



WHEREAS: We believe full disclosure of FedEx’s direct and indirect lobbying activities and expenditures is required to assess whether FedEx’s lobbying is consistent with its expressed goals and in stockholders’ best interests.

BE IT RESOLVED: The stockholders of FedEx request the preparation of a report updated annually, disclosing:

- 1) Company policy and procedures governing lobbying, both direct and indirect, and grass roots lobbying communications.
- 2) Payments by FedEx used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
- 3) FedEx’s membership in and payments to any tax-exempt organization that writes and endorses model legislation.
- 4) Description of management’s and the Board’s decision-making process and oversight for making payments described in section 2 and 3 above.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation, and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. “Indirect lobbying” is lobbying engaged in by a trade association or other organization of which FedEx is a member.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Nominating & Governance Committee and posted on FedEx’s website.

SUPPORTING STATEMENT: FedEx spent over \$132 million since 2010 on federal lobbying. This does not include state lobbying expenditures, where FedEx lobbies but disclosure is uneven or absent. For example, FedEx spent over \$2.6 million lobbying in California since 2010. [FedEx’s lobbying on corporate taxes has drawn media attention.](#)

FedEx sits on the board of the Chamber of Commerce, which spent over \$1.5 billion on lobbying since 1998, and also belongs to the Business Roundtable (BRT), which is lobbying against shareholder rights to file resolutions. FedEx does not disclose its



memberships in, or payments to, trade associations, or the amounts used for lobbying. FedEx does not disclose its membership in tax-exempt organizations that write and endorse model legislation, such as the American Legislative Exchange Council (ALEC).

We are concerned FedEx's lack of disclosure presents reputational risks when its lobbying contradicts company public positions. FedEx has drawn scrutiny for signing the BRT Statement on the Purpose of the Corporation, a commitment from CEOs for taking a broader view in creating long-term value for all stakeholders, yet also [attends the ALEC annual conference](#). FedEx uses the Global Reporting Initiative (GRI) for sustainability reporting, yet currently fails to report "any differences between its lobbying positions and any stated policies, goals, or other public positions" under GRI Standard 415, pertaining to risks associated with lobbying.

We believe the reputational damage stemming from this misalignment between general policy positions and actual direct and indirect lobbying efforts harms long-term value creation. Thus, we urge FedEx to expand its lobbying disclosure.