

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): October 29, 2026

FedEx Freight Holding Company, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	Commission File Number 001-43059	39-3560171 (I.R.S. Employer Identification No.)
8285 Tournament Drive Memphis, Tennessee (Address of principal executive offices)	(901)-560-0784 (Registrant's telephone number, including area code)	38125 (ZIP code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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	FDXF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

EXPLANATORY NOTE

The information in this Report, including Exhibit 99.1 and Exhibit 99.2, is being furnished pursuant to Item 2.02 of Form 8-K and General Instruction B.2 thereunder. Such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

SECTION 2. FINANCIAL INFORMATION.

Item 2.02. Results of Operations and Financial Condition.

Attached as Exhibit 99.1 and incorporated herein by reference is a copy of FedEx Freight Holding Company, Inc.'s ("FedEx Freight") press release, dated October 29, 2026, announcing its financial results for the four-month transition period ended September 30, 2026.

Following its spin-off from FedEx Corporation into an independent, publicly traded company on June 1, 2026 (the "Spin-Off"), FedEx Freight changed its fiscal year-end from May 31 to December 31.

Following the Spin-Off, FedEx Freight has revised the presentation of certain income statement line items. Costs previously reported within "Fuel," "Rentals," and "Maintenance and repairs," and certain costs previously reported within "Other," are aggregated and presented within "Operating supplies and expenses." In addition, the remaining amounts previously included within "Other" are presented separately as "Insurance and claims" and "Operating taxes and licenses," respectively. These changes have no impact on previously reported total revenue, total operating expenses, operating income, net income, or earnings per share.

Attached as Exhibit 99.2 and incorporated herein by reference are unaudited, quarterly recast financial and operating results of FedEx Freight for the first two quarters of the calendar year ended December 31, 2026 to reflect this presentation. The recast financial information furnished in Exhibit 99.2 has been derived from previously issued historical financial statements and does not represent a restatement or reissuance of those financial statements. This historical information may not be indicative of what would have been realized had FedEx Freight been an independent stand-alone entity for the periods presented and is not necessarily indicative of FedEx Freight's future results of operations, comprehensive income, financial position, or cash flows.

SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of FedEx Freight Holding Company, Inc. dated October 29, 2026.
99.2	Unaudited historical financial and operating results.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDEX FREIGHT HOLDING COMPANY, INC.

Date: October 29, 2026

By:

/s/ Guy M. Erwin II

Guy M. Erwin II

Senior Vice President and Chief Accounting Officer



FedEx Freight Reports Solid Financial Results for the Four-Month Transition Period Ended September 30, 2026

Delivered Solid Financial Performance During Inaugural Period as an Independent Company

Achieved Second Consecutive Quarter of Record-Low Claims Ratio, Reflecting Improved Customer Experience

Introduces Positive Outlook for Three Months Ending December 31, 2026

MEMPHIS, Tenn. – October 29, 2026 – FedEx Freight (NYSE: FDXF) today reported financial results for the four-month transition period ended September 30, 2026.

“Our first four months as a standalone company reflect solid execution across the organization and meaningful progress against the clear strategic priorities we outlined earlier this year,” said **John Smith, president and chief executive officer, FedEx Freight**. “While we are in the early stages of our journey as an independent company, we are encouraged by the momentum we are seeing across our operational, commercial, and technology initiatives. Guided by a clear and consistent strategy, we remain confident in the opportunities ahead and our ability to continue strengthening the business for long-term success.”

Transition to Calendar Year Reporting

This reporting period represents a one-time four-month transition period as the company moves toward a calendar-year reporting cycle. Results include the month of June and the three months ended September 30, 2026. To support year-over-year comparability, FedEx Freight has published calendarized historical results in an accompanying Form 8-K and Stat Book that can be found at ir.fedexfreight.com, providing a consistent quarterly view for year-to-date 2026.

Four Months Ended September 30, 2026 Highlights Compared to Prior Year

- Revenue of \$3.3 billion, a 9.2% increase
- Operating income of \$383 million, a 6.1% decrease; adjusted operating income of \$510 million, a 16.4% increase
- Operating margin of 11.7%, a 190 bps decrease; adjusted operating margin of 15.5%, a 90 bps increase
- Diluted EPS of \$1.54, a 43% decrease; adjusted diluted EPS of \$2.15, a 24.6% decrease
- Average daily shipments of 88.9 thousand, a 1.4% decrease
- Revenue per shipment of \$413.00, a 10.1% increase; revenue per shipment excluding fuel of \$318.23, a 1.6% increase
- Revenue per hundredweight of \$44.03, an 8.6% increase; revenue per hundredweight excluding fuel of \$33.93, a 0.3% increase
- Tonnage per day of 41.7 thousand tons, flat

Four Months Ended September 30, 2026 Financial Summary

FedEx Freight revenue increased 9.2% year-over-year for the four months ended September 30, 2026. The increase was primarily driven by the favorable impact of fuel surcharge revenue, higher weight per shipment, an additional operating day, and an increase in base revenue per hundredweight. These factors were partially offset by softer volumes.

FedEx Freight adjusted operating income increased 16.4% year-over-year for the four months ended September 30, 2026. The increase was primarily driven by higher revenue, partially offset by performance-based

compensation and merit-related expenses, Transition Service Agreement (TSA) costs as a result of the spin-off, and planned higher costs to operate the standalone business, primarily related to information technology.

“The operational, commercial, and technology progress we achieved during the period is beginning to translate into tangible financial results,” said **Marshall Witt, chief financial officer, FedEx Freight**. “Underlying performance was largely in line with our expectations as our initiatives are strengthening the foundation for improved growth and profitability. We have updated our transition period outlook to reflect fuel tailwinds and slightly higher volume assumptions, and we remain confident in the base business as we approach 2027.”

Capital Allocation Priorities

FedEx Freight maintains a disciplined approach to capital allocation, prioritizing an investment-grade balance sheet, steady investment in the business, and returning capital to shareholders. As of September 30, 2026, FedEx Freight had \$388 million of cash and cash equivalents and total liquidity of \$1.6 billion, supporting financial flexibility to execute its strategic priorities. During the period, the company repaid \$100 million of outstanding debt ahead of schedule with cash generated from operations.

Capital expenditures for the four months ended September 30, 2026 were \$151 million, and the company expects aggregate capital expenditures for the Transition Period (June 1 through December 31, 2026) to total approximately \$365 million. Capital expenditures will be focused on investments in equipment, technology, and facilities that support safety, service, and operational efficiency.

The company remains committed to returning capital to shareholders and is on track to announce its dividend and share repurchase plan for calendar year 2027, subject to board approval.

Outlook

FedEx Freight is unable to forecast the mark-to-market (MTM) retirement plan accounting adjustments for the Transition Period. As a result, FedEx Freight is unable to provide a Transition Period earnings per share (EPS) or effective tax rate (ETR) outlook on a GAAP basis and is relying on the exemption provided by the Securities and Exchange Commission (SEC). It is reasonably possible that the Transition Period MTM retirement plan accounting adjustments could have a material effect on the Transition Period consolidated financial results and ETR.

For the Transition Period, FedEx Freight is now forecasting:

- Revenue of \$5.58 billion to \$5.65 billion, which is above the original guidance of a 4% to 6% revenue growth rate;
- Operating income of \$465 million to \$485 million, compared to the prior forecast of \$475 million to \$515 million;
- Adjusted operating income of \$695 million to \$715 million, compared to the prior forecast of \$605 million to \$645 million;
- Operating margin of 8.3% to 8.6%, compared to the prior forecast of 9.0% to 9.5%;
- Adjusted operating margin of 12.5% to 12.7%, compared to the prior forecast of 11.5% to 12.0%;
- Interest expense of approximately \$130 million, compared to the prior forecast of approximately \$135 million;
- An ETR of approximately 27% before the MTM retirement plan accounting adjustments, compared to the prior forecast of 26%;
- Diluted EPS of \$1.69 to \$1.79 before the MTM retirement plan accounting adjustments, and \$2.80 to \$2.90 after also excluding costs related to the spin-off, compared to the prior forecasts of \$1.75 to \$1.95 and \$2.40 to \$2.60, respectively; and

- Outstanding diluted share count of 149.9 million, compared to the prior forecast of 149.5 million.

FedEx Freight is also introducing guidance for the three months ending December 31, 2026:

- Revenue of \$2.30 billion to \$2.37 billion, compared to \$2.07 billion for the three months ended December 31, 2025;
- Operating income (loss) of \$80 million to \$100 million, compared to (\$14) million for the three months ended December 31, 2025;
- Adjusted operating income of \$185 million to \$205 million, compared to \$162 million for the three months ended December 31, 2025;
- Operating margin of 3.5% to 4.2%, compared to (0.7%) for the three months ended December 31, 2025;
- Adjusted operating margin of 8.0% to 8.6%, compared to 7.8% for the three months ended December 31, 2025;
- Interest expense of approximately \$55 million;
- An ETR of approximately 27% before the MTM retirement plan accounting adjustments, compared to 25.2% for the three months ended December 31, 2025;

- Diluted EPS of \$0.15 to \$0.25 before the MTM retirement plan accounting adjustments, and \$0.65 to \$0.75 after also excluding costs related to the spin-off, compared to \$0.39 and \$1.27, respectively, for the three months ended December 31, 2025; and
- Outstanding diluted share count of 150.0 million.

These forecasts assume the company's current economic outlook and fuel price expectations, and no additional economic, geopolitical, or international trade-related developments. FedEx Freight's EPS and ETR forecasts are based on current law and related regulations and guidance.

Corporate Overview

FedEx Freight is North America's largest less-than-truckload (LTL) carrier, delivering industry-leading published transit times, service levels, and reliability. FedEx Freight's service offerings — including Priority, Economy, and Direct — allow customers to balance speed and cost to meet their unique needs. FedEx Custom Critical, a subsidiary, provides expedited, time- and temperature-specific freight solutions, including Surface Expedite and White Glove Services, available 24/7/365. With nearly 30,000 vehicles, of which nearly 17,000 are tractors, and 40,000 dedicated team members to support our network of over 365 locations, we ensure freight arrives safely, securely, and on time across all 50 U.S. states, Canada, Mexico, Puerto Rico, and the U.S. Virgin Islands. FedEx Freight leverages operational efficiency, data-driven technology, and a focused sales organization to provide outstanding service. To learn more, visit www.fedexfreight.com.

Additional information and operating data are contained in the company's filings with the SEC. These materials, as well as a webcast of the earnings release conference call to be held at 4:00 p.m. CDT on October 29, are available on the company's website at ir.fedexfreight.com. A replay of the conference call webcast will be posted on our website following the call.

The Investor Relations page of our website, ir.fedexfreight.com, contains a significant amount of information about FedEx Freight, including our SEC filings and financial and other information for investors. The information that we post on our Investor Relations website could be deemed to be material information. We encourage investors, the media, and others interested in the company to visit this website from time to time, as information is updated and new information is posted.

Certain statements in this press release may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act, such as statements regarding future financial targets, business strategies, management's views with respect to future events and financial performance, and the assumptions underlying such targets, strategies, and statements. 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. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. Potential risks and uncertainties include, but are not limited to: economic conditions in the markets in which FedEx Freight operates; significant changes in the volumes of shipments transported through FedEx Freight's network, customer demand for FedEx Freight's various services, and the prices it obtains for its services; geopolitical developments and additional changes in international trade policies and relations; the price and

availability of fuel and limitations on FedEx Freight's ability to recover fuel costs through surcharges; failure to successfully implement FedEx Freight's business strategy and effectively respond to changes in market dynamics and customer preferences; FedEx Freight's ability to achieve some or all of the anticipated benefits from its spin-off from FedEx Corporation (the "Spin-Off"); the consequences of FedEx Freight no longer operating as part of a globally diversified company; dis-synergies and other costs incurred in connection with the Spin-Off exceeding FedEx Freight's estimates; the distribution of shares of FedEx Freight, together with certain related transactions, not qualifying for the intended tax treatment; a significant data breach or other disruption to FedEx Freight's technology infrastructure, and its ability to mitigate the technological, operational, legal, regulatory, and reputational risks related to emerging technologies such as autonomous technology and artificial intelligence ("AI"); increased insurance and claims expenses related to vehicle accidents, workers' compensation claims, property and cargo loss, general business liabilities, and benefits paid under employee disability programs; failure to receive or collect expected insurance coverage; the effect of any international conflicts or terrorist activities; failure of third-party service providers to perform as expected, or disruptions in FedEx Freight's relationships with those providers or their provision of services to FedEx Freight; widespread outbreak of an illness or any other communicable disease or public health crisis; damage to FedEx Freight's or FedEx Corporation's reputation or loss of brand equity; the intense competition within FedEx Freight's industry; FedEx Freight's ability to maintain good relationships with its employees and avoid attempts by labor organizations to organize groups of its employees; any effects on FedEx Freight's businesses resulting from evolving or new U.S. domestic or international government regulations, laws, policies, and actions; any liability resulting from and the costs of defending against litigation and governmental proceedings; the sufficiency of insurance coverage FedEx Freight purchases; the effect of technology developments (including AI and machine learning) on FedEx Freight's operations and on demand for its services, and FedEx Freight's ability to identify and eliminate unnecessary

information technology redundancy and complexity throughout the organization, including exiting the transition service agreements with FedEx Corporation in the expected timeframe and at the expected cost; disruptions in global supply chains; constraints, volatility, or disruption in the global capital and credit markets; FedEx Freight's ability to maintain its current credit ratings and senior unsecured debt credit ratings, and its ability to meet credit agreement financial covenants; and other factors which can be found in FedEx Freight's press releases and filings with the Securities and Exchange Commission, including FedEx Freight's Annual Report on Form 10-K that was filed with the SEC on August 5, 2026 and subsequent quarterly reports on Form 10-Q. Any forward-looking statement speaks only as of the date on which it is made. Neither FedEx Freight nor anyone else undertakes or assumes any obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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Non-GAAP Financial Measures

FedEx Freight reports its results in accordance with accounting principles generally accepted in the United States (GAAP). FedEx Freight has supplemented these GAAP results and its outlook with certain non-GAAP (adjusted) financial measures, including adjusted operating income, adjusted operating margin, adjusted diluted earnings per share, revenue per shipment excluding fuel surcharges, and revenue per hundredweight excluding fuel surcharges.

Management uses these non-GAAP measures in making financial, operating, and planning decisions and evaluating the company's ongoing performance. These non-GAAP financial measures are intended to supplement, and should be read together with, FedEx Freight's GAAP results. These supplemental non-GAAP financial measures should not be considered a substitute for, or superior to, the most directly comparable GAAP measures. Accordingly, users of our financial statements should not place undue reliance on these non-GAAP financial measures. Because non-GAAP measures are not standardized, they may not be comparable to similarly titled measures presented by other companies. As required by SEC rules, reconciliations of the supplemental non-GAAP financial measures to the most directly comparable GAAP measures are presented below.

Financial Results for Periods Ended September 30, 2026 and 2025

FedEx Freight's three and four months ended September 30, 2026 and 2025 adjusted operating income, adjusted operating margin, and adjusted diluted earnings per share are non-GAAP financial measures because they exclude the effects of costs related to the Spin-Off, which primarily consist of professional fees and other separation-related costs and which management believes are not indicative of the company's core operating performance. Management believes these non-GAAP financial measures facilitate period-to-period comparisons and provide useful information to investors by excluding items that are not reflective of the company's underlying operating performance.

Three Months Ended

September 30, 2026

Dollars in millions, except EPS

	Operating		Income Taxes ¹	Net Income ²	Diluted Earnings Per Share
	Income	Margin			
GAAP measure	\$ 253	10.4 %	\$ 57	\$ 147	\$ 0.98
Spin-off costs	105	4.3	29	76	0.51
Non-GAAP measure	\$ 358	14.7 %	\$ 86	\$ 223	\$ 1.49

Four Months Ended

September 30, 2026

Dollars in millions, except EPS

	Operating		Income Taxes ¹	Net Income ²	Diluted Earnings Per Share
	Income	Margin			
GAAP measure	\$ 383	11.7 %	\$ 88	\$ 230	\$ 1.54
Spin-off costs	127	3.9	35	92	0.62
Non-GAAP measure	\$ 510	15.5 %	\$ 123	\$ 322	\$ 2.15

Three Months Ended

September 30, 2025

Dollars in millions, except EPS

	Operating		Income Taxes ¹	Net Income ²	Diluted Earnings Per Share
	Income	Margin			
GAAP measure	\$ 290	12.8 %	\$ 100	\$ 291	\$ 1.95
Spin-off costs	30	1.3	8	22	0.15
Non-GAAP measure	\$ 320	14.2 %	\$ 108	\$ 313	\$ 2.10

**Four Months Ended
September 30, 2025**

Dollars in millions, except EPS

	Operating		Income Taxes ¹	Net Income ²	Diluted Earnings Per Share
	Income	Margin			
GAAP measure	\$ 408	13.6 %	\$ 137	\$ 404	\$ 2.70
Spin-off costs	30	1.0	8	22	0.15
Non-GAAP measure	\$ 438	14.6 %	\$ 145	\$ 426	\$ 2.85

Note: tables may not sum to totals due to rounding

Yield Results for Periods Ended September 30, 2026 and 2025

FedEx Freight's three and four months ended September 30, 2026 and 2025 revenue per shipment excluding fuel surcharges and revenue per hundredweight excluding fuel surcharges are non-GAAP financial measures because they exclude fuel surcharge revenue, which is largely driven by fluctuations in fuel prices and may obscure underlying pricing trends. Management believes these supplemental measures provide investors with useful information regarding underlying yield performance and facilitate meaningful comparisons of pricing trends between periods by removing the impact of fluctuations in fuel surcharge revenue.

Revenue per Shipment Results

	Three Months Ended		Four Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Priority revenue per shipment (GAAP)	\$ 393.28	\$ 361.80	\$ 393.06	\$ 360.16
Fuel	92.07	60.37	91.42	59.41
Priority revenue per shipment, excluding fuel surcharges (non-GAAP)	\$ 301.21	\$ 301.43	\$ 301.64	\$ 300.75
Economy revenue per shipment (GAAP)	\$ 455.58	\$ 408.09	\$ 458.98	\$ 408.30
Fuel	102.70	68.40	102.48	67.58
Economy revenue per shipment, excluding fuel surcharges (non-GAAP)	\$ 352.88	\$ 339.69	\$ 356.50	\$ 340.72
Composite revenue per shipment (GAAP)	\$ 412.05	\$ 376.23	\$ 413.00	\$ 375.13
Fuel	95.27	62.88	94.77	61.95
Composite revenue per shipment, excluding fuel surcharges (non-GAAP)	\$ 316.78	\$ 313.35	\$ 318.23	\$ 313.18

Revenue per Hundredweight Results

	Three Months Ended		Four Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Priority revenue per hundredweight (GAAP)	\$ 42.82	\$ 38.85	\$ 42.54	\$ 38.62
Fuel	10.03	6.48	9.89	6.37
Priority revenue per hundredweight, excluding fuel surcharges (non-GAAP)	\$ 32.79	\$ 32.37	\$ 32.65	\$ 32.25
Economy revenue per hundredweight (GAAP)	\$ 47.26	\$ 44.66	\$ 47.30	\$ 44.85
Fuel	10.65	7.48	10.56	7.43
Economy revenue per hundredweight, excluding fuel surcharges (non-GAAP)	\$ 36.61	\$ 37.18	\$ 36.74	\$ 37.42
Composite revenue per hundredweight (GAAP)	\$ 44.20	\$ 40.64	\$ 44.03	\$ 40.53
Fuel	10.22	6.80	10.10	6.70
Composite revenue per hundredweight, excluding fuel surcharges (non-GAAP)	\$ 33.98	\$ 33.84	\$ 33.93	\$ 33.83

Note: tables may not sum to totals due to rounding

Three and Seven Months Ending December 31, 2026 Forecasts and Comparative Periods

FedEx Freight's three and seven months ending December 31, 2026 adjusted operating income, adjusted operating margin, adjusted EPS, and ETR forecasts are non-GAAP financial measures because they exclude, as applicable, the effects of MTM retirement plan accounting adjustments and estimated costs related to the Spin-Off. The tables below present the 2026 operating income and operating margin forecasts compared with the corresponding prior-year results for the three and seven months ended December 31, 2025.

Three Months Ending December 31, 2026 Outlook and Three Months Ended December 31, 2025				
Dollars in millions	Three Months Ending December 31, 2026		Three Months Ended December 31, 2025	
	Operating Income	Operating Margin	Operating Income	Operating Margin
GAAP measure	\$ 80 to 100	3.5% to 4.2%	\$ (14)	(0.7)%
Spin-off costs	105	4.6% to 4.4%	176	8.5 %
Non-GAAP measure	\$ 185 to 205	8.0% to 8.6%	\$ 162	7.8 %

Seven Months Ending December 31, 2026 Outlook and Seven Months Ended December 31, 2025				
Dollars in millions	Seven Months Ending December 31, 2026		Seven Months Ended December 31, 2025	
	Operating Income	Operating Margin	Operating Income	Operating Margin
GAAP measure	\$ 465 to 485	8.3% to 8.6%	\$ 394	7.8 %
Spin-off costs	230	4.1 %	206	4.1 %
Non-GAAP measure	\$ 695 to 715	12.5% to 12.7%	\$ 600	11.8 %

The company is unable to predict the amount of MTM retirement plan accounting adjustments for the three and seven months ending December 31, 2026, as such adjustments are significantly affected by changes in interest rates and financial market conditions. Accordingly, these adjustments are not included in the company's three and seven months ending December 31, 2026 EPS and ETR forecasts, and a reconciliation of these forecasts to the most directly comparable GAAP measures is impracticable. It is reasonably possible that MTM retirement plan accounting adjustments could have a material effect on the company's three and seven months ending December 31, 2026 financial results and ETR.

Note: tables may not sum to totals due to rounding

The three and seven months ending December 31, 2026 adjusted EPS forecasts below outline the estimated effects of the items excluded from the company's forecast, other than MTM retirement plan accounting adjustments.

Three Months Ending December 31, 2026		
Dollars in millions, except EPS		
	Adjustments	Diluted Earnings Per Share
Diluted earnings per share before MTM retirement plan accounting adjustments (non-GAAP) ³		\$ 0.15 to 0.25
Spin-off costs	\$ 105	
Income tax effect ¹	(29)	
Net of tax effect	\$ 76	0.50
Diluted earnings per share with adjustments (non-GAAP) ³		\$ 0.65 to 0.75

December 31, 2026		
Dollars in millions, except EPS		
Diluted earnings per share before MTM retirement plan accounting adjustments (non-GAAP) ³		\$ 1.69 to 1.79

Spin-off costs	\$	230	
Income tax effect		(63)	
Net of tax effect	\$	Adjustments	167
Diluted earnings per share with adjustments (non-GAAP) ³			Diluted Earnings Per Share 1.11 \$ 2.80 to 2.90

Note: tables may not sum to totals due to rounding

¹ Income taxes are based on the company's approximate statutory tax rates applicable to each transaction.

² Effect of "total other (expense) income" on net income amount not shown.

³ The MTM retirement plan accounting adjustments, which are impracticable to calculate at this time, are excluded.

FEDEX FREIGHT HOLDING COMPANY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except earnings per share)
(Unaudited)

	June 30, 2026	June 30, 2025	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Revenue	\$ 839	\$ 745	\$ 2,442	\$ 2,259	\$ 3,281	\$ 3,004
Operating expenses:						
Salaries and employee benefits	378	349	1,128	1,084	1,506	1,433
Operating supplies and expenses	176	150	546	471	722	621
Purchased transportation	74	65	235	200	309	265
Depreciation and amortization	38	43	114	125	152	168
Insurance and claims	15	14	44	42	59	56
Operating taxes and licenses	6	6	17	17	23	23
Separation and other costs	22	—	105	30	127	30
Total operating expenses	709	627	2,189	1,969	2,898	2,596
Operating income	130	118	253	290	383	408
Other income (expense):						
Related party interest income	—	30	—	98	—	128
Interest expense	(18)	—	(55)	—	(73)	—
Interest income	—	—	5	—	5	—
Other, net	2	2	1	3	3	5
Total other income (expense)	(16)	32	(49)	101	(65)	133
Income before income taxes	114	150	204	391	318	541
Provision for income taxes	31	37	57	100	88	137
Net income	\$ 83	\$ 113	\$ 147	\$ 291	\$ 230	\$ 404
Earnings per share:						
Basic	\$ 0.56	\$ 0.76	\$ 0.98	\$ 1.95	\$ 1.54	\$ 2.70
Diluted	\$ 0.56	\$ 0.76	\$ 0.98	\$ 1.95	\$ 1.54	\$ 2.70

FEDEX FREIGHT HOLDING COMPANY, INC.
OPERATING STATISTICS
(Unaudited)

	September 30, 2026	September 30, 2025		September 30, 2026	September 30, 2025	
Operating Statistics						
Operating days	64	64		86	85	
Total shipments	5,702,719	5,741,922	(1)%	7,643,623	7,658,866	— %
Total tonnage	2,658,119	2,658,064	—	3,584,767	3,544,693	1
Tonnage per day	41,533	41,532	—	41,683	41,702	—
Average daily shipments:						
Priority	62,247	61,763	1	62,000	62,086	—
Economy	26,858	27,954	(4)	26,879	28,018	(4)
Total average daily shipments	89,105	89,717	(1)	88,879	90,104	(1)
Weight per shipment (pounds):						
Priority	919	931	(1)	924	933	(1)
Economy	964	914	5	970	910	7
Composite weight per shipment	932	926	1	938	926	1
Average length of haul (miles):						
Priority	911	920	(1)	914	920	(1)
Economy	1,170	1,161	1	1,172	1,162	1
Composite average length of haul	991	994	—	994	994	—
Yield Statistics						
Revenue per shipment (GAAP):						
Priority	\$ 393.28	\$ 361.80	9	\$ 393.06	\$ 360.16	9
Economy	455.58	408.09	12	458.98	408.30	12
Composite revenue per shipment (GAAP)	\$ 412.05	\$ 376.23	10	\$ 413.00	\$ 375.13	10
Revenue per shipment, excluding fuel surcharges (non-GAAP):						
Priority	\$ 301.21	\$ 301.43	—	\$ 301.64	\$ 300.75	—
Economy	352.88	339.69	4	356.50	340.72	5
Composite revenue per shipment, excluding fuel surcharges (non-GAAP)	\$ 316.78	\$ 313.35	1	\$ 318.23	\$ 313.18	2
Revenue per hundredweight (GAAP):						
Priority	\$ 42.82	\$ 38.85	10	\$ 42.54	\$ 38.62	10
Economy	47.26	44.66	6	47.30	44.85	5
Composite revenue per hundredweight (GAAP)	\$ 44.20	\$ 40.64	9	\$ 44.03	\$ 40.53	9

Revenue per hundredweight, excluding fuel surcharges (non-GAAP):	Three Months Ended				Four Months Ended					
Priority	\$	32.79	\$	32.37	Percent Charge	\$	32.65	\$	32.25	Percent Charge
Economy		36.61		37.18	(2)		36.74		37.42	(2)
Composite revenue per hundredweight, excluding fuel surcharges (non-GAAP)	\$	33.98	\$	33.84	— %	\$	33.93	\$	33.83	— %

FEDEX FREIGHT HOLDING COMPANY, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

	September 30, 2026 (Unaudited)	May 31, 2026
ASSETS		
Current assets		
Cash	\$ 388	\$ 251
Receivables, less allowances of \$196 and \$204	1,262	1,154
Due from Parent	—	18
Prepaid expenses and other	196	83
Total current assets	1,846	1,506
Property and equipment		
Property and equipment, at cost	6,671	6,670
Less accumulated depreciation and amortization	3,764	3,747
Net property and equipment	2,907	2,923
Other long-term assets		
Operating lease right-of-use assets, net	1,822	1,824
Goodwill	602	602
Other assets	39	29
Total other long-term assets	2,463	2,455
TOTAL ASSETS	\$ 7,216	\$ 6,884
LIABILITIES AND (DEFICIT) EQUITY		
Current liabilities		
Current portion of long-term debt	\$ 45	\$ 43
Accrued salaries and employee benefits	305	389
Accounts payable	210	106
Operating lease liabilities	162	172
Accrued expenses	414	283
Total current liabilities	1,136	993
Long-term liabilities		
Long-term debt, less current portion	4,376	4,484
Deferred income taxes	209	220
Self-insurance accruals	43	13
Operating lease liabilities	1,679	1,666
Other liabilities	25	5
Total long-term liabilities	6,332	6,388
Commitments and contingencies		
(Deficit) equity		
Common stock, \$0.10 par value; 500 million shares authorized; 150 million shares issued and outstanding as of September 30, 2026 and 150 million shares authorized, issued, and outstanding as of May 31, 2026	15	15
Additional paid-in capital	19	—
Accumulated deficit	(280)	(509)
Accumulated other comprehensive loss	(6)	(3)
Total (deficit) equity	(252)	(497)
TOTAL LIABILITIES AND (DEFICIT) EQUITY	\$ 7,216	\$ 6,884

FEDEX FREIGHT HOLDING COMPANY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Four Months Ended	
	September 30, 2026	September 30, 2025
OPERATING ACTIVITIES		
Net income	\$ 230	\$ 404
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	152	148
Provision for uncollectible accounts	39	8
Other noncash items including leases and deferred income taxes	84	33
Stock-based compensation	16	5
Separation and other costs, net of payments	(11)	6
Changes in assets and liabilities:		
Receivables	(149)	(18)
Other current assets	(84)	(30)
Accounts payable and other liabilities	90	(94)
Due from Parent, net	18	624
Other, net	5	(1)
Cash provided by operating activities	390	1,085
INVESTING ACTIVITIES		
Capital expenditures	(151)	(55)
Proceeds from asset dispositions and other	13	5
Cash used in investing activities	(138)	(50)
FINANCING ACTIVITIES		
Principal payments on debt	(115)	(1)
Proceeds from stock issuances	1	—
Net transfers to Parent	—	(1,059)
Cash used in financing activities	(114)	(1,060)
Effect of exchange rate changes on cash	(1)	1
Net increase (decrease) in cash	137	(24)
Cash at beginning of period	251	109
Cash at end of period	\$ 388	\$ 85

FEDEX FREIGHT HOLDING COMPANY, INC.
QUARTERLY CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except earnings per share)
(Unaudited)

	Three Months Ended	
	March 31, 2026	June 30, 2026
Revenue	\$ 2,107	\$ 2,455
Operating expenses:		
Salaries and employee benefits	1,043	1,115
Operating supplies and expenses	486	538
Purchased transportation	199	221
Depreciation and amortization	131	125
Insurance and claims	37	46
Operating taxes and licenses	18	18
Separation and other costs	128	180
Total operating expenses	2,042	2,243
Operating income	65	212
Other income (expense):		
Related party interest income	79	52
Interest expense	(27)	(48)
Interest income	20	21
Other, net	2	2
Total other income (expense)	74	27
Income before income taxes	139	239
Provision for income taxes	36	62
Net income	\$ 103	\$ 177
Earnings per share:		
Basic	\$ 0.69	\$ 1.19
Diluted	\$ 0.69	\$ 1.19
Weighted-average shares outstanding:		
Basic ⁽¹⁾	149.5	149.5
Diluted ⁽¹⁾	149.5	149.6

⁽¹⁾ Prior to the Spin-Off, on May 27, 2026, the Company effected a recapitalization whereby its 100 issued and outstanding shares of common stock were reclassified and converted into 149,505,248 shares of common stock. All historical share and per-share amounts presented herein have been retrospectively adjusted to reflect this recapitalization.

FEDEX FREIGHT HOLDING COMPANY, INC.
QUARTERLY OPERATING STATISTICS
(Unaudited)

Operating days	63	64
Total shipments	<u>5,298,455</u>	<u>5,298,455</u>
Total tonnage	2,433,686	2,659,560
Tonnage per day	<u>38,630</u>	<u>41,556</u>
Average daily shipments:		
Priority	57,295	60,778
Economy	25,251	26,707
Total average daily shipments	82,546	87,485
Weight per shipment (pounds):		
Priority	936	939
Economy	<u>935</u>	<u>976</u>
Composite weight per shipment	<u>936</u>	<u>950</u>
Average length of haul (miles):		
Priority	913	914
Economy	1,166	1,166
Composite average length of haul	991	993
Yield Statistics		
Revenue per shipment (GAAP):		
Priority	\$ 370.56	\$ 400.10
Economy	422.47	466.82
Composite revenue per shipment (GAAP)	\$ 386.44	\$ 420.47
Revenue per shipment (excluding fuel surcharges) (non-GAAP):		
Priority	\$ 303.80	\$ 306.17
Economy	346.18	360.44
Composite revenue per shipment (excluding fuel surcharges) (non-GAAP)	\$ 316.77	\$ 322.74
Revenue per hundredweight (GAAP):		
Priority	\$ 39.58	\$ 42.63
Economy	45.17	47.83
Composite revenue per hundredweight (GAAP)	\$ 41.29	\$ 44.26
Revenue per hundredweight (excluding fuel surcharges) (non-GAAP):		
Priority	\$ 32.45	\$ 32.62
Economy	37.01	36.93
Composite revenue per hundredweight (excluding fuel surcharges) (non-GAAP)	\$ 33.84	\$ 33.97

See "Non-GAAP Financial Measures" for reconciliations of and additional information regarding non-GAAP financial measures.

Non-GAAP Financial Measures

FedEx Freight reports its financial results in accordance with accounting principles generally accepted in the United States ("GAAP"). In addition to the financial information presented herein in accordance with GAAP, FedEx Freight presents certain non-GAAP financial measures, including revenue per shipment excluding fuel surcharges and revenue per hundredweight excluding fuel surcharges.

These measures exclude fuel surcharge revenue which is largely driven by fluctuations in fuel prices and may obscure underlying pricing trends. Management believes these supplemental measures provide investors with useful information regarding underlying yield performance and facilitate meaningful comparisons of pricing trends between periods by removing the impact of fluctuations in fuel surcharge revenue. Management uses these non-GAAP financial measures in making financial, operating, and planning decisions and evaluating the Company's ongoing performance.

These non-GAAP financial measures are intended to supplement, and should be read together with, FedEx Freight's GAAP results. These supplemental non-GAAP financial measures should not be considered a substitute for, or superior to, the most directly comparable GAAP measures. Because non-GAAP measures are not standardized, they may not be comparable to similarly titled measures presented by other companies. As required by Securities and Exchange Commission rules, reconciliations of the supplemental non-GAAP financial measures to the most directly comparable GAAP measures are presented below.

Revenue per Shipment Quarterly Results		March 31, 2026	June 30, 2026
Priority revenue per shipment (GAAP)		Three Months Ended	Three Months Ended
Fuel		\$ 66.76	\$ 93.93
Priority revenue per shipment, excluding fuel surcharges (non-GAAP)		\$ 303.80	\$ 306.17
Economy revenue per shipment (GAAP)		\$ 422.47	\$ 466.82
Fuel		76.29	106.38
Economy revenue per shipment, excluding fuel surcharges (non-GAAP)		\$ 346.18	\$ 360.44
Composite revenue per shipment (GAAP)		\$ 386.44	\$ 420.47
Fuel		69.67	97.73
Composite revenue per shipment, excluding fuel surcharges (non-GAAP)		\$ 316.77	\$ 322.74

Revenue per Hundredweight Quarterly Results		Three Months Ended	
		March 31, 2026	June 30, 2026
Priority revenue per hundredweight (GAAP)		\$ 39.58	\$ 42.63
Fuel		7.13	10.01
Priority revenue per hundredweight, excluding fuel surcharges (non-GAAP)		\$ 32.45	\$ 32.62
Economy revenue per hundredweight (GAAP)		\$ 45.17	\$ 47.83
Fuel		8.16	10.90
Economy revenue per hundredweight, excluding fuel surcharges (non-GAAP)		\$ 37.01	\$ 36.93
Composite revenue per hundredweight (GAAP)		\$ 41.29	\$ 44.26
Fuel		7.45	10.29
Composite revenue per hundredweight, excluding fuel surcharges (non-GAAP)		\$ 33.84	\$ 33.97