notes due 2048
 4.950% Notes due 2048
 5.250% Notes due 2050
 4.500% Notes due 2065

⁽¹⁾ References are to calendar years.

SUBSIDIARY ISSUERS OF GUARANTEED SECURITIES

Pass-through trusts formed by Federal Express Corporation (“Federal Express”), a Delaware corporation and wholly owned subsidiary of FedEx, offer for sale pass-through certificates of Federal Express. Each pass-through certificate represents an interest in a pass-through trust. The property of the pass-through trust includes equipment notes issued by Federal Express. FedEx fully and unconditionally guarantees the payment obligations due on the equipment notes underlying the pass-through certificates offered for sale by Federal Express.

Federal Express issued Pass-Through Certificates, Series 2020-1AA with a fixed interest rate of 1.875% due February 2034 utilizing pass-through trusts.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-292255) pertaining to the FedEx Corporation 2019 Omnibus Stock Incentive Plan,
- (2) Registration Statement (Form S-8 No. 333-267559) pertaining to the FedEx Corporation 2019 Omnibus Stock Incentive Plan,
- (3) Registration Statement (Form S-8 No. 333-234010) pertaining to the FedEx Corporation 2019 Omnibus Stock Incentive Plan,
- (4) Registration Statement (Form S-8 No. 333-222198) pertaining to the FedEx Corporation 2010 Omnibus Stock Incentive Plan, as amended, and the FedEx Corporation 2019 Omnibus Stock Incentive Plan,
- (5) Registration Statement (Form S-8 No. 333-192957) pertaining to the FedEx Corporation 2010 Omnibus Stock Incentive Plan,
- (6) Registration Statement (Form S-8 No. 333-171232) pertaining to the FedEx Corporation 2010 Omnibus Stock Incentive Plan,
- (7) Registration Statement (Form S-8 No. 333-45037) pertaining to the FDX Corporation Adjustment Program,
- (8) Registration Statement (Form S-8 No. 333-156333) pertaining to the FedEx Corporation Incentive Stock Plan, and
- (9) Registration Statement (Form S-3 No. 333-273320) of FedEx Corporation and Federal Express Corporation;

of our reports dated July 20, 2026, with respect to the consolidated financial statements and financial statement schedule of FedEx Corporation and the effectiveness of internal control over financial reporting of FedEx Corporation included in this Annual Report (Form 10-K) of FedEx Corporation for the year ended May 31, 2026.

/s/ Ernst & Young LLP

Memphis Tennessee
July 20, 2026

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Rajesh Subramaniam, certify that:

1. I have reviewed this annual report on Form 10-K of FedEx Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: July 20, 2026

/s/ Rajesh Subramaniam

Rajesh Subramaniam

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Claude F. Russ, certify that:

1. I have reviewed this annual report on Form 10-K of FedEx Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: July 20, 2026

/s/ Claude F. Russ

Claude F. Russ

Executive Vice President and

Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of FedEx Corporation (“FedEx”) on Form 10-K for the period ended May 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Rajesh Subramaniam, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of FedEx.

Date: July 20, 2026

/s/ Rajesh Subramaniam

Rajesh Subramaniam

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of FedEx Corporation (“FedEx”) on Form 10-K for the period ended May 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Claude F. Russ, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of FedEx.

Date: July 20, 2026

/s/ Claude F. Russ

Claude F. Russ

Executive Vice President and

Chief Financial Officer