



Compensation Committee Charter - new version

Purpose

The purpose of the Compensation Committee is to:

- Discharge the Board of Directors' responsibilities relating to compensation of the Company's executive management;
- Oversee the administration of the Company's equity compensation plans and review costs and structure of key employee benefit and fringe-benefit plans and programs; and
- Review and discuss with management the Company's Compensation Discussion and Analysis, and produce a report to be included in the Company's proxy statement recommending whether the Compensation Discussion and Analysis should be included in the proxy statement.

Membership and Subcommittees

The Compensation Committee shall consist of such number of members of the Board of Directors as shall be appointed by the Board from time to time, but in no event shall the Committee consist of fewer than three members. The Board of Directors shall designate the Chairperson of the Committee. The Board of Directors may change the membership of the Committee at any time.

Each member of the Committee shall meet the applicable independence requirements of the New York Stock Exchange.

Unless otherwise prohibited by the Company's Certificate of Incorporation or Bylaws, the Compensation Committee may form and delegate authority to any subcommittee as it deems appropriate or advisable.

Functions, Powers and Responsibilities

The Compensation Committee shall:

Compensation Policies and Procedures

1. Review and discuss with management the factors underlying the Company's compensation policies and decisions, including overall compensation objectives, and the processes and procedures for the compensation of the Company's executive officers and directors.

Performance and Compensation of the Chairman of the Board, President and Chief Executive Officer

2. Review and approve Company goals and objectives (both financial and non-financial) relevant to the compensation of the Chairman of the Board, President and Chief Executive Officer; evaluate, together with the independent members of the Board of Directors, the performance of the Chairman of the Board, President and Chief Executive Officer in light of these goals and objectives and the quality and effectiveness of his leadership; and based upon such evaluation recommend to the Board for approval by its independent members each element of the compensation of the Chairman of the Board, President and Chief Executive Officer.

Performance and Compensation of Other Members of Executive Management

3. Review the performance evaluations of all other members of executive management; and review and approve (and, if applicable, recommend to the Board for approval) each element of the compensation, as well as the terms and conditions of employment, of each such individual.

Compensation of Directors

4. Review and make recommendations to the Board of Directors with respect to the compensation of Board members.

Compensation and Benefit Programs

5. Review, approve and recommend Board approval of all non-equity incentive plans (e.g., annual and long-term incentive compensation plans) in which any FedEx Corporation (headquarters) officer participates and all equity compensation plans (e.g., stock option and restricted stock plans).
6. Grant all awards under the Company's equity compensation plans and administer or oversee the administration of all such plans.
7. Review costs and structure of key employee benefit and fringe-benefit plans and programs, and take action with respect to such plans or the administration thereof as may be deemed necessary or appropriate by the Committee.
8. Review and approve the Company's policies and procedures regarding perquisites and other personal benefits and tax reimbursement payments to members of executive management.

Post-Employment Compensation

9. Review, approve and recommend Board approval of all plans, agreements and arrangements that provide for payments to an executive officer at, following or in connection with the officer's termination, including resignation, severance or retirement, or a change in control of the Company (e.g., pension and deferred compensation plans, management retention agreements and severance and post-employment consulting arrangements).

Proxy Statement Disclosure on Compensation

10. Review and discuss with management the Company's Compensation Discussion and Analysis and other compensation-related disclosures to be included in the Company's proxy statement; and recommend to the Board of Directors whether the Compensation Discussion and Analysis should be included in the Company's proxy statement.
11. Prepare the compensation committee report required to be included in the Company's proxy statement.

Compensation Consultants

12. Have the sole authority to retain and terminate any compensation consultant used by the Committee to assist in the evaluation of director or executive compensation and to approve such consultant's fees and other retention terms.
13. Preapprove any services to be provided to the Company by any compensation consultant retained by the Committee.

Other

14. Review and make recommendations to the Board of Directors with respect to any stockholder proposal that relates to executive or director compensation.
15. Review and recommend for approval by the Board of Directors the appointment of all officers of FedEx Corporation (headquarters).
16. Annually review the Committee's own performance, and report the results of such review to the Board of Directors.
17. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.
18. Report regularly to the Board of Directors on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.
19. Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board of Directors may from time to time assign to it.

March 16, 2009