



**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.

**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 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 \$142 million on federal lobbying from 2010 - 2020. This does not include state lobbying expenditures, where FedEx lobbies but disclosure is uneven or absent. For example, FedEx spent \$2.89 million lobbying in California from 2010 - 2020. FedEx sits on the board of the Chamber of Commerce and also belongs to the Business Roundtable (BRT), which have together spent over \$2.0 billion on lobbying since 1998. FedEx does not disclose its memberships in, or payments to, trade associations and social welfare organizations, or the amounts used for lobbying, including grassroots. Grassroots lobbying does not get reported at the federal level under the Lobbying Disclosure Act, and disclosure is uneven or absent in states. And FedEx does not disclose its support for the American Legislative Exchange Council (ALEC).



We are concerned FedEx’s lack of lobbying disclosure presents reputational risks when its lobbying contradicts company public positions. For example, FedEx publicly supported COVID-19 efforts, but the Chamber lobbied against use of the Defense Production Act for production of personal protective equipment for workers. FedEx has drawn scrutiny for its public support for climate sustainability juxtaposed against the Chamber’s lobbying on climate regulation. And FedEx signed the BRT Statement on the Purpose of the Corporation, yet also attended the ALEC annual conference reportedly “to work in secret with lawmakers on bills to promote fossil fuels and bust unions.”

We believe the reputational damage stemming from these misalignment harms long-term value creation. Thus, we urge FedEx to expand its lobbying disclosure.