

# **FedEx Corporation Employee Stock Purchase Plan**

\*This Employee Stock Purchase Plan is administered by Computershare Trust Co., Inc., not by FedEx Corporation or any of its Subsidiaries.\*

**Account Information Contact:**  
Computershare Trust Co., Inc.  
[www.computershare.com/employee/us](http://www.computershare.com/employee/us)  
1-800-326-6150

# **“Questions and Answers”**

## **1. What is the Employee Stock Purchase Plan?**

The FedEx Corporation Employee Stock Purchase Plan (the “Plan”) administered by Computershare Trust Co., Inc. (“Computershare”) offers eligible employees of FedEx Corporation (the “Company”) and its subsidiaries (each a “Subsidiary” and collectively the “Subsidiaries”) the opportunity to purchase shares of the Company’s common stock through regular payroll deductions. Payroll deductions for the Plan are made on an after-tax basis. Participation in the Plan is entirely voluntary.

## **2. Who is eligible to participate?**

You are eligible to participate in the Plan if you:

- have attained the age of majority in the state in which you reside;
- are a full-time or permanent part-time employee of the Company or a Subsidiary; and
- are not a managing director (or its equivalent) or officer of the Company or a Subsidiary or a member of the Company’s Board of Directors.

Employees who reside outside of the United States and Puerto Rico are not eligible to participate in the Plan because the laws of such countries make participation in the Plan impracticable.

## **3. How does the Plan work?**

Once you decide on the percentage of your pay that you would like to invest in the Plan each pay period (see Question #6 for description of allowable investment amounts), your employer (the Company or one of its Subsidiaries) will deduct such amount from your pay (on an after-tax basis) each pay period. The funds deducted from your pay will be combined with the money deducted from other participating employees and then forwarded to Computershare on a monthly basis.

Each month, as soon as practicable after funds are received, Computershare will instruct a broker to purchase the Company’s common stock using the total funds deducted from your pay the previous month and update your record to reflect the purchase details. Thus, you invest by a dollar amount instead of by a share amount.

Your employer will pay all fees for your participation in the Plan, and you will not be charged for stock purchases made through your payroll deductions. You must pay any fees or commissions for purchases not made through payroll deductions or for sales.

The Company reserves the right to cease making payroll deductions under and paying all applicable fees related to the Plan at any time if, in the Company’s sole judgment, it deems such action to be advisable.

**4. Can my account record be opened in both my name and the name of another person of legal age?**

Joint tenancy is no longer offered as an option for new participants who join the Plan. However, Computershare will continue to hold any joint tenancy designations for accounts that were previously opened at a time when joint tenancy was offered under the Plan.

**5. What are the risks of purchasing stock through the Plan?**

In purchasing the stock of any corporation, investors take certain risks with their money. Market prices fluctuate up and down daily based on the performance of a particular corporation, general business conditions, national and international economic and political events and other circumstances, and the Company's stock is no exception to this rule. Because of these factors, stocks offer less security of your principal than other types of investments, such as savings accounts and U.S. government securities. You are encouraged to carefully review this Plan booklet and to thoroughly analyze your personal investment objectives and family circumstances before deciding to participate in the Plan, based on your own judgment and research.

**6. How much can I invest through the Plan?**

Your authorized payroll deduction must be in whole percentages. The minimum deduction is 1% of your "Covered Compensation," which means gross compensation for services including overtime, shift or other regular compensatory premiums, pilots' overage, management and professional incentive bonuses, salesperson's incentive compensation or commissions, and payments in substitution for base pay such as vacation, holiday and sick pay. The maximum deduction is 10% of your Covered Compensation. Payroll deductions for the Plan are made on an after-tax basis.

**7. What will the Company's stock cost through the Plan?**

Stock prices fluctuate constantly, depending upon the price at which owners of a stock are willing to sell and how much buyers are willing to pay. Your account will be credited with shares of the Company's stock at the average market price of all the shares bought for all employees in the Plan for that purchase allocation. Purchases may be made over a period of days so as not to adversely affect the price of the Company's common stock.

**8. How much Company stock will be bought for me through the Plan?**

Computershare will instruct the broker to purchase as many whole and fractional shares of the Company's stock as the funds forwarded by your employer (the Company or one of its Subsidiaries) for your account will allow. There is no limit to the number of shares you may accumulate in your account. If you wish, you may make additional purchases of the Company's stock directly through Computershare, but your employer (the Company or one of its

Subsidiaries) will not pay the fees associated with these additional purchases of the Company's stock.

**9. What if the amount of money I am investing will not buy a whole number of shares or one full share of stock?**

Your account will be credited with a fractional share. For example, if your account invests \$75.00 per month, and if stock is purchased at \$47.00 per share, your account will be credited with 1.595745 shares. If the funds deducted from your pay buy less than one full share, your account will likewise be credited with a fractional share amount up to six decimal places (e.g., 0.595745). However, if you continually maintain less than one whole share of Company stock in your account for a period of six months or more without making any additional payroll deduction contributions during such six-month period, your account may be closed (see response to Question # 19 for further explanation).

**10. What record of my transactions will I receive?**

Every quarter you will receive a summary statement detailing all activity in your account for the previous three months. It will list the total number of full and fractional shares of the Company's stock that you have accumulated, as well as the number of shares bought and the price paid for each Plan purchase during such period. You should retain each quarterly summary statement because it provides the cost basis of the shares of Company stock purchased through the Plan, which is necessary to determine your gain or loss when you sell the shares. These materials are also available in electronic format, so if you wish to receive them in electronic format instead of in hard copy form, please contact Computershare and notify them of this request (see response to Question #21 for information regarding how to contact Computershare).

Stock certificates for the shares you own are not issued in your name unless you request delivery of a certificate and personally pay the applicable fee. Certificates cannot be issued for fractional shares.

Additionally, if you have received at least \$10.00 in gross proceeds or dividends during the year, you will receive a year-end tax reporting summary, which will include certain information necessary to file your income tax return. These materials are also available in electronic format, so if you wish to receive them in electronic format instead of in hard copy form, please contact Computershare and notify them of this request (see response to Question #21 for information regarding how to contact Computershare). All statements mailed to you by Computershare should be retained in a safe place.

**11. Will I receive information normally provided to stockholders?**

As soon as you own one full share of stock, you will be forwarded any material received by Computershare that has been distributed by the Company for the benefit of its stockholders, such as annual reports and proxy statements. These materials are available in electronic format, so if you wish to receive them in an electronic format instead of in hard copy form, please contact

Computershare and notify them of this request (see response to Question # 21 for information regarding how to contact Computershare).

When the Company distributes proxies, your full shares are voted for you in accordance with your written instructions duly delivered to Computershare. If you do not provide Computershare with written instructions on a timely basis, the voting of the shares in your account will be governed by the rules and policies of the New York Stock Exchange and the Securities and Exchange Commission then in effect.

**12. Can I change my payroll deduction amount?**

You can increase or decrease the amount of your payroll deduction or discontinue your payroll deduction altogether by following the applicable instructions in the response to Question #21. Payroll deduction changes will take effect as soon as practicable.

**13. What happens if my payroll deductions stop?**

If you terminate your payroll deduction authorization or if the Company ceases making payroll deductions under and paying all applicable fees related to the Plan, your account with Computershare will remain open. However, at your request, Computershare will close your account and either:

- (a) sell your holdings and mail you a check for the net proceeds of the sale, less applicable transaction and handling fees, or
- (b) deliver stock certificates to you for your whole shares, subject to any sale of assets necessary to satisfy any fees and charges, along with a check for the net proceeds from the sale of fractional shares, less applicable transaction and handling fees, or
- (c) transfer your whole shares to a brokerage account designated by you, along with a check for the net proceeds from the sale of fractional shares, less applicable transaction and handling fees.

Transaction fees or commissions on sales and other applicable charges, such as registration fees for delivering stock certificates or delivery fees for a broker-to-broker transfer, are payable by you. There will be no cash refunds for any reason.

**14. If I terminate my payroll deduction authorization, may I again participate in the Plan?**

You will not be able to participate in the Plan before the beginning of the next pay period following withdrawal. Upon rejoining the Plan, you will be considered a new participant and must reauthorize your payroll deduction by following the applicable instructions in the response to Question #21.

**15. What charges do I pay Computershare for buying additional shares of Company stock or for selling my shares?**

If you instruct Computershare to purchase additional shares of Company stock outside the Plan or to sell shares of your Company stock, you will pay a transaction fee or commission on each sale or purchase based on the total dollar value of that trade. For information regarding such transaction fees and commissions, call Computershare at 1-800-326-6150.

**16. How will my orders for additional shares of Company stock be handled?**

Orders for additional shares of Company stock are executed on an individual basis upon receipt and clearance of payment for the transaction by Computershare on behalf of the participant. Orders for additional shares of Company stock are invested by the dollar amount in whole or fractional shares. Shares purchased in the open market may be purchased over a period of time. In this case, your cost will be the average price of all shares purchased over that period.

**17. Can my account be used for any other transactions?**

The Plan only allows for purchases and sales of the Company's common stock.

**18. What happens if my employment with the Company or a Subsidiary is terminated?**

If your employment with the Company or one of its Subsidiaries is terminated for any reason, you will still have an account with Computershare. However, after Computershare is notified of your termination, you will have 60 calendar days to close your account as explained in the response to Question #13. If you do not make an election within that period, all of your ownership of whole shares of the Company stock under the Plan will be moved from your Plan account to a Computershare Direct Registration System account, subject to any sale of assets necessary to satisfy any fees and charges. Computershare's Direct Registration System will allow you to hold your shares of Company stock on the books and records of Computershare in book-entry form. You will also receive a check for the net proceeds from the sale of fractional shares, less applicable transaction and handling fees.

**19. What happens if I only maintain less than one whole share of Company stock in my account?**

If you continually maintain less than one whole share of Company stock in your account for a period of six months or more without making any additional payroll deduction contributions during such six-month time period, you will receive a check from the net proceeds from the sale of such fractional share, and Computershare will close your account. However, if your account is closed for this reason, you may always re-enroll in the Plan if you so desire (see response to Question # 14 for explanation of required steps to re-enroll in the Plan).

**20. Does a hardship withdrawal from the FedEx Corporation Retirement Savings Plan (RSP) affect my participation in the Plan?**

If you receive a hardship withdrawal from the RSP, your payroll deductions for the Plan will be suspended (and you will be prohibited from participating in the Plan) for a period of six months thereafter.

**21. How do I join or withdraw from the Plan, or change my payroll deduction percentage?**

The answer depends upon who your employer is.

- If you are employed by FedEx Corporation, Federal Express Corporation, FedEx Corporate Services, Inc., FedEx TechConnect, Inc., FedEx Freight Corporation, FedEx Ground Package System, Inc., FedEx Office and Print Services, Inc., FedEx SmartPost, Inc., FedEx Trade Networks, Inc., FedEx Trade Networks Trade Services, Inc., FedEx Trade Networks Transport & Brokerage, Inc., or World Tariff, Limited, you should contact Computershare either (i) on-line, at [www.computershare.com/employee/us](http://www.computershare.com/employee/us), or (ii) by phone, through Computershare's Interactive Voice Response ("IVR") system, at 1-800-326-6150. You will need your social security number and Personal Identification Number ("PIN") to access either automated system. If you do not have a PIN, your PIN will initially be set as the last five digits of your social security number. If you do not remember your PIN, please call Computershare at 1-800-326-6150 to reset your PIN.
- If you are employed by FedEx Custom Critical, Inc., FedEx Freight, Inc., or FedEx SupplyChain Systems, Inc., you should (i) complete a Payroll Deduction Authorization Form (which you may obtain from your employer), and (ii) return the completed form to your employer's Human Resources Department.

When joining the Plan, you will be asked to (i) agree to Computershare's terms and conditions, and (ii) complete a W-9 certification for tax purposes.

If your payroll deductions do not stop, start or change as requested, you are not entitled to repayments or catch-up deductions, as the case may be. It is your responsibility to notify your employer that your payroll deductions did not stop, start or change as requested.

**22. How do I find out how many shares are in my account or sell Company stock?**

To obtain the current share balance in your account, or to sell shares of your Company stock, you should contact Computershare either (i) on-line, at [www.computershare.com/employee/us](http://www.computershare.com/employee/us), or (ii) by phone, though Computershare's IVR system, at 1-800-326-6150. You will need your social security number and PIN to access either automated system. If you do not yet have a PIN, your PIN will initially be set as the last five digits of your social security number. If you do not remember your PIN, please call Computershare at 1-800-326-6150 to reset your PIN.



**23. How do I purchase additional stock?**

You can purchase additional shares of Company stock outside the Plan by calling Computershare at 1-800-326-6150 Monday through Friday between 8 a.m. and 7 p.m. (ET).

**24. What if the Company pays a dividend on its stock?**

Cash dividends are automatically reinvested through the Plan in additional shares of the Company's common stock. The Company pays all fees for any such dividend reinvestment. Stock dividends or stock splits are automatically applied to your account in the form of whole and fractional shares without charge to you.

**25. What are my options when selling shares?**

Computershare accommodates the following three types of sale orders:

- **Market Order** – This order is processed at the next available sale price as soon as market conditions allow.
- **Day Limit Order** – This order allows you to specify a price at which you want your sale to be processed. If during the trading day, the stock price equals or exceeds the minimum price specified by you, your order will be executed at the next available trade as soon as market conditions allow. If the stock price does not reach or exceed the specified price during such trading day, your order will be canceled.
- **Good Until Canceled Order (GTC)** – This order also allows you to indicate a price at which you want your sale transaction to be placed. Your order instructions will be effective for a maximum of 30 days and will be executed when the stock price equals or exceeds the minimum price specified by you as soon as market conditions allow. If the stock price does not meet or exceed the specified price within the 30-day period, your order will be canceled. You may cancel your GTC order at any time during this 30-day period provided such order has not been executed prior to Computershare's receipt and completion of such cancellation request.

For each of these order types, you can choose to sell (i) all your available shares; (ii) a specific number of shares on a "First In-First Out" (FIFO) basis, with the oldest shares being sold first; or (iii) a specific number of shares by specific share lot, as described below:

- **Sale by Specific Share Lot** – This on-line option allows you to select shares to be sold from specific share lots (shares are grouped into lots based upon when they were purchased). When selecting this option, you will be able to view the cost at which each share lot was purchased and the length of time the shares have been held. Participants not selecting the specific share lot option will have shares sold on a FIFO basis, with the oldest shares being sold first.

**26. What protection do I have if Computershare goes out of business?**

The securities held in your account are protected by the Securities Investor Protection Corporation up to \$500,000, including up to \$100,000 in cash, in the event Computershare goes out of business. Computershare has also purchased an insurance policy that provides additional protection up to the full “net equity position” of your account. You are not protected, however, against losses caused by the rise and fall in the market value of the Company’s stock.

**27. What if I have additional questions regarding my account or the Plan?**

If you have questions regarding your account or regarding the Plan, you should call Computershare at 1-800-326-6150 Monday through Friday between 8 a.m. and 7 p.m. (ET).