



# ONWARD TOGETHER



2020 QUARTERLY REVIEW **THIRD QUARTER**





**Celebrating 100 years**

## **CN Third Quarter Results: Capitalizing on Sequential Improvements in Key Markets**

### ***Railroad Remains Nimble and Responsive to Market Demand***

**MONTREAL, October 20, 2020** – CN (TSX: CNR) (NYSE: CNI) today reported its financial and operating results for the third quarter ended September 30, 2020.

"CN's people never stopped working since the beginning of the pandemic and I am proud of the essential transportation service they have provided. As we look at the fourth quarter and beyond, we continue to see sequential improvements and momentum leading us to have a cautious optimism about the future. We remain confident in our ability to continue delivering long-term shareholder value."

- JJ Ruest, President and Chief Executive Officer of CN

#### **Financial results highlights**

##### ***Third-quarter 2020 compared to third-quarter 2019***

- Volumes, in terms of revenue ton miles (RTMs), improved sequentially in each month of the third quarter of 2020 and September volumes increased on a year-over-year basis, reflecting demand for certain commodities in-line with 2019 levels.
- Revenues of C\$3,409 million, a decrease of C\$421 million or 11 per cent.
- Diluted earnings per share of C\$1.38, a decrease of 17 per cent.
- Operating ratio of 59.9 per cent, an increase of 2.0 points.
- Operating income of C\$1,366 million, a decrease of 15 per cent.
- Free cash flow for the first nine months of 2020 was C\$2,087 million, an increase of C\$588 from the prior period. <sup>(1)</sup>

##### **Third-quarter 2020 revenues, traffic volumes and expenses**

Revenues for the third quarter of 2020 were C\$3,409 million, a decrease of C\$421 million or 11 per cent, when compared to the same period in 2019. The decrease in revenues was mainly due to lower volumes across most commodity groups caused by the ongoing effects of the COVID-19 pandemic and lower applicable fuel surcharge rates, partly offset by freight rate increases as well as increased shipments of Canadian grain. RTMs, measuring the relative weight and distance of freight transported by CN, declined by seven per cent from the year-earlier period. Freight revenue per RTM decreased by three per cent over the year-earlier period.

Operating expenses for the third quarter decreased by eight per cent to C\$2,043 million, mainly driven by lower fuel and labor costs, as well as decreased purchased services and material expense. The decrease in the first nine months was partly offset by a loss on assets held for sale in the second quarter, resulting from the Company's decision to market for sale for on-going rail operations, certain non-core lines.

### (1) Non-GAAP Measures

CN reports its financial results in accordance with United States generally accepted accounting principles (GAAP). CN also uses non-GAAP measures in this news release that do not have any standardized meaning prescribed by GAAP, such as adjusted performance measures. These non-GAAP measures may not be comparable to similar measures presented by other companies. For further details of these non-GAAP measures, including a reconciliation to the most directly comparable GAAP financial measures, refer to the attached supplementary schedule, Non-GAAP Measures.

### (2) Forward-Looking Statements

Certain statements included in this news release constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and under Canadian securities laws. By their nature, forward-looking statements involve risks, uncertainties and assumptions. The Company cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the impacts of the COVID-19 pandemic on the business operations, financial results and financial position and on the global supply chain, and statements about the economic recovery and its future impact on CN. Forward-looking statements may be identified by the use of terminology such as "believes," "expects," "anticipates," "assumes," "outlook," "plans," "targets," or other similar words.

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors which may cause the actual results or performance of the Company to be materially different from the outlook or any future results or performance implied by such statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Important risk factors that could affect the forward-looking statements include, but are not limited to, the duration and effects of the COVID-19 pandemic, general economic and business conditions, particularly in the context of the COVID-19 pandemic; industry competition; inflation, currency and interest rate fluctuations; changes in fuel prices; legislative and/or regulatory developments; compliance with environmental laws and regulations; actions by regulators; increases in maintenance and operating costs; security threats; reliance on technology and related cybersecurity risk; trade restrictions or other changes to international trade arrangements; transportation of hazardous materials; various events which could disrupt operations, including illegal blockades of rail networks, and natural events such as severe weather, droughts, fires, floods and earthquakes; climate change; labor negotiations and disruptions; environmental claims; uncertainties of investigations, proceedings or other types of claims and litigation; risks and liabilities arising from derailments; timing and completion of capital programs; and other risks detailed from time to time in reports filed by CN with securities regulators in Canada and the United States. Reference should be made to Management's Discussion and Analysis (MD&A) in CN's annual and interim reports, Annual Information Form and Form 40-F, filed with Canadian and U.S. securities regulators and available on CN's website, for a description of major risk factors.

Forward-looking statements reflect information as of the date on which they are made. CN assumes no obligation to update or revise forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs, unless required by applicable securities laws. In the event CN does update any forward-looking statement, no inference should be made that CN will make additional updates with respect to that statement, related matters, or any other forward-looking statement.

This earnings news release, as well as additional information, including the Financial Statements, Notes thereto and MD&A, is contained in CN's Quarterly Review available on the Company's website at [www.cn.ca/financial-results](http://www.cn.ca/financial-results) and on SEDAR at [www.sedar.com](http://www.sedar.com) as well as on the U.S. Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov) through EDGAR.

### About CN

CN is a world-class transportation leader and trade-enabler. Essential to the economy, to the customers, and to the communities it serves, CN safely transports more than 300 million tons of natural resources, manufactured products, and finished goods throughout North America every year. As the only railroad connecting Canada's Eastern and Western coasts with the Southern tip of the U.S. through a 19,500-mile rail network, CN and its affiliates have been contributing to community prosperity and sustainable trade since 1919. CN is committed to programs supporting social responsibility and environmental stewardship.

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## Selected Railroad Statistics – unaudited

	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
<b>Financial measures</b>				
<b>Key financial performance indicators</b> <sup>(1)</sup>				
Total revenues (\$ millions)	3,409	3,830	10,163	11,333
Freight revenues (\$ millions)	3,249	3,618	9,711	10,790
Operating income (\$ millions)	1,366	1,613	3,366	4,375
Adjusted operating income (\$ millions) <sup>(2)</sup>	1,366	1,613	3,852	4,459
Net income (\$ millions)	985	1,195	2,541	3,343
Adjusted net income (\$ millions) <sup>(2)</sup>	985	1,195	2,763	3,293
Diluted earnings per share (\$)	1.38	1.66	3.56	4.62
Adjusted diluted earnings per share (\$) <sup>(2)</sup>	1.38	1.66	3.87	4.56
Free cash flow (\$ millions) <sup>(2)</sup>	506	700	2,087	1,499
Gross property additions (\$ millions)	691	961	2,008	3,061
Share repurchases (\$ millions)	—	394	379	1,271
Dividends per share (\$)	0.5750	0.5375	1.7250	1.6125
<b>Financial position</b> <sup>(1)</sup>				
Total assets (\$ millions)	45,158	44,096	45,158	44,096
Total liabilities (\$ millions)	25,845	25,596	25,845	25,596
Shareholders' equity (\$ millions)	19,313	18,500	19,313	18,500
<b>Financial ratio</b>				
Operating ratio (%)	59.9	57.9	66.9	61.4
Adjusted operating ratio (%) <sup>(2)</sup>	59.9	57.9	62.1	60.7
<b>Operational measures</b> <sup>(3)</sup>				
<b>Statistical operating data</b>				
Gross ton miles (GTMs) (millions)	113,693	124,410	330,058	367,875
Revenue ton miles (RTMs) (millions)	56,296	60,849	167,183	184,245
Carloads (thousands)	1,440	1,531	4,069	4,487
Route miles (includes Canada and the U.S.)	19,500	19,500	19,500	19,500
Employees (end of period)	24,008	27,290	24,008	27,290
Employees (average for the period)	23,177	27,269	23,624	26,803
<b>Key operating measures</b>				
Freight revenue per RTM (cents)	5.77	5.95	5.81	5.86
Freight revenue per carload (\$)	2,256	2,363	2,387	2,405
GTMs per average number of employees (thousands)	4,905	4,562	13,971	13,725
Operating expenses per GTM (cents)	1.80	1.78	2.06	1.89
Labor and fringe benefits expense per GTM (cents)	0.58	0.56	0.60	0.59
Diesel fuel consumed (US gallons in millions)	97.2	110.1	296.3	342.5
Average fuel price (\$ per US gallon)	2.27	3.05	2.44	3.13
Fuel efficiency (US gallons of locomotive fuel consumed per 1,000 GTMs)	0.85	0.88	0.90	0.93
Train weight (tons)	9,635	9,259	9,543	9,088
Train length (feet)	8,987	8,462	8,596	8,189
Car velocity (car miles per day)	175	209	184	198
Through dwell (entire railroad, hours)	9.6	7.7	8.8	7.9
Through network train speed (miles per hour)	17.8	18.7	18.5	18.2
Locomotive utilization (trailing GTMs per total horsepower)	199	201	194	200
<b>Safety indicators</b> <sup>(4)</sup>				
Injury frequency rate (per 200,000 person hours)	1.70	2.09	1.82	2.03
Accident rate (per million train miles)	1.57	2.01	1.78	2.22

(1) Amounts expressed in Canadian dollars and prepared in accordance with United States generally accepted accounting principles (GAAP), unless otherwise noted.

(2) See supplementary schedule entitled Non-GAAP Measures for an explanation of these non-GAAP measures.

(3) Statistical operating data, key operating measures and safety indicators are unaudited and based on estimated data available at such time and are subject to change as more complete information becomes available. Definitions of gross ton miles, fuel efficiency, train weight, train length, car velocity, through dwell and through network train speed are included within the Company's Management's Discussion and Analysis. Definitions of all other indicators are provided on CN's website, [www.cn.ca/glossary](http://www.cn.ca/glossary).

(4) Based on Federal Railroad Administration (FRA) reporting criteria.

## Supplementary Information – unaudited

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change Fav (Unfav)	% Change at constant currency Fav (Unfav) <sup>(1)</sup>	2020	2019	% Change Fav (Unfav)	% Change at constant currency Fav (Unfav) <sup>(1)</sup>
<b>Revenues (\$ millions)<sup>(2)</sup></b>								
Petroleum and chemicals	591	788	(25%)	(26%)	1,967	2,298	(14%)	(15%)
Metals and minerals	342	425	(20%)	(20%)	1,055	1,286	(18%)	(19%)
Forest products	421	450	(6%)	(7%)	1,267	1,393	(9%)	(10%)
Coal	118	168	(30%)	(30%)	401	508	(21%)	(21%)
Grain and fertilizers	608	552	10%	10%	1,867	1,770	5%	5%
Intermodal	992	1,018	(3%)	(3%)	2,715	2,860	(5%)	(6%)
Automotive	177	217	(18%)	(19%)	439	675	(35%)	(36%)
<i>Total freight revenues</i>	<b>3,249</b>	3,618	(10%)	(11%)	<b>9,711</b>	10,790	(10%)	(11%)
<i>Other revenues</i>	<b>160</b>	212	(25%)	(25%)	<b>452</b>	543	(17%)	(18%)
<i>Total revenues</i>	<b>3,409</b>	3,830	(11%)	(11%)	<b>10,163</b>	11,333	(10%)	(11%)
<b>Revenue ton miles (RTMs) (millions)<sup>(3)</sup></b>								
Petroleum and chemicals	9,398	14,042	(33%)	(33%)	31,918	41,148	(22%)	(22%)
Metals and minerals	5,419	6,458	(16%)	(16%)	15,776	19,860	(21%)	(21%)
Forest products	6,552	6,813	(4%)	(4%)	18,903	20,902	(10%)	(10%)
Coal	3,667	4,563	(20%)	(20%)	11,987	13,556	(12%)	(12%)
Grain and fertilizers	14,565	12,722	14%	14%	43,826	41,634	5%	5%
Intermodal	15,916	15,294	4%	4%	42,835	44,176	(3%)	(3%)
Automotive	779	957	(19%)	(19%)	1,938	2,969	(35%)	(35%)
<i>Total RTMs</i>	<b>56,296</b>	60,849	(7%)	(7%)	<b>167,183</b>	184,245	(9%)	(9%)
<b>Freight revenue / RTM (cents)<sup>(2)(3)</sup></b>								
Petroleum and chemicals	6.29	5.61	12%	11%	6.16	5.58	10%	9%
Metals and minerals	6.31	6.58	(4%)	(5%)	6.69	6.48	3%	2%
Forest products	6.43	6.61	(3%)	(3%)	6.70	6.66	1%	(1%)
Coal	3.22	3.68	(13%)	(13%)	3.35	3.75	(11%)	(11%)
Grain and fertilizers	4.17	4.34	(4%)	(4%)	4.26	4.25	—%	—%
Intermodal	6.23	6.66	(6%)	(7%)	6.34	6.47	(2%)	(3%)
Automotive	22.72	22.68	—%	(1%)	22.65	22.73	—%	(1%)
<i>Total freight revenue / RTM</i>	<b>5.77</b>	5.95	(3%)	(4%)	<b>5.81</b>	5.86	(1%)	(2%)
<b>Carloads (thousands)<sup>(3)</sup></b>								
Petroleum and chemicals	138	177	(22%)	(22%)	442	519	(15%)	(15%)
Metals and minerals	236	270	(13%)	(13%)	694	774	(10%)	(10%)
Forest products	84	93	(10%)	(10%)	255	289	(12%)	(12%)
Coal	68	86	(21%)	(21%)	216	256	(16%)	(16%)
Grain and fertilizers	162	145	12%	12%	474	461	3%	3%
Intermodal	694	693	—%	—%	1,851	1,980	(7%)	(7%)
Automotive	58	67	(13%)	(13%)	137	208	(34%)	(34%)
<i>Total carloads</i>	<b>1,440</b>	1,531	(6%)	(6%)	<b>4,069</b>	4,487	(9%)	(9%)
<b>Freight revenue / carload (\$) <sup>(2)(3)</sup></b>								
Petroleum and chemicals	4,283	4,452	(4%)	(4%)	4,450	4,428	—%	(1%)
Metals and minerals	1,449	1,574	(8%)	(8%)	1,520	1,661	(8%)	(10%)
Forest products	5,012	4,839	4%	3%	4,969	4,820	3%	2%
Coal	1,735	1,953	(11%)	(11%)	1,856	1,984	(6%)	(7%)
Grain and fertilizers	3,753	3,807	(1%)	(2%)	3,939	3,839	3%	2%
Intermodal	1,429	1,469	(3%)	(3%)	1,467	1,444	2%	1%
Automotive	3,052	3,239	(6%)	(7%)	3,204	3,245	(1%)	(2%)
<i>Total freight revenue / carload</i>	<b>2,256</b>	2,363	(5%)	(5%)	<b>2,387</b>	2,405	(1%)	(2%)

(1) See supplementary schedule entitled Non-GAAP Measures for an explanation of this non-GAAP measure.

(2) Amounts expressed in Canadian dollars.

(3) Statistical operating data and related key operating measures are unaudited and based on estimated data available at such time and are subject to change as more complete information becomes available.

## Non-GAAP Measures – unaudited

In this supplementary schedule, the "Company" or "CN" refers to Canadian National Railway Company, together with its wholly-owned subsidiaries. Financial information included in this schedule is expressed in Canadian dollars, unless otherwise noted.

CN reports its financial results in accordance with United States generally accepted accounting principles (GAAP). The Company also uses non-GAAP measures that do not have any standardized meaning prescribed by GAAP, including adjusted performance measures, constant currency, free cash flow and adjusted debt-to-adjusted earnings before interest, income taxes, depreciation and amortization (EBITDA) multiple. These non-GAAP measures may not be comparable to similar measures presented by other companies. From management's perspective, these non-GAAP measures are useful measures of performance and provide investors with supplementary information to assess the Company's results of operations and liquidity. These non-GAAP measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP.

## Adjusted performance measures

Management believes that adjusted net income, adjusted earnings per share, adjusted operating income and adjusted operating ratio are useful measures of performance that can facilitate period-to-period comparisons, as they exclude items that do not necessarily arise as part of CN's normal day-to-day operations and could distort the analysis of trends in business performance. Management uses adjusted performance measures, which exclude certain income and expense items in its results that management believes are not reflective of CN's underlying business operations, to set performance goals and as a means to measure CN's performance. The exclusion of such income and expense items in these measures does not, however, imply that these items are necessarily non-recurring. These measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

For the nine months ended September 30, 2020, the Company's adjusted net income was \$2,763 million, or \$3.87 per diluted share, which excludes a loss of \$486 million, or \$363 million after-tax (\$0.51 per diluted share) in the second quarter, resulting from the Company's decision to market for sale for on-going rail operations, certain non-core lines in Wisconsin, Michigan and Ontario, and a current income tax recovery of \$141 million (\$0.20 per diluted share) in the first quarter resulting from the enactment of the *Coronavirus Aid, Relief, and Economic Security (CARES) Act*, a U.S. tax-and-spending package aimed at providing additional stimulus to address the economic impact of the COVID-19 pandemic.

For the nine months ended September 30, 2019, the Company's adjusted net income was \$3,293 million, or \$4.56 per diluted share, which excludes a deferred income tax recovery of \$112 million (\$0.15 per diluted share or \$0.16 per basic share) in the second quarter, resulting from the enactment of a lower provincial corporate income tax rate, and a depreciation and amortization expense of \$84 million, or \$62 million after-tax (\$0.09 per diluted share) in the first quarter, related to costs previously capitalized for a Positive Train Control (PTC) back office system following the deployment of a replacement system.

The following table provides a reconciliation of net income and earnings per share, as reported for the three and nine months ended September 30, 2020 and 2019, to the adjusted performance measures presented herein:

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Net income	\$ 985	\$ 1,195	\$ 2,541	\$ 3,343
<i>Adjustments:</i>				
Depreciation expense	—	—	—	84
Loss on assets held for sale	—	—	486	—
Income tax recovery <sup>(1)</sup>	—	—	(264)	(134)
<b>Adjusted net income</b>	<b>\$ 985</b>	<b>\$ 1,195</b>	<b>\$ 2,763</b>	<b>\$ 3,293</b>
Basic earnings per share	\$ 1.39	\$ 1.66	\$ 3.57	\$ 4.63
<i>Impact of adjustments, per share</i>	—	—	0.31	(0.07)
<b>Adjusted basic earnings per share</b>	<b>\$ 1.39</b>	<b>\$ 1.66</b>	<b>\$ 3.88</b>	<b>\$ 4.56</b>
Diluted earnings per share	\$ 1.38	\$ 1.66	\$ 3.56	\$ 4.62
<i>Impact of adjustments, per share</i>	—	—	0.31	(0.06)
<b>Adjusted diluted earnings per share</b>	<b>\$ 1.38</b>	<b>\$ 1.66</b>	<b>\$ 3.87</b>	<b>\$ 4.56</b>

(1) Includes the tax impact of: (i) adjustments based on the nature of the item for tax purposes and related tax rates in the applicable jurisdiction; or (ii) tax law changes and rate enactments.

## Non-GAAP Measures – unaudited

The following table provides a reconciliation of operating income and operating ratio, as reported for the three and nine months ended September 30, 2020 and 2019, to the adjusted performance measures presented herein:

<i>In millions, except percentage</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Operating income	\$ 1,366	\$ 1,613	\$ 3,366	\$ 4,375
<i>Adjustments:</i>				
Depreciation expense	—	—	—	84
Loss on assets held for sale	—	—	486	—
<b>Adjusted operating income</b>	<b>\$ 1,366</b>	<b>\$ 1,613</b>	<b>\$ 3,852</b>	<b>\$ 4,459</b>
Operating ratio <sup>(1)</sup>	59.9 %	57.9 %	66.9%	61.4%
<i>Impact of adjustment</i>	—	—	(4.8)-pts	(0.7)-pts
<b>Adjusted operating ratio</b>	<b>59.9 %</b>	<b>57.9 %</b>	<b>62.1%</b>	<b>60.7%</b>

(1) Operating ratio is defined as operating expenses as a percentage of revenues.

## Constant currency

Financial results at constant currency allow results to be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons in the analysis of trends in business performance. Measures at constant currency are considered non-GAAP measures and do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. Financial results at constant currency are obtained by translating the current period results denominated in US dollars at the foreign exchange rates of the comparable period in the prior year. The average foreign exchange rates were \$1.33 and \$1.35 per US\$1.00 for the three and nine months ended September 30, 2020, respectively, and \$1.32 and \$1.33 per US\$1.00 for the three and nine months ended September 30, 2019, respectively.

On a constant currency basis, the Company's net income for the three and nine months ended September 30, 2020 would have been lower by \$7 million (\$0.01 per diluted share) and \$20 million (\$0.03 per diluted share), respectively.

## Free cash flow

Management believes that free cash flow is a useful measure of liquidity as it demonstrates the Company's ability to generate cash for debt obligations and for discretionary uses such as payment of dividends, share repurchases, and strategic opportunities. The Company defines its free cash flow measure as the difference between net cash provided by operating activities and net cash used in investing activities, adjusted for the impact of business acquisitions, if any. Free cash flow does not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

The following table provides a reconciliation of net cash provided by operating activities as reported for the three and nine months ended September 30, 2020 and 2019, to free cash flow:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Net cash provided by operating activities	\$ 1,220	\$ 1,692	\$ 4,157	\$ 4,405
Net cash used in investing activities	(722)	(992)	(2,078)	(3,073)
<i>Net cash provided before financing activities</i>	<b>498</b>	700	<b>2,079</b>	1,332
<i>Adjustment: Acquisition, net of cash acquired</i> <sup>(1)</sup>	8	—	8	167
<b>Free cash flow</b>	<b>\$ 506</b>	<b>\$ 700</b>	<b>\$ 2,087</b>	<b>\$ 1,499</b>

(1) Relates to the acquisitions of H&R Transport Limited ("H&R") and the TransX Group of Companies ("TransX"). See Note 3 - Business combinations to CN's unaudited Interim Consolidated Financial Statements for additional information.

## Non-GAAP Measures – unaudited

### Adjusted debt-to-adjusted EBITDA multiple

Management believes that the adjusted debt-to-adjusted EBITDA multiple is a useful credit measure because it reflects the Company's ability to service its debt and other long-term obligations. The Company calculates the adjusted debt-to-adjusted EBITDA multiple as adjusted debt divided by adjusted EBITDA. These measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

The following table provides a reconciliation of debt and net income to the adjusted measures presented below, which have been used to calculate the adjusted debt-to-adjusted EBITDA multiple:

<i>In millions, unless otherwise indicated</i>	<i>As at and for the twelve months ended September 30,</i>		<b>2020</b>	2019
Debt		\$	<b>13,786</b>	\$ 13,768
<i>Adjustments:</i>				
Operating lease liabilities, including current portion			<b>434</b>	536
Pension plans in deficiency			<b>521</b>	476
<i>Adjusted debt</i>		\$	<b>14,741</b>	\$ 14,780
Net income		\$	<b>3,414</b>	\$ 4,486
Interest expense			<b>556</b>	524
Income tax expense			<b>936</b>	1,278
Depreciation and amortization			<b>1,574</b>	1,521
Loss on assets held for sale			<b>486</b>	–
<i>EBITDA</i>			<b>6,966</b>	7,809
<i>Adjustments:</i>				
Other income			<b>(8)</b>	(144)
Other components of net periodic benefit income			<b>(314)</b>	(317)
Operating lease cost			<b>152</b>	190
<i>Adjusted EBITDA</i>		\$	<b>6,796</b>	\$ 7,538
<i>Adjusted debt-to-adjusted EBITDA multiple (times)</i>			<b>2.17</b>	1.96



## Consolidated Statements of Income – unaudited

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
<b>Revenues (Note 4)</b>	\$ 3,409	\$ 3,830	\$ 10,163	\$ 11,333
<b>Operating expenses</b>				
Labor and fringe benefits	662	694	1,968	2,173
Purchased services and material	491	552	1,587	1,681
Fuel	262	391	849	1,231
Depreciation and amortization (Note 6)	391	372	1,187	1,175
Equipment rents	123	114	335	332
Casualty and other	114	94	385	366
Loss on assets held for sale (Note 5)	—	—	486	—
<b>Total operating expenses</b>	<b>2,043</b>	<b>2,217</b>	<b>6,797</b>	<b>6,958</b>
<b>Operating income</b>	<b>1,366</b>	<b>1,613</b>	<b>3,366</b>	<b>4,375</b>
Interest expense	(137)	(135)	(420)	(402)
Other components of net periodic benefit income (Note 7)	79	81	237	244
Other income (loss)	(1)	26	6	51
<b>Income before income taxes</b>	<b>1,307</b>	<b>1,585</b>	<b>3,189</b>	<b>4,268</b>
Income tax expense (Note 8)	(322)	(390)	(648)	(925)
<b>Net income</b>	<b>\$ 985</b>	<b>\$ 1,195</b>	<b>\$ 2,541</b>	<b>\$ 3,343</b>
<b>Earnings per share (Note 9)</b>				
Basic	\$ 1.39	\$ 1.66	\$ 3.57	\$ 4.63
Diluted	\$ 1.38	\$ 1.66	\$ 3.56	\$ 4.62
<b>Weighted-average number of shares (Note 9)</b>				
Basic	711.0	718.2	711.3	721.7
Diluted	712.8	720.9	713.0	724.3
<b>Dividends declared per share</b>	<b>\$ 0.5750</b>	<b>\$ 0.5375</b>	<b>\$ 1.7250</b>	<b>\$ 1.6125</b>

See accompanying notes to unaudited consolidated financial statements.

## Consolidated Statements of Comprehensive Income – unaudited

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Net income	\$ 985	\$ 1,195	\$ 2,541	\$ 3,343
<b>Other comprehensive income (loss) (Note 13)</b>				
Net gain (loss) on foreign currency translation	(102)	60	146	(152)
Net change in pension and other postretirement benefit plans (Note 7)	59	40	180	117
<b>Other comprehensive income (loss) before income taxes</b>	<b>(43)</b>	<b>100</b>	<b>326</b>	<b>(35)</b>
Income tax expense	(36)	—	(23)	(63)
<b>Other comprehensive income (loss)</b>	<b>(79)</b>	<b>100</b>	<b>303</b>	<b>(98)</b>
<b>Comprehensive income</b>	<b>\$ 906</b>	<b>\$ 1,295</b>	<b>\$ 2,844</b>	<b>\$ 3,245</b>

See accompanying notes to unaudited consolidated financial statements.

## Consolidated Balance Sheets – unaudited

<i>In millions</i>	September 30 2020	December 31 2019
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 285	\$ 64
Restricted cash and cash equivalents (Note 10)	531	524
Accounts receivable	1,149	1,213
Material and supplies	616	611
Income taxes receivable <sup>(1)</sup>	332	219
Other current assets (Note 5)	243	199
<i>Total current assets</i>	<b>3,156</b>	2,830
Properties	40,445	39,669
Operating lease right-of-use assets (Note 11)	447	520
Pension asset	696	336
Intangible assets, goodwill and other (Note 3)	414	429
<b>Total assets</b>	<b>\$ 45,158</b>	<b>\$ 43,784</b>
<b>Liabilities and shareholders' equity</b>		
<b>Current liabilities</b>		
Accounts payable and other	\$ 2,125	\$ 2,357
Current portion of long-term debt	871	1,930
<i>Total current liabilities</i>	<b>2,996</b>	4,287
Deferred income taxes	8,320	7,844
Other liabilities and deferred credits	563	634
Pension and other postretirement benefits	729	733
Long-term debt	12,915	11,866
Operating lease liabilities (Note 11)	322	379
<b>Shareholders' equity</b>		
Common shares	3,692	3,650
Common shares in Share Trusts (Note 10)	(115)	(163)
Additional paid-in capital	367	403
Accumulated other comprehensive loss (Note 13)	(3,180)	(3,483)
Retained earnings	18,549	17,634
<i>Total shareholders' equity</i>	<b>19,313</b>	18,041
<b>Total liabilities and shareholders' equity</b>	<b>\$ 45,158</b>	<b>\$ 43,784</b>

(1) In the first quarter of 2020, the Company began presenting Income taxes receivable as a separate line on the Consolidated Balance Sheet. Previously, Income taxes receivable were included in Other current assets. Comparative figures have been adjusted to conform to the current presentation.

See accompanying notes to unaudited consolidated financial statements.

## Consolidated Statements of Changes in Shareholders' Equity – unaudited

<i>In millions</i>	Number of common shares		Common shares	Common shares in Share Trusts	Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	Outstanding	Share Trusts						
<i>Balance at June 30, 2020</i>	709.8	1.4	\$ 3,667	\$ (124)	\$ 357	\$ (3,101)	\$ 17,976	\$ 18,775
Net income							985	985
Stock options exercised	0.3		25		(3)			22
Settlement of equity settled awards	0.1	(0.1)		6	(12)		(4)	(10)
Stock-based compensation expense and other					25		–	25
Share disbursements by Share Trusts	–	–		3				3
Other comprehensive loss (Note 13)						(79)		(79)
Dividends							(408)	(408)
<b><i>Balance at September 30, 2020</i></b>	<b>710.2</b>	<b>1.3</b>	<b>\$ 3,692</b>	<b>\$ (115)</b>	<b>\$ 367</b>	<b>\$ (3,180)</b>	<b>\$ 18,549</b>	<b>\$ 19,313</b>

<i>In millions</i>	Number of common shares		Common shares	Common shares in Share Trusts	Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	Outstanding	Share Trusts						
<i>Balance at December 31, 2019</i>	712.3	1.8	\$ 3,650	\$ (163)	\$ 403	\$ (3,483)	\$ 17,634	\$ 18,041
Net income							2,541	2,541
Stock options exercised	0.7		59		(8)			51
Settlement of equity settled awards	0.6	(0.6)		56	(76)		(37)	(57)
Stock-based compensation expense and other					48		(2)	46
Repurchase of common shares (Note 10)	(3.3)		(17)				(362)	(379)
Share purchases by Share Trusts	(0.1)	0.1		(8)				(8)
Other comprehensive income (Note 13)						303		303
Dividends							(1,225)	(1,225)
<b><i>Balance at September 30, 2020</i></b>	<b>710.2</b>	<b>1.3</b>	<b>\$ 3,692</b>	<b>\$ (115)</b>	<b>\$ 367</b>	<b>\$ (3,180)</b>	<b>\$ 18,549</b>	<b>\$ 19,313</b>

See accompanying notes to unaudited consolidated financial statements.

## Consolidated Statements of Changes in Shareholders' Equity – unaudited

<i>In millions</i>	Number of common shares		Common shares	Common shares in Share Trusts	Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	Outstanding	Share Trusts						
<i>Balance at June 30, 2019</i>	719.0	1.6	\$ 3,661	\$ (149)	\$ 390	\$ (3,047)	\$ 17,127	\$ 17,982
Net income							1,195	1,195
Stock options exercised	0.1		10		(1)			9
Settlement of equity settled awards	–	–		–	(5)		(3)	(8)
Stock-based compensation expense and other					9		(1)	8
Repurchase of common shares (Note 10)	(3.2)		(16)				(378)	(394)
Share purchases by Share Trusts	(0.1)	0.1		(7)				(7)
Other comprehensive income (Note 13)						100		100
Dividends							(385)	(385)
<i>Balance at September 30, 2019</i>	715.8	1.7	\$ 3,655	\$ (156)	\$ 393	\$ (2,947)	\$ 17,555	\$ 18,500

<i>In millions</i>	Number of common shares		Common shares	Common shares in Share Trusts	Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	Outstanding	Share Trusts						
<i>Balance at December 31, 2018</i>	725.3	2.0	\$ 3,634	\$ (175)	\$ 408	\$ (2,849)	\$ 16,623	\$ 17,641
Net income							3,343	3,343
Stock options exercised	0.9		75		(10)			65
Settlement of equity settled awards	0.5	(0.5)		45	(55)		(60)	(70)
Stock-based compensation expense and other					50		(2)	48
Repurchase of common shares (Note 10)	(10.7)		(54)				(1,217)	(1,271)
Share purchases by Share Trusts	(0.2)	0.2		(26)				(26)
Other comprehensive loss (Note 13)						(98)		(98)
Dividends							(1,161)	(1,161)
Cumulative-effect adjustment from the adoption of ASU 2016-02 <sup>(1)</sup>							29	29
<i>Balance at September 30, 2019</i>	715.8	1.7	\$ 3,655	\$ (156)	\$ 393	\$ (2,947)	\$ 17,555	\$ 18,500

(1) The Company adopted Accounting Standards Update (ASU) 2016-02: Leases and related amendments (Topic 842) in the first quarter of 2019 using a modified retrospective approach with a cumulative-effect adjustment to Retained earnings recognized on January 1, 2019, with no restatement of comparative period financial information.

See accompanying notes to unaudited consolidated financial statements.

## Consolidated Statements of Cash Flows – unaudited

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
<b>Operating activities</b>				
Net income	\$ 985	\$ 1,195	\$ 2,541	\$ 3,343
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	391	372	1,187	1,175
Pension income and funding	(40)	(50)	(178)	(218)
Deferred income taxes	93	284	372	479
Loss on assets held for sale (Note 5)	—	—	486	—
Changes in operating assets and liabilities:				
Accounts receivable	(96)	42	90	(27)
Material and supplies	28	39	—	(51)
Accounts payable and other	(208)	(210)	(500)	(664)
Other current assets	19	(19)	25	(20)
Other operating activities, net	48	39	134	388
<b>Net cash provided by operating activities</b>	<b>1,220</b>	<b>1,692</b>	<b>4,157</b>	<b>4,405</b>
<b>Investing activities</b>				
Property additions	(691)	(961)	(2,008)	(2,847)
Acquisition, net of cash acquired (Note 3)	(8)	—	(8)	(167)
Other investing activities, net	(23)	(31)	(62)	(59)
<b>Net cash used in investing activities</b>	<b>(722)</b>	<b>(992)</b>	<b>(2,078)</b>	<b>(3,073)</b>
<b>Financing activities</b>				
Issuance of debt (Note 10)	—	150	1,757	940
Repayment of debt	(11)	(58)	(1,191)	(98)
Change in commercial paper, net (Note 10)	(160)	202	(839)	323
Settlement of foreign exchange forward contracts on debt	(22)	(8)	39	7
Issuance of common shares for stock options exercised	22	9	51	65
Withholding taxes remitted on the net settlement of equity settled awards (Note 12)	(4)	(4)	(48)	(60)
Repurchase of common shares (Note 10)	—	(399)	(379)	(1,263)
Purchase of common shares for settlement of equity settled awards	(6)	(4)	(9)	(10)
Disbursement (purchase) of common shares by Share Trusts	3	(7)	(8)	(26)
Dividends paid	(408)	(385)	(1,225)	(1,161)
Acquisition, additional cash consideration (Note 3)	—	(25)	—	(25)
<b>Net cash used in financing activities</b>	<b>(586)</b>	<b>(529)</b>	<b>(1,852)</b>	<b>(1,308)</b>
Effect of foreign exchange fluctuations on cash, cash equivalents, restricted cash and restricted cash equivalents	—	(1)	1	(1)
<b>Net increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents</b>	<b>(88)</b>	<b>170</b>	<b>228</b>	<b>23</b>
Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of period	904	612	588	759
<b>Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of period</b>	<b>\$ 816</b>	<b>\$ 782</b>	<b>\$ 816</b>	<b>\$ 782</b>
Cash and cash equivalents, end of period	\$ 285	\$ 258	\$ 285	\$ 258
Restricted cash and cash equivalents, end of period	531	524	531	524
<b>Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of period</b>	<b>\$ 816</b>	<b>\$ 782</b>	<b>\$ 816</b>	<b>\$ 782</b>
<b>Supplemental cash flow information</b>				
Interest paid	\$ (186)	\$ (191)	\$ (461)	\$ (433)
Income taxes paid	\$ (371)	\$ (153)	\$ (360)	\$ (644)

See accompanying notes to unaudited consolidated financial statements.

## Notes to Unaudited Consolidated Financial Statements

### 1 – Basis of presentation

In these notes, the "Company" or "CN" refers to Canadian National Railway Company, together with its wholly-owned subsidiaries.

The accompanying unaudited Interim Consolidated Financial Statements, expressed in Canadian dollars, have been prepared in accordance with United States generally accepted accounting principles (GAAP) for interim financial statements. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In management's opinion, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Interim operating results are not necessarily indicative of the results that may be expected for the full year.

These unaudited Interim Consolidated Financial Statements have been prepared using accounting policies consistent with those used in preparing CN's 2019 Annual Consolidated Financial Statements, except as disclosed in *Note 2 – Recent accounting pronouncements and policies*, and should be read in conjunction with such statements and Notes thereto.

### 2 – Recent accounting pronouncements and policies

The following recent Accounting Standards Update (ASU) issued by the Financial Accounting Standards Board (FASB) was adopted by the Company during the first nine months of 2020:

#### **ASU 2016-13 Financial instruments - Credit losses (Topic 326): Measurement of credit losses on financial instruments**

The ASU requires financial assets measured at amortized cost to be presented at the net amount expected to be collected. The new standard replaces the current incurred loss impairment methodology with one that reflects expected credit losses.

The Company adopted this standard in the first quarter of 2020 with an effective date of January 1, 2020. The adoption of this standard did not have an impact on the Company's Consolidated Financial Statements, other than for the new disclosure requirements.

The following recent ASU issued by FASB came into effect in the first nine months of 2020 and has not been adopted by the Company:

#### **ASU 2020-04 Reference rate reform (Topic 848): Facilitation of the effects of reference rate reform on financial reporting**

London Interbank Offered Rate (LIBOR) is a benchmark interest rate referenced in a variety of agreements that are used by all types of entities. At the end of 2021, banks will no longer be required to report information that is used to determine LIBOR. As a result, LIBOR could be discontinued. Other interest rates used globally could also be discontinued for similar reasons.

The ASU provides optional expedients and exceptions for applying generally accepted accounting principles to transactions affected by reference rate reform if certain criteria are met. These transactions include contract modifications, hedging relationships, and sale or transfer of debt securities classified as held-to-maturity.

The provisions of the ASU are effective starting on March 12, 2020; however, they will only be available until December 31, 2022, when the reference rate replacement activity is expected to be completed. The Company may apply the provisions of the ASU as of the beginning of a reporting period when the elections are made, or prospectively from the date within an interim period that includes or is subsequent to March 12, 2020. The Company currently has outstanding loans and finance lease obligations referencing LIBOR totaling approximately US\$350 million that would be affected by the provisions of this ASU. The Company is evaluating the effects that the adoption of the ASU will have on its Consolidated Financial Statements and related disclosures, and whether it will elect to apply any of the optional expedients and exceptions provided in the ASU.

Other recently issued ASUs required to be applied for periods beginning on or after September 30, 2020 have been evaluated by the Company and are not expected to have a significant impact on the Company's Consolidated Financial Statements.

## Notes to Unaudited Consolidated Financial Statements

In the first quarter of 2020, the following accounting policy was updated as a result of the adoption of ASU 2016-13 Financial Instruments - Credit losses (Topic 326): Measurement of credit losses on financial instruments:

### Accounting policy for accounts receivable

Accounts receivable are recorded at cost net of billing adjustments and an allowance for credit losses. The allowance for credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount. When a receivable is deemed uncollectible, it is written off against the allowance for credit losses. Subsequent recoveries of amounts previously written off are credited to bad debt expense in Casualty and other in the Consolidated Statements of Income.

In the second quarter of 2020, the following accounting policy was implemented as a result of the Company's decision to market for sale for on-going rail operations, certain non-core lines:

### Accounting policy for assets held for sale

Assets that are classified as held for sale are measured at the lower of their carrying amount or fair value less expected selling costs ("estimated selling price") with a loss recognized to the extent that the carrying amount exceeds the estimated selling price. The classification is applicable at the date upon which the sale of assets is probable, and the assets are available for immediate sale in their present condition. The transfer of the assets must also be expected to qualify for recognition as a completed sale within the year following the date of classification.

Assets once classified as held for sale, are not subject to depreciation or amortization and both the assets and any liabilities directly associated with the assets held for sale are classified as current in the Company's Consolidated Balance Sheets.

Subsequent changes to the estimated selling price of assets held for sale are recorded as gains or losses to income wherein the recognition of subsequent gains is limited to the cumulative loss previously recognized.

## 3 – Business combinations

### 2019

#### *Acquisition of intermodal division of H&R Transport Limited*

On December 2, 2019, the Company acquired the intermodal temperature-controlled transportation division of the Alberta-based H&R Transport Limited ("H&R"). The acquisition positions CN to expand its presence in moving customer goods by offering more end to end rail supply chain solutions to a wider range of customers.

The Company's Consolidated Balance Sheets include the assets and liabilities of H&R as of December 2, 2019, the acquisition date. Since the acquisition date, H&R's results of operations have been included in the Company's results of operations. The Company has not provided pro forma information relating to the pre-acquisition period as it was not material.

The total purchase price of \$105 million included \$95 million cash paid on the closing date and subsequent consideration of \$10 million mostly related to funds withheld for the indemnification of claims, of which \$2 million remains to be paid.

## Notes to Unaudited Consolidated Financial Statements

The following table summarizes the consideration transferred to acquire H&R, as well as the preliminary fair value of the assets acquired and liabilities assumed, and goodwill that were recognized at the acquisition date:

<i>In millions</i>	December 2 2019	
<b>Consideration transferred</b>		
Cash paid at closing	\$	95
Subsequent consideration <sup>(1)</sup>		10
<hr/>		
<i>Fair value of total consideration transferred</i>	\$	105
<b>Recognized amounts of identifiable assets acquired and liabilities assumed<sup>(2)</sup></b>		
Current assets	\$	10
Non-current assets <sup>(3)</sup>		84
Non-current liabilities		(1)
<hr/>		
<i>Total identifiable net assets<sup>(4)</sup></i>	\$	93
<hr/>		
Goodwill <sup>(5)</sup>	\$	12

(1) Primarily comprised of funds withheld for the indemnification of claims, of which \$2 million remains to be paid.

(2) The Company's purchase price allocation is preliminary, based on information available to the Company to date, and subject to change over the measurement period, which may be up to one year from the acquisition date.

(3) Includes identifiable intangible assets of \$52 million.

(4) Includes operating lease right-of-use assets and liabilities.

(5) The goodwill acquired through the business combination is mainly attributable to the premium of an established business operation. The goodwill is deductible for tax purposes.

### Acquisition of the TransX Group of Companies

On March 20, 2019, the Company acquired the Manitoba-based TransX Group of Companies ("TransX"). TransX provides various transportation and logistics services, including intermodal, truckload, less than truckload and specialized services. The acquisition positions CN to strengthen its intermodal business, and allows the Company to expand capacity and foster additional supply chain solutions.

The Company's Consolidated Balance Sheets include the assets and liabilities of TransX as of March 20, 2019, the acquisition date. Since the acquisition date, TransX's results of operations have been included in the Company's results of operations. The Company has not provided pro forma information relating to the pre-acquisition period as it was not material.

The total purchase price of \$192 million included an initial cash payment of \$170 million, additional consideration of \$25 million, less an adjustment of \$3 million in the fourth quarter of 2019 to reflect the settlement of working capital. The acquisition date fair value of the additional consideration, recorded as a contingent liability, was estimated based on the expected outcome of operational and financial targets, and remained unchanged since the acquisition date. The fair value measure was based on Level 3 inputs not observable in the market. On August 27, 2019, the additional consideration was paid.



## Notes to Unaudited Consolidated Financial Statements

The following table summarizes the consideration transferred to acquire TransX, as well as the fair value of the assets acquired and liabilities assumed, and goodwill that were recognized as part of the transaction:

<i>In millions</i>	March 20 2019
<b>Consideration transferred</b>	
Cash paid at closing	\$ 170
Additional cash consideration and other <sup>(1)</sup>	22
<b>Fair value of total consideration transferred</b>	<b>\$ 192</b>
<b>Recognized amounts of identifiable assets acquired and liabilities assumed <sup>(2)</sup></b>	
Current assets	\$ 85
Non-current assets <sup>(3)</sup>	260
Current liabilities	(134)
Non-current liabilities	(77)
<b>Total identifiable net assets <sup>(4)</sup></b>	<b>\$ 134</b>
<b>Goodwill <sup>(5)</sup></b>	<b>\$ 58</b>

(1) Includes additional cash consideration paid of \$25 million less an adjustment of \$3 million to reflect the settlement of working capital.

(2) As at the acquisition date, the purchase price was preliminary and subject to change over the measurement period, permitted to be up to one year from the acquisition date. In the first quarter of 2020, based on updated information available to the Company, the fair value of net assets acquired was adjusted to reflect a net decrease to current and deferred income tax balances of \$7 million, resulting in a decrease to Goodwill for the same amount. The Company's purchase price allocation is now final.

(3) Includes identifiable intangible assets of \$34 million.

(4) Includes finance and operating lease right-of-use assets and liabilities.

(5) The goodwill acquired through the business combination is mainly attributable to the premium of an established business operation. The goodwill is not deductible for tax purposes.

## 4 – Revenues

The following table provides disaggregated information for revenues:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
<b>Freight revenues</b>				
Petroleum and chemicals	\$ 591	\$ 788	\$ 1,967	\$ 2,298
Metals and minerals	342	425	1,055	1,286
Forest products	421	450	1,267	1,393
Coal	118	168	401	508
Grain and fertilizers	608	552	1,867	1,770
Intermodal	992	1,018	2,715	2,860
Automotive	177	217	439	675
<b>Total freight revenues</b>	<b>3,249</b>	<b>3,618</b>	<b>9,711</b>	<b>10,790</b>
Other revenues	160	212	452	543
<b>Total revenues <sup>(1)</sup></b>	<b>\$ 3,409</b>	<b>\$ 3,830</b>	<b>\$ 10,163</b>	<b>\$ 11,333</b>
<b>Revenues by geographic area</b>				
Canada	\$ 2,346	\$ 2,605	\$ 7,064	\$ 7,682
United States (U.S.)	1,063	1,225	3,099	3,651
<b>Total revenues <sup>(1)</sup></b>	<b>\$ 3,409</b>	<b>\$ 3,830</b>	<b>\$ 10,163</b>	<b>\$ 11,333</b>

(1) As at September 30, 2020, the Company had remaining performance obligations related to freight in-transit, for which revenues of \$102 million are expected to be recognized in the next period.

## Notes to Unaudited Consolidated Financial Statements

### Contract liabilities

Contract liabilities represent consideration received from customers for which the related performance obligation has not been satisfied. Contract liabilities are recognized into revenues when or as the related performance obligation is satisfied. The Company includes contract liabilities within Accounts payable and other and Other liabilities and deferred credits on the Consolidated Balance Sheets.

The following table provides a reconciliation of the beginning and ending balances of contract liabilities for the three and nine months ended September 30, 2020 and 2019:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Beginning balance	\$ 202	\$ 243	\$ 211	\$ 3
Revenue recognized included in the beginning balance	(3)	(5)	(16)	(2)
Increase due to consideration received, net of revenue recognized	1	4	5	241
<i>Ending balance</i>	\$ 200	\$ 242	\$ 200	\$ 242
Current portion - End of period	\$ 112	\$ 66	\$ 112	\$ 66

## 5 – Assets held for sale

In the second quarter of 2020, the Company committed to a plan and is actively marketing for sale for on-going rail operations, certain non-core lines in Wisconsin, Michigan and Ontario representing approximately 850 miles and has met the criteria for classification of the related assets as assets held for sale. Accordingly, a \$486 million loss (\$363 million after-tax) was recorded to adjust the carrying amount of these track and roadway assets to their estimated selling price. The carrying amount of assets held for sale of \$90 million is included in Other current assets in the Consolidated Balance Sheet at September 30, 2020. The estimated selling price is based primarily on discounted cash flow projections. These projections are based on Level 3 inputs of the fair value hierarchy and reflect the Company's best estimate of market participants' pricing of the assets as well as the general condition of the assets. The significant assumptions in the valuation model include projected cash flows, discount rate and growth rate. Actual results could differ from the Company's estimates, but such differences are not expected to have a material impact on the fair value assessment. As at September 30, 2020, the criteria for the classification of assets held for sale continued to be met and there was no change in the Company's carrying amount of assets held for sale.

## 6 – Properties

In the first quarter of 2019, the Company recognized an expense of \$84 million related to costs previously capitalized for a Positive Train Control (PTC) back office system following the deployment of a replacement system. The expense was recognized in Depreciation and amortization on the Consolidated Statements of Income.

## Notes to Unaudited Consolidated Financial Statements

### 7 – Pensions and other postretirement benefits

The Company has various retirement benefit plans under which substantially all of its employees are entitled to benefits at retirement age, generally based on compensation and length of service and/or contributions. Additional information relating to the retirement benefit plans is provided in *Note 15 – Pensions and other postretirement benefits* to the Company's 2019 Annual Consolidated Financial Statements.

The following table provides the components of net periodic benefit cost (income) for defined benefit pension and other postretirement benefit plans for the three and nine months ended September 30, 2020 and 2019:

<i>In millions</i>	Three months ended September 30				Nine months ended September 30			
	Pensions		Other postretirement benefits		Pensions		Other postretirement benefits	
	2020	2019	2020	2019	2020	2019	2020	2019
Current service cost	\$ 44	\$ 38	\$ –	\$ 1	\$ 132	\$ 114	\$ 1	\$ 2
<b>Other components of net periodic benefit cost (income)</b>								
Interest cost	133	149	2	2	399	447	5	6
Expected return on plan assets	(273)	(272)	–	–	(821)	(814)	–	–
Amortization of prior service cost	1	1	–	–	2	3	–	–
Amortization of net actuarial loss (gain)	60	39	(2)	–	182	116	(4)	(2)
<i>Total Other components of net periodic benefit cost (income)</i>	<b>(79)</b>	<b>(83)</b>	<b>–</b>	<b>2</b>	<b>(238)</b>	<b>(248)</b>	<b>1</b>	<b>4</b>
<b>Net periodic benefit cost (income) <sup>(1)</sup></b>	<b>\$ (35)</b>	<b>\$ (45)</b>	<b>\$ –</b>	<b>\$ 3</b>	<b>\$ (106)</b>	<b>\$ (134)</b>	<b>\$ 2</b>	<b>\$ 6</b>

(1) In the second quarters of 2020 and 2019, the Company revised its estimate of full year net periodic benefit cost (income) for pensions to reflect updated plan demographic information.

#### Pension contributions

Pension contributions for the nine months ended September 30, 2020 and 2019 of \$89 million and \$102 million, respectively, primarily represent contributions to the Company's main pension plan, the CN Pension Plan, for the current service cost as determined under the Company's applicable actuarial valuations for funding purposes. In 2020, the Company now expects to make total cash contributions of approximately \$115 million for all of the Company's pension plans.

### 8 – Income taxes

Income tax expense was \$322 million and \$648 million for the three and nine months ended September 30, 2020, respectively, compared to \$390 million and \$925 million, respectively, for the same periods in 2019. Income tax expense for the nine months ended September 30, 2020 included a current income tax recovery of \$141 million in the first quarter resulting from the enactment of the *Coronavirus Aid, Relief, and Economic Security (CARES) Act*. Income tax expense for the nine months ended September 30, 2019 included a deferred income tax recovery of \$112 million recorded in the second quarter resulting from the enactment of a lower provincial corporate income tax rate.

On March 27, 2020, the U.S. government enacted the CARES Act, a tax-and-spending package aimed at providing additional stimulus to address the economic impact of the COVID-19 pandemic. The CARES Act corporate income tax measures allow for U.S. federal net operating losses (NOLs) arising in tax years 2018, 2019, and 2020 to be fully carried back to each of the five tax years preceding the tax year of the NOL. As a result of the CARES Act, the Company reclassified its existing deferred income tax asset of \$213 million on the NOL that arose in 2019, to a current income tax receivable and recorded a current income tax recovery of \$141 million to reflect an amount recoverable at the higher U.S. federal corporate income tax rate of 35% applicable to pre-2018 tax years.

## 9 – Earnings per share

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Net income	\$ 985	\$ 1,195	\$ 2,541	\$ 3,343
Weighted-average basic shares outstanding	711.0	718.2	711.3	721.7
Dilutive effect of stock-based compensation	1.8	2.7	1.7	2.6
<b>Weighted-average diluted shares outstanding</b>	<b>712.8</b>	<b>720.9</b>	<b>713.0</b>	<b>724.3</b>
Basic earnings per share	\$ 1.39	\$ 1.66	\$ 3.57	\$ 4.63
Diluted earnings per share	\$ 1.38	\$ 1.66	\$ 3.56	\$ 4.62
<b>Units excluded from the calculation as their inclusion would not have a dilutive effect</b>				
Stock options	0.2	—	0.9	0.5
Performance share units	0.2	0.1	0.3	0.2

## 10 – Financing activities

### Shelf prospectus and registration statement

On February 11, 2020, the Company filed a new shelf prospectus with Canadian securities regulators and a registration statement with the United States Securities and Exchange Commission (SEC), pursuant to which CN may issue up to \$6.0 billion of debt securities in the Canadian and U.S. capital markets over the 25 months from the filing date. This shelf prospectus and registration statement replaced CN's previous shelf prospectus and registration statement that expired on March 13, 2020. On May 1, 2020, under its current shelf prospectus and registration statement, the Company issued US\$600 million (\$837 million) 2.45% Notes due 2050 in the U.S. capital markets, which resulted in net proceeds of \$810 million. As at September 30, 2020, the remaining capacity of this shelf prospectus and registration statement was \$5.2 billion. Access to the Canadian and U.S. capital markets under the shelf prospectus and registration statement is dependent on market conditions.

### Notes and debentures

For the nine months ended September 30, 2020, the Company issued and repaid the following:

- On May 1, 2020, issuance of US\$600 million (\$837 million) 2.45% Notes due 2050 in the U.S. capital markets, which resulted in net proceeds of \$810 million.
- On February 3, 2020, repayment of US\$300 million (\$397 million) 2.40% Notes due 2020 upon maturity.

For the nine months ended September 30, 2019, the Company issued the following:

- On February 8, 2019, issuance of \$350 million 3.00% Notes due 2029 and \$450 million 3.60% Notes due 2049 in the Canadian capital markets, which resulted in total net proceeds of \$790 million.

### Revolving credit facilities

The Company has an unsecured revolving credit facility with a consortium of lenders which is available for general corporate purposes including backstopping the Company's commercial paper programs. The Company's revolving credit facility of \$2.0 billion consists of a \$1.0 billion tranche maturing on May 5, 2022 and a \$1.0 billion tranche maturing on May 5, 2024. Subject to the consent of the individual lenders, the Company has the option to increase the facility by an additional \$500 million during its term and to request an extension once a year to maintain the tenors of three years and five years of the respective tranches. The credit facility provides for borrowings at various benchmark interest rates, plus applicable margins, based on CN's debt credit ratings. In the first nine months of 2020, the Company borrowed \$100 million and repaid \$100 million on this facility. As at September 30, 2020 and December 31, 2019, the Company had no outstanding borrowings under this revolving credit facility.

On March 27, 2020, the Company entered into a \$250 million one year revolving credit facility agreement. The credit facility is available for working capital and general corporate purposes and provides for borrowings at various interest rates, plus a margin. On May 19, 2020, the Company entered into a supplement to the original agreement to increase the credit facility to \$390 million. As at September 30, 2020, the Company had no outstanding borrowings under this revolving credit facility and there were no draws during the nine months ended September 30, 2020.

## Notes to Unaudited Consolidated Financial Statements

Both credit facility agreements have one financial covenant, which limits debt as a percentage of total capitalization, and with which the Company is in compliance.

### Non-revolving credit facility

The Company has a US\$300 million, non-revolving term loan credit facility agreement for financing or refinancing the purchase of equipment, which was available to be drawn upon through March 31, 2020. On March 27, 2020, the Company entered into loan supplements to the original agreement for an additional principal amount of US\$310 million, which is available to be drawn through March 31, 2021. Term loans made under this facility have a tenor of 20 years, bear interest at a variable rate, are repayable in equal quarterly installments, are prepayable at any time without penalty, and are secured by rolling stock.

On February 3, 2020, the Company issued a US\$300 million (\$397 million) equipment loan under this facility and repaid US\$3 million (\$5 million) in the third quarter and US\$7 million (\$10 million) in the first nine months of 2020.

As at September 30, 2020, the Company had outstanding borrowings of US\$293 million (\$390 million), at an interest rate of 0.90% and had US\$310 million available under this non-revolving term loan facility. As at December 31, 2019, the Company had no outstanding borrowings and had US\$300 million available under this non-revolving term loan facility.

### Commercial paper

The Company has a commercial paper program in Canada and in the U.S. Both programs are backstopped by the Company's revolving credit facility. The maximum aggregate principal amount of commercial paper that could be issued is \$2.0 billion, or the US dollar equivalent, on a combined basis.

As at September 30, 2020 and December 31, 2019, the Company had total commercial paper borrowings of US\$383 million (\$510 million) and US\$983 million (\$1,277 million), respectively, at a weighted-average interest rate of 0.13% and 1.77%, respectively, presented in Current portion of long-term debt on the Consolidated Balance Sheets.

The following table provides a summary of cash flows associated with the issuance and repayment of commercial paper for the three and nine months ended September 30, 2020 and 2019:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
<b>Commercial paper with maturities less than 90 days</b>				
Issuance	\$ 1,656	\$ 1,582	\$ 4,475	\$ 3,625
Repayment	(1,578)	(1,296)	(4,806)	(3,620)
<i>Change in commercial paper with maturities less than 90 days, net</i>	\$ 78	\$ 286	\$ (331)	\$ 5
<b>Commercial paper with maturities of 90 days or greater</b>				
Issuance	\$ 37	\$ 437	\$ 704	\$ 1,634
Repayment	(275)	(521)	(1,212)	(1,316)
<i>Change in commercial paper with maturities of 90 days or greater, net</i>	\$ (238)	\$ (84)	\$ (508)	\$ 318
<i>Change in commercial paper, net</i>	\$ (160)	\$ 202	\$ (839)	\$ 323

### Accounts receivable securitization program

The Company has an agreement to sell an undivided co-ownership interest in a revolving pool of accounts receivable to unrelated trusts for maximum cash proceeds of \$450 million. On February 27, 2020, the Company extended the term of its agreement by two years to February 1, 2023.

In the first nine months of 2020, the Company had proceeds from the accounts receivable securitization program of \$450 million and repayments of \$650 million.

As at September 30, 2020, the Company had no proceeds received under the accounts receivable securitization program. As at December 31, 2019, the Company had accounts receivable securitization borrowings of \$200 million at a weighted-average interest rate of 1.90%, secured by and limited to \$224 million of accounts receivable, presented in Current portion of long-term debt on the Consolidated Balance Sheets.

## Notes to Unaudited Consolidated Financial Statements

### Bilateral letter of credit facilities

The Company has a series of committed and uncommitted bilateral letter of credit facility agreements. On June 11, 2020, the Company extended the maturity date of certain committed bilateral letter of credit facility agreements to April 28, 2023. The agreements are held with various banks to support the Company's requirements to post letters of credit in the ordinary course of business. Under these agreements, the Company has the option from time to time to pledge collateral in the form of cash or cash equivalents, for a minimum term of one month, equal to at least the face value of the letters of credit issued.

As at September 30, 2020, the Company had outstanding letters of credit of \$425 million (\$424 million as at December 31, 2019) under the committed facilities from a total available amount of \$498 million (\$459 million as at December 31, 2019) and \$165 million (\$149 million as at December 31, 2019) under the uncommitted facilities.

As at September 30, 2020, included in Restricted cash and cash equivalents was \$425 million (\$429 million as at December 31, 2019) and \$100 million (\$90 million as at December 31, 2019) which were pledged as collateral under the committed and uncommitted bilateral letter of credit facilities, respectively.

### Repurchase of common shares

The Company may repurchase its common shares pursuant to a Normal Course Issuer Bid (NCIB) at prevailing market prices plus brokerage fees, or such other prices as may be permitted by the Toronto Stock Exchange. Under its current NCIB, the Company may repurchase up to 16.0 million common shares between February 1, 2020 and January 31, 2021. As at September 30, 2020, the Company had repurchased 2.0 million common shares for \$226 million under its current NCIB.

The Company repurchased 14.1 million common shares under its previous NCIB effective between February 1, 2019 and January 31, 2020, which allowed for the repurchase of up to 22.0 million common shares.

As of March 31, 2020, in light of the uncertain and unprecedented environment, the Company has paused share repurchases.

The following table provides the information related to the share repurchases for the three and nine months ended September 30, 2020 and 2019:

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Number of common shares repurchased	—	3.2	3.3	10.7
Weighted-average price per share	\$ —	\$ 122.29	\$ 116.97	\$ 118.49
Amount of repurchase <sup>(1)</sup>	\$ —	\$ 394	\$ 379	\$ 1,271

(1) Includes settlements in subsequent periods.

### Share Trusts

The Company's Employee Benefit Plan Trusts ("Share Trusts") purchase CN's common shares on the open market, which are used to deliver common shares under the Share Units Plan and, beginning in 2019, the Employee Share Investment Plan (ESIP) (see Note 12 – Stock-based compensation). Shares purchased by the Share Trusts are retained until the Company instructs the trustee to transfer shares to participants of the Share Units Plan or the ESIP. Additional information relating to Share Trusts is provided in Note 16 – Share capital to the Company's 2019 Annual Consolidated Financial Statements.

## Notes to Unaudited Consolidated Financial Statements

### 11 – Leases

The Company engages in short and long-term leases for rolling stock including locomotives and freight cars, equipment, real estate and service contracts that contain embedded leases.

The following table provides the Company's lease costs for the three and nine months ended September 30, 2020 and 2019:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
<b>Finance lease cost</b>				
Amortization of right-of-use assets	\$ 3	\$ 4	\$ 10	\$ 8
Interest on lease liabilities	1	2	3	6
<i>Total finance lease cost</i>	<b>4</b>	<b>6</b>	<b>13</b>	<b>14</b>
Operating lease cost	39	43	110	129
Short-term lease cost	8	12	32	34
Variable lease cost <sup>(1)</sup>	17	15	47	47
<i>Total lease cost</i> <sup>(2)</sup>	<b>\$ 68</b>	<b>\$ 76</b>	<b>\$ 202</b>	<b>\$ 224</b>

(1) Mainly relates to leases of trucks for the Company's freight delivery service contracts.

(2) Includes lease costs from purchased services and material and equipment rents in the Consolidated Statements of Income.

The following table provides the Company's lease right-of-use assets and lease liabilities, and their classification on the Consolidated Balance Sheets as at September 30, 2020 and December 31, 2019:

<i>In millions</i>	Classification	September 30		December 31	
		2020		2019	
<b>Lease right-of-use assets</b>					
Finance leases	Properties	\$ 505	\$	534	
Operating leases	Operating lease right-of-use assets	447		520	
<i>Total lease right-of-use assets</i>		<b>\$ 952</b>	<b>\$</b>	<b>1,054</b>	
<b>Lease liabilities</b>					
<b>Current</b>					
Finance leases	Current portion of long-term debt	\$ 88	\$	59	
Operating leases	Accounts payable and other	112		122	
<b>Noncurrent</b>					
Finance leases	Long-term debt	14		75	
Operating leases	Operating lease liabilities	322		379	
<i>Total lease liabilities</i>		<b>\$ 536</b>	<b>\$</b>	<b>635</b>	

The following table provides the remaining lease terms and discount rates for the Company's leases as at September 30, 2020 and December 31, 2019:

	September 30	December 31
	2020	2019
<b>Weighted-average remaining lease term (years)</b>		
Finance leases	0.9	1.4
Operating leases	6.9	7.0
<b>Weighted-average discount rate (%)</b>		
Finance leases	3.29	3.21
Operating leases	3.04	3.12

## Notes to Unaudited Consolidated Financial Statements

The following table provides additional information for the Company's leases for the three and nine months ended September 30, 2020 and 2019:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
<b>Cash paid for amounts included in the measurement of lease liabilities</b>				
Operating cash outflows from operating leases	\$ 34	\$ 44	\$ 109	\$ 131
Operating cash outflows from finance leases	\$ 1	\$ 1	\$ 3	\$ 5
Financing cash outflows from finance leases	\$ 6	\$ 58	\$ 34	\$ 78
<b>Right-of-use assets obtained in exchange for lease liabilities</b>				
Operating lease	\$ 18	\$ 30	\$ 29	\$ 71
Finance lease	\$ —	\$ —	\$ —	\$ —

The following table provides the maturities of lease liabilities for the next five years and thereafter as at September 30, 2020:

<i>In millions</i>	Finance leases	Operating leases <sup>(1)</sup>
2020	\$ 27	\$ 33
2021	73	115
2022	1	79
2023	—	57
2024	—	40
2025 and thereafter	3	159
<i>Total lease payments</i>	104	483
<i>Less: Imputed interest</i>	2	49
<i>Present value of lease payments</i>	\$ 102	\$ 434

(1) Includes \$70 million related to renewal options that are reasonably certain to be exercised.



12 – Stock-based compensation

The Company has various stock-based compensation plans for eligible employees. A description of the major plans is provided in Note 17 – Stock-based compensation to the Company's 2019 Annual Consolidated Financial Statements.

In millions	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Share Units Plan <sup>(1)</sup>	\$ 18	\$ 1	\$ 17	\$ 23
Voluntary Incentive Deferral Plan (VIDP) <sup>(2)</sup>	3	—	4	4
Stock option awards	2	2	8	9
Employee Share Investment Plan (ESIP)	5	5	18	9
<b>Total stock-based compensation expense</b>	<b>\$ 28</b>	<b>\$ 8</b>	<b>\$ 47</b>	<b>\$ 45</b>
<b>Income tax impacts of stock-based compensation</b>				
Tax benefit recognized in income	\$ 7	\$ 2	\$ 11	\$ 10
Excess tax benefit recognized in income	\$ 1	\$ 1	\$ 15	\$ 22

(1) Performance share unit (PSU) awards are granted under the Share Units Plan.

(2) Deferred share unit (DSU) awards are granted under the Voluntary Incentive Deferral Plan.

Share Units Plan

	Equity settled			
	PSUs-ROIC <sup>(1)</sup>		PSUs-TSR <sup>(2)</sup>	
	Units	Weighted-average grant date fair value	Units	Weighted-average grant date fair value
	In millions		In millions	
Outstanding at December 31, 2019	1.0	\$ 58.35	0.3	\$ 112.08
Granted	0.3	\$ 73.80	0.1	\$ 152.74
Settled <sup>(3)(4)</sup>	(0.4)	\$ 53.19	(0.1)	\$ 103.36
Forfeited	—	\$ 64.28	—	\$ 127.83
<b>Outstanding at September 30, 2020</b>	<b>0.9</b>	<b>\$ 65.02</b>	<b>0.3</b>	<b>\$ 131.45</b>

(1) The grant date fair value of equity settled PSUs-ROIC granted in 2020 of \$20 million is calculated using a lattice-based valuation model. As at September 30, 2020, total unrecognized compensation cost related to all outstanding awards was \$14 million and is expected to be recognized over a weighted-average period of 1.7 years.

(2) The grant date fair value of equity settled PSUs-TSR granted in 2020 of \$21 million is calculated using a Monte Carlo simulation model. As at September 30, 2020, total unrecognized compensation cost related to all outstanding awards was \$17 million and is expected to be recognized over a weighted-average period of 1.8 years.

(3) Equity settled PSUs-ROIC granted in 2017 met the minimum share price condition for settlement and attained a performance vesting factor of 169%. Equity settled PSUs-TSR granted in 2017 attained a performance vesting factor of 100%.

(4) In the first quarter of 2020, these awards were settled, net of the remittance of the participants' withholding tax obligation of \$41 million, by way of disbursement from the Share Trusts of 0.4 million common shares.

## Notes to Unaudited Consolidated Financial Statements

### Voluntary Incentive Deferral Plan

	Equity settled		Cash settled
	DSUs <sup>(1)</sup>		DSUs <sup>(2)</sup>
	Units	Weighted-average grant date fair value	Units
	<i>In millions</i>		<i>In millions</i>
Outstanding at December 31, 2019	0.7	\$ 81.91	0.1
Granted	—	\$ 124.14	—
Settled <sup>(3)</sup>	(0.1)	\$ 80.30	—
<b>Outstanding at September 30, 2020 <sup>(4)</sup></b>	<b>0.6</b>	<b>\$ 83.27</b>	<b>0.1</b>

- (1) The grant date fair value of equity settled DSUs granted is calculated using the Company's stock price on the grant date. As at September 30, 2020, the aggregate intrinsic value of all equity settled DSUs outstanding amounted to \$77 million.
- (2) The fair value of cash settled DSUs as at September 30, 2020 is based on the intrinsic value. As at September 30, 2020, the liability for all cash settled DSUs was \$16 million (\$16 million as at December 31, 2019). The closing stock price used to determine the liability was \$141.81.
- (3) For the nine months ended September 30, 2020, the shares purchased for the settlement of equity settled DSUs were net of the remittance of the participants' withholding tax obligation of \$7 million.
- (4) The total fair value of equity settled DSU awards vested, the number of units outstanding that were nonvested, unrecognized compensation cost and the remaining recognition period for cash and equity settled DSUs have not been quantified as they relate to a minimal number of units.

### Stock option awards

	Options outstanding	
	Number of options	Weighted-average exercise price
	<i>In millions</i>	
Outstanding at December 31, 2019 <sup>(1)</sup>	3.8	\$ 86.89
Granted <sup>(2)</sup>	0.7	\$ 126.00
Exercised	(0.7)	\$ 70.20
Forfeited	(0.1)	\$ 107.40
<b>Outstanding at September 30, 2020 <sup>(1) (2) (3)</sup></b>	<b>3.7</b>	<b>\$ 98.96</b>
<b>Exercisable at September 30, 2020 <sup>(1) (3)</sup></b>	<b>1.8</b>	<b>\$ 83.57</b>

- (1) Stock options with a US dollar exercise price have been translated into Canadian dollars using the foreign exchange rate in effect at the balance sheet date.
- (2) The grant date fair value of options granted in 2020 of \$14 million (\$19.06 per option) is calculated using the Black-Scholes option-pricing model. The options granted in 2020 vest over a five-year period compared to a four-year period for options granted prior to 2020. As at September 30, 2020, total unrecognized compensation cost related to all outstanding awards was \$13 million and is expected to be recognized over a weighted-average period of 2.5 years.
- (3) The weighted-average term to expiration of options outstanding was 6.9 years and the weighted-average term to expiration of exercisable stock options was 5.4 years. As at September 30, 2020, the aggregate intrinsic value of in-the-money stock options outstanding amounted to \$159 million and the aggregate intrinsic value of stock options exercisable amounted to \$106 million.

### Employee Share Investment Plan

	ESIP	
	Number of shares	Weighted-average share price
	<i>In millions</i>	
Unvested contributions, December 31, 2019	0.3	\$ 118.83
Company contributions <sup>(1)</sup>	0.1	\$ 115.45
Vested	(0.2)	\$ 119.61
<b>Unvested contributions, September 30, 2020 <sup>(2)</sup></b>	<b>0.2</b>	<b>\$ 116.48</b>

- (1) In light of the uncertain and unprecedented economic environment, Company contributions were temporarily suspended between May 25, 2020 and October 1, 2020.
- (2) As at September 30, 2020, total unrecognized compensation cost related to all outstanding awards was \$6 million and is expected to be recognized over the next nine months.

13 – Accumulated other comprehensive loss

<i>In millions</i>	Foreign currency translation adjustments	Pension and other postretirement benefit plans	Total before tax	Income tax recovery (expense) <sup>(1)</sup>	Total net of tax
Balance at June 30, 2020	\$ (49)	\$ (4,200)	\$ (4,249)	\$ 1,148	\$ (3,101)
Other comprehensive income (loss) before reclassifications:					
Foreign exchange loss on translation of net investment in foreign operations	(255)		(255)	—	(255)
Foreign exchange gain on translation of US dollar-denominated debt designated as a hedge of the net investment in foreign operations <sup>(2)</sup>	153		153	(20)	133
Amounts reclassified from Accumulated other comprehensive loss:					
Amortization of net actuarial loss		58	58 <sup>(3)</sup>	(15) <sup>(4)</sup>	43
Amortization of prior service cost		1	1 <sup>(3)</sup>	(1) <sup>(4)</sup>	—
<i>Other comprehensive income (loss)</i>	(102)	59	(43)	(36)	(79)
<b>Balance at September 30, 2020</b>	<b>\$ (151)</b>	<b>\$ (4,141)</b>	<b>\$ (4,292)</b>	<b>\$ 1,112</b>	<b>\$ (3,180)</b>

<i>In millions</i>	Foreign currency translation adjustments	Pension and other postretirement benefit plans	Total before tax	Income tax recovery (expense) <sup>(1)</sup>	Total net of tax
Balance at December 31, 2019	\$ (297)	\$ (4,321)	\$ (4,618)	\$ 1,135	\$ (3,483)
Other comprehensive income (loss) before reclassifications:					
Foreign exchange gain on translation of net investment in foreign operations	335		335	—	335
Foreign exchange loss on translation of US dollar-denominated debt designated as a hedge of the net investment in foreign operations <sup>(2)</sup>	(189)		(189)	25	(164)
Amounts reclassified from Accumulated other comprehensive loss:					
Amortization of net actuarial loss		178	178 <sup>(3)</sup>	(47) <sup>(4)</sup>	131
Amortization of prior service cost		2	2 <sup>(3)</sup>	(1) <sup>(4)</sup>	1
<i>Other comprehensive income (loss)</i>	146	180	326	(23)	303
<b>Balance at September 30, 2020</b>	<b>\$ (151)</b>	<b>\$ (4,141)</b>	<b>\$ (4,292)</b>	<b>\$ 1,112</b>	<b>\$ (3,180)</b>

Footnotes to the tables follow on the next page.

## Notes to Unaudited Consolidated Financial Statements

<i>In millions</i>	Foreign currency translation adjustments	Pension and other postretirement benefit plans	Total before tax	Income tax recovery (expense) <sup>(1)</sup>	Total net of tax
Balance at June 30, 2019	\$ (253)	\$ (3,804)	\$ (4,057)	\$ 1,010	\$ (3,047)
Other comprehensive income (loss) before reclassifications:					
Foreign exchange gain on translation of net investment in foreign operations	143		143	—	143
Foreign exchange loss on translation of US dollar-denominated debt designated as a hedge of the net investment in foreign operations <sup>(2)</sup>	(83)		(83)	11	(72)
Amounts reclassified from Accumulated other comprehensive loss:					
Amortization of net actuarial loss		39	39 <sup>(3)</sup>	(10) <sup>(4)</sup>	29
Amortization of prior service cost		1	1 <sup>(3)</sup>	(1) <sup>(4)</sup>	—
<i>Other comprehensive income</i>	60	40	100	—	100
<b>Balance at September 30, 2019</b>	<b>\$ (193)</b>	<b>\$ (3,764)</b>	<b>\$ (3,957)</b>	<b>\$ 1,010</b>	<b>\$ (2,947)</b>

<i>In millions</i>	Foreign currency translation adjustments	Pension and other postretirement benefit plans	Total before tax	Income tax recovery (expense) <sup>(1)</sup>	Total net of tax
Balance at December 31, 2018	\$ (41)	\$ (3,881)	\$ (3,922)	\$ 1,073	\$ (2,849)
Other comprehensive income (loss) before reclassifications:					
Foreign exchange loss on translation of net investment in foreign operations	(383)		(383)	—	(383)
Foreign exchange gain on translation of US dollar-denominated debt designated as a hedge of the net investment in foreign operations <sup>(2)</sup>	231		231	(32)	199
Amounts reclassified from Accumulated other comprehensive loss:					
Amortization of net actuarial loss		114	114 <sup>(3)</sup>	(30) <sup>(4)</sup>	84
Amortization of prior service cost		3	3 <sup>(3)</sup>	(1) <sup>(4)</sup>	2
<i>Other comprehensive income (loss)</i>	(152)	117	(35)	(63)	(98)
<b>Balance at September 30, 2019</b>	<b>\$ (193)</b>	<b>\$ (3,764)</b>	<b>\$ (3,957)</b>	<b>\$ 1,010</b>	<b>\$ (2,947)</b>

(1) The Company releases stranded tax effects from Accumulated other comprehensive loss to Net income upon the liquidation or termination of the related item.

(2) The Company designates US dollar-denominated debt of the parent company as a foreign currency hedge of its net investment in foreign operations. Accordingly, from the dates of designation, foreign exchange gains and losses on translation of the Company's US dollar-denominated debt are recorded in Accumulated other comprehensive loss, which minimizes the volatility of earnings resulting from the conversion of US dollar-denominated debt into Canadian dollars.

(3) Reclassified to Other components of net periodic benefit income in the Consolidated Statements of Income and included in net periodic benefit cost. See Note 7 - Pensions and other postretirement benefits.

(4) Included in Income tax expense in the Consolidated Statements of Income.

### 14 – Major commitments and contingencies

#### Purchase commitments

As at September 30, 2020, the Company had fixed and variable commitments to purchase rail, information technology services and licenses, wheels, rail cars, engineering services, locomotives, railroad ties, as well as other equipment and services with a total estimated cost of \$1,498 million. Costs of variable commitments were estimated using forecasted prices and volumes.

#### Contingencies

In the normal course of business, the Company becomes involved in various legal actions seeking compensatory and occasionally punitive damages, including actions brought on behalf of various purported classes of claimants and claims relating to employee and third-party personal injuries, occupational disease and property damage, arising out of harm to individuals or property allegedly caused by, but not limited to, derailments or other accidents.

As at September 30, 2020, the Company had aggregate reserves for personal injury and other claims of \$358 million, of which \$79 million was recorded as a current liability (\$352 million as at December 31, 2019, of which \$91 million was recorded as a current liability).

Although the Company considers such provisions to be adequate for all its outstanding and pending claims, the final outcome with respect to actions outstanding or pending as at September 30, 2020, or with respect to future claims, cannot be reasonably determined. When establishing provisions for contingent liabilities the Company considers, where a probable loss estimate cannot be made with reasonable certainty, a range of potential probable losses for each such matter, and records the amount it considers the most reasonable estimate within the range. However, when no amount within the range is a better estimate than any other amount, the minimum amount in the range is accrued. For matters where a loss is reasonably possible but not probable, a range of potential losses cannot be estimated due to various factors which may include the limited availability of facts, the lack of demand for specific damages and the fact that proceedings were at an early stage. Based on information currently available, the Company believes that the eventual outcome of the actions against the Company will not, individually or in the aggregate, have a material adverse effect on the Company's financial position. However, due to the inherent inability to predict with certainty unforeseeable future developments, there can be no assurance that the ultimate resolution of these actions will not have a material adverse effect on the Company's results of operations, financial position or liquidity.

#### Environmental matters

The Company's operations are subject to numerous federal, provincial, state, municipal and local environmental laws and regulations in Canada and the U.S. concerning, among other things, emissions into the air; discharges into waters; the generation, handling, storage, transportation, treatment and disposal of waste, hazardous substances, and other materials; decommissioning of underground and aboveground storage tanks; and soil and groundwater contamination. A risk of environmental liability is inherent in railroad and related transportation operations; real estate ownership, operation or control; and other commercial activities of the Company with respect to both current and past operations.

The Company is or may be liable for remediation costs at individual sites, in some cases along with other potentially responsible parties, associated with actual or alleged contamination. The ultimate cost of addressing these known contaminated sites cannot be definitively established given that the estimated environmental liability for any given site may vary depending on the nature and extent of the contamination; the nature of anticipated response actions, taking into account the available clean-up techniques; evolving regulatory standards governing environmental liability; and the number of potentially responsible parties and their financial viability. As a result, liabilities are recorded based on the results of a four-phase assessment conducted on a site-by-site basis. A liability is initially recorded when environmental assessments occur, remedial efforts are probable, and when the costs, based on a specific plan of action in terms of the technology to be used and the extent of the corrective action required, can be reasonably estimated. The Company estimates the costs related to a particular site using cost scenarios established by external consultants based on the extent of contamination and expected costs for remedial efforts. In the case of multiple parties, the Company accrues its allocable share of liability taking into account the Company's alleged responsibility, the number of potentially responsible parties and their ability to pay their respective share of the liability. Adjustments to initial estimates are recorded as additional information becomes available.

The Company's provision for specific environmental sites is undiscounted and includes costs for remediation and restoration of sites, as well as monitoring costs. Costs related to any unknown existing or future contamination will be accrued in the period in which they become probable and reasonably estimable.

As at September 30, 2020, the Company had aggregate accruals for environmental costs of \$57 million, of which \$43 million was recorded as a current liability (\$57 million as at December 31, 2019, of which \$38 million was recorded as a current liability). The Company anticipates that the majority of the liability at September 30, 2020 will be paid out over the next five years. Based on the information currently available, the Company considers its accruals to be adequate.

## Notes to Unaudited Consolidated Financial Statements

### Guarantees and indemnifications

A description of the Company's guarantees and indemnifications is provided in *Note 19 – Major commitments and contingencies* to the Company's 2019 Annual Consolidated Financial Statements.

As at September 30, 2020, the Company had outstanding letters of credit of \$425 million (\$424 million as at December 31, 2019) under the committed bilateral letter of credit facilities and \$165 million (\$149 million as at December 31, 2019) under the uncommitted bilateral letter of credit facilities, and surety and other bonds of \$168 million (\$169 million as at December 31, 2019), all issued by financial institutions with investment grade credit ratings to third parties to indemnify them in the event the Company does not perform its contractual obligations.

As at September 30, 2020, the maximum potential liability under these guarantee instruments was \$758 million (\$742 million as at December 31, 2019), of which \$694 million (\$681 million as at December 31, 2019) related to other employee benefit liabilities and workers' compensation and \$64 million (\$61 million as at December 31, 2019) related to other liabilities. The guarantee instruments expire at various dates between 2020 and 2023.

As at September 30, 2020, the Company had not recorded a liability with respect to guarantees and indemnifications as the Company did not expect to make any payments under its guarantees and indemnifications.

## 15 – Financial instruments

### Derivative financial instruments

The Company uses derivative financial instruments from time to time in the management of its foreign currency and interest rate exposures. The Company has limited involvement with derivative financial instruments in the management of its risks and does not hold or issue them for trading or speculative purposes. As at September 30, 2020, the Company had outstanding foreign exchange forward contracts with a notional value of US\$624 million (US\$1,088 million as at December 31, 2019). Changes in the fair value of foreign exchange forward contracts, resulting from changes in foreign exchange rates, are recognized in Other income in the Consolidated Statement of Income as they occur.

For the three and nine months ended September 30, 2020, the Company recorded a loss of \$30 million and a gain of \$36 million, respectively, related to foreign exchange forward contracts compared to a gain of \$24 million and a loss of \$46 million, respectively, for the same periods in 2019. These gains and losses were largely offset by the re-measurement of US dollar-denominated monetary assets and liabilities recorded in Other income.

As at September 30, 2020, the fair value of outstanding foreign exchange forward contracts included in Other current assets and Accounts payable and other was \$5 million and \$18 million, respectively (\$nil and \$24 million, respectively, as at December 31, 2019).

### Fair value of financial instruments

The financial instruments that the Company measures at fair value on a recurring basis in periods subsequent to initial recognition are categorized into the following levels of the fair value hierarchy based on the degree to which inputs are observable:

- Level 1: Inputs are quoted prices for identical instruments in active markets
- Level 2: Significant inputs (other than quoted prices included in Level 1) are observable
- Level 3: Significant inputs are unobservable

The carrying amounts of Cash and cash equivalents and Restricted cash and cash equivalents approximate fair value. These financial instruments include highly liquid investments purchased three months or less from maturity, for which the fair value is determined by reference to quoted prices in active markets.

The carrying amounts of Accounts receivable, Income taxes receivable, Other receivables included in Other current assets, and Accounts payable and other approximate fair value. The fair value of these financial instruments is not determined using quoted prices, but rather from market observable information. The fair value of derivative financial instruments, classified as Level 2, used to manage the Company's exposure to foreign currency risk and included in Other current assets and Accounts payable and other is measured by discounting future cash flows using a discount rate derived from market data for financial instruments subject to similar risks and maturities.

The carrying amount of the Company's debt does not approximate fair value. The fair value is estimated based on quoted market prices for the same or similar debt instruments, as well as discounted cash flows using current interest rates for debt with similar terms, company rating, and remaining maturity. The Company classifies debt as Level 2. As at September 30, 2020, the Company's debt, excluding finance leases, had a carrying amount of \$13,684 million (\$13,662 million as at December 31, 2019) and a fair value of \$16,695 million (\$15,667 million as at December 31, 2019).

## Management's Discussion and Analysis

This Management's Discussion and Analysis (MD&A) dated October 20, 2020, relates to the consolidated financial position and results of operations of Canadian National Railway Company, together with its wholly-owned subsidiaries, collectively "CN" or the "Company," and should be read in conjunction with the Company's 2020 unaudited Interim Consolidated Financial Statements and Notes thereto. It should also be read in conjunction with the Company's 2019 audited Annual Consolidated Financial Statements and Notes thereto, and the 2019 Annual MD&A. All financial information reflected herein is expressed in Canadian dollars and prepared in accordance with United States generally accepted accounting principles (GAAP), unless otherwise noted.

CN's common shares are listed on the Toronto and New York stock exchanges. Additional information about CN filed with Canadian securities regulatory authorities and the United States Securities and Exchange Commission (SEC), including the Company's 2019 Annual Information Form and Form 40-F, may be found online on SEDAR at [www.sedar.com](http://www.sedar.com), on the SEC's website at [www.sec.gov](http://www.sec.gov) through EDGAR, and on the Company's website at [www.cn.ca](http://www.cn.ca) in the Investors section. Printed copies of such documents may be obtained by contacting CN's Corporate Secretary's Office.

## Business profile

CN is engaged in the rail and related transportation business. CN's network, of approximately 20,000 route miles of track spans Canada and the United States of America, uniquely connecting three coasts: the Atlantic, the Pacific and the Gulf of Mexico. CN's extensive network and efficient connections to all Class I railroads provide CN customers access to Canada, the United States (U.S.) and Mexico. A true backbone of the economy, CN handles over \$250 billion worth of goods annually and carries over 300 million tons of cargo, serving exporters, importers, retailers, farmers and manufacturers.

CN's freight revenues are derived from seven commodity groups representing a diversified and balanced portfolio of goods transported between a wide range of origins and destinations. This product and geographic diversity better positions the Company to face economic fluctuations and enhances its potential for growth opportunities. For the year ended December 31, 2019, CN's largest commodity group accounted for 25% of total revenues. From a geographic standpoint, 16% of revenues relate to U.S. domestic traffic, 34% transborder traffic, 17% Canadian domestic traffic and 33% overseas traffic. The Company is the originating carrier for over 85%, and the originating and terminating carrier for over 65%, of traffic moving along its network, which allows it both to capitalize on service advantages and build on opportunities to efficiently use assets.

## Strategy overview

A description of the Company's strategy is provided in the section entitled *Strategy overview* of the Company's 2019 Annual MD&A.

### Third quarter 2020 compared to third quarter 2019

- Volumes, in terms of revenue ton miles (RTMs), improved sequentially in each month of the third quarter of 2020 and September volumes increased on a year-over-year basis, reflecting demand for certain commodities in-line with 2019 levels.
- Net income decreased by \$210 million, or 18%, to \$985 million and diluted earnings per share (EPS) decreased by 17% to \$1.38.
- Operating income was \$1,366 million, a decrease of \$247 million or 15%.
- Operating ratio was 59.9%, an increase of 2.0-points.
- An all-time quarterly record fuel efficiency of 0.85 US gallons of locomotive fuel consumed per 1,000 gross ton miles.
- Revenues were \$3,409 million, a decrease of \$421 million, or 11%, primarily due to the ongoing effects of the COVID-19 pandemic.
- CN announced the planned purchase of 1,500 new generation, high-capacity, grain hopper cars with delivery starting in the fourth quarter of 2020.
- CN achieved seven consecutive months of record grain movements, moving 7.76 million metric tonnes of Canadian grain in the third quarter, which resulted in a record third quarter for the Grain and fertilizers commodity group.
- Operating expenses decreased by \$174 million, or 8%, to \$2,043 million.
- Free cash flow was \$506 million, a decrease of \$194 million, mainly due to lower cash earnings and higher income tax instalment payments partly offset by reduced capital expenditures.<sup>(1)</sup>
- CN paid a quarterly dividend of \$0.5750 per share, representing an increase of 7%, amounting to \$408 million.

(1) See the section of this MD&A entitled *Liquidity and capital resources – Free cash flow* for an explanation of this non-GAAP measure.

## Management's Discussion and Analysis

### COVID-19 Pandemic

The COVID-19 pandemic necessitated governments, institutions and communities to take extraordinary actions to mitigate the contagion, resulting in unprecedented uncertainty arising from the partial global economic shutdown and severe contraction in the global economy. Following the first wave of the pandemic, governments reopened certain areas of the economy, with some segments of the economy subsequently experiencing early signs of a recovery in the third quarter of 2020. In parts of North America and around the world, a resurgence of COVID-19 cases is currently occurring and some governments are re-imposing various social distancing measures and other restrictions. The focus for CN has been on nimbly adjusting to the partial economic shutdown in the first half of the year, and remaining alert to potential further restrictive measures as well as a high level of uncertainty in the operating environment going forward. As a designated essential service provider, CN continues to execute its business continuity plans to deliver for its customers, the economy and the communities in which it operates, demonstrating its key role in the integrated global supply chain.

In response to the outbreak of the COVID-19 pandemic, CN deployed its multi-phase Pandemic Plan in March and continues to institute various measures to protect its employees, customers, and the communities in which CN operates:

- CN's medical team and occupational health department, who are members of the Association of American Railroads Health Committee, have played a pivotal role in CN's pandemic planning, taking direction from the World Health Organization, as well as provincial, state and federal authorities, as required, and offering best practices shared amongst North American railroads.
- With safety as its core value, CN has implemented preventative measures to ensure the safety of its employees and by extension of its customers and communities. These measures included a work from home policy for employees not required on site, restriction of employee travel, social distancing measures at CN locations, and amplifying cleaning regimens on trains, in terminals, in bunkhouses and in offices.
- Understanding the importance of timely and reliable information, CN has increased the communication to its employees, including a summary of reliable COVID-19 resources and a summary of frequently asked questions are available on CN's internal website. The Company provides frequent updates on the state of its operations, as well as an employee support tool for any questions or concerns.
- Throughout the pandemic, CN has demonstrated an understanding of how critical maintaining safe and efficient operations is to support the North American economy. As an essential service, CN has taken the important step of segregating its rail traffic control functions and spreading these mission-critical employees over six highly secure sites to better protect them from contamination.
- With relationships spanning eight provinces, 16 states and over 2,000 communities across the Company's network, CN has played an important role in strengthening the greater society. In these trying times, CN has donated over \$1 million to charities directly or indirectly affected by the economic impacts of the pandemic, such as food banks, homeless shelters, domestic violence shelters, healthcare centers, and anti-poverty organizations, in the communities where CN operates.
- The Company has encouraged its employees to give back to their community by safely and responsibly lending a hand, with practices including good hygiene, minimizing exposure by practicing social distancing, and leveraging the various electronic means of communication with stakeholders, officials, contractors, and suppliers.

### Assets held for sale

In the second quarter of 2020, the Company committed to a plan and is actively marketing for sale for on-going rail operations, certain non-core lines in Wisconsin, Michigan and Ontario representing approximately 850 miles and has met the criteria for classification of the related assets as assets held for sale. Accordingly, a \$486 million loss (\$363 million after-tax) was recorded to adjust the carrying amount of these track and roadway assets to their estimated selling price. The carrying amount of assets held for sale of \$90 million is included in Other current assets in the Consolidated Balance Sheet at September 30, 2020. The estimated selling price is based primarily on discounted cash flow projections. These projections are based on Level 3 inputs of the fair value hierarchy and reflect the Company's best estimate of market participants' pricing of the assets as well as the general condition of the assets. The significant assumptions in the valuation model include projected cash flows, discount rate and growth rate. Actual results could differ from the Company's estimates, but such differences are not expected to have a material impact on the fair value assessment. As at September 30, 2020, the criteria for the classification of assets held for sale continued to be met and there was no change in the Company's carrying amount of assets held for sale.

See the section of this MD&A entitled *Recent accounting pronouncements and policies* for additional information.



## Management's Discussion and Analysis

### Acquisitions

On April 6, 2020, the Surface Transportation Board (STB) issued its decision conditionally approving the acquisition of the Massena rail line from CSX Corporation ("CSX"), which the Company announced its agreement to purchase on August 29, 2019. On June 6, 2020, CN and CSX sought reconsideration asking the STB to remove its condition which requires the parties to propose a change to the line sale agreement for the STB's review. The petitions for reconsideration remain pending for the STB's decision. The acquisition represents more than 220 miles of track between Valleyfield, Quebec, and Woodard, New York, and will allow CN to continue to expand its network and foster additional supply chain solutions.

In the first quarter of 2020, the Company completed the purchase price allocation of the Manitoba based TransX Group of Companies ("TransX") which was acquired on March 20, 2019. The fair value of net assets acquired was adjusted to reflect the settlement of working capital and other adjustments in the fourth quarter of 2019, and the changes to current and deferred income tax balances. The acquisition positions CN to strengthen its intermodal business, and allows the Company to expand capacity and foster additional supply chain solutions.

On December 2, 2019, the Company acquired the intermodal temperature-controlled transportation division of the Alberta-based H&R Transport Limited ("H&R"). The acquisition positions CN to expand its presence in moving customer goods by offering more end to end rail supply chain solutions to a wider range of customers.

### 2020 Business outlook and assumptions - Prudent financial management in unprecedented economic uncertainty

Starting in late March 2020, the spread of the COVID-19 pandemic resulted in significantly weaker demand for freight transportation services. During the third quarter of 2020, demand partially recovered, with sequential improvements in volumes relative to the second quarter of 2020, but overall demand remained below 2019 levels. By the end of the third quarter of 2020, demand for certain commodities had recovered at or close to 2019 levels, including intermodal, driven by increased online consumer spending on imported goods as well as consumer staples, particularly the grocery sector, which CN was well-positioned to capitalize on, leveraging the acquisitions of TransX and H&R; and strong demand for lumber and panels used in home renovations and construction of new homes, as a result of accumulated demand during the pandemic lockdown phase in the second quarter. The demand for less economically-sensitive products, such as export grain and fertilizers continued to remain positive compared to last year. The demand for other commodities that CN transports remained below pre-pandemic levels including finished vehicles, industrial products used or produced by manufacturing, petroleum and chemical products, coal, and frac sand used in energy exploration as a result of ongoing economic uncertainty.

The Company is part of an integrated global supply chain and the impact of the COVID-19 pandemic on aspects of the supply chain, including ocean carriers, ports, terminals, trucking firms, and other railroads, is having a consequent impact on CN's operations.

In response to the rapid partial economic shutdown faced earlier in the year, CN undertook various actions to quickly adapt and enhance its financial and operational resilience:

- CN adjusted its resources and costs to reflect the rapid and significant reduction in demand for rail transportation services, including temporarily storing locomotives and railcars, as well as reducing headcount, crew starts, train starts, local yards, mechanical shops, and last mile trucking operations to match the decline in volumes in the first half of the year;
- In the third quarter of 2020, CN added resources back into the business as volumes began recovering;
- In light of anticipated lower volumes for the year, the 2020 capital expenditure program was reduced in the first quarter of 2020 by a net amount of \$0.1 billion from \$3.0 billion to \$2.9 billion;
- CN paused its share repurchases at the end of March 2020 due to the economic circumstances and will reassess on an ongoing basis; and
- CN issued US\$600 million 30-year 2.45% Notes in the U.S. debt capital markets, raised \$390 million of 1-year supplementary revolving credit facilities and closed a second tranche of a variable rate, 20-year term loan for US\$310 million in the first half of 2020.

The long-term implications of the COVID-19 pandemic, including the extent of the impact on the business, financial position, results of operations or liquidity, continues to remain unknown and will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and additional actions taken by governmental authorities and other parties in response to the pandemic. With the continued global spread of the COVID-19 pandemic and consequent unprecedented economic uncertainty, on April 27, 2020, the Company withdrew its 2020 guidance provided in its 2019 year-end earnings press release dated January 28, 2020. Investors should no longer rely on that guidance.

## Management's Discussion and Analysis

### Forward-looking statements

Certain statements included in this MD&A are "forward-looking statements" within the meaning of the *United States Private Securities Litigation Reform Act of 1995* and under Canadian securities laws. By their nature, forward-looking statements involve risks, uncertainties and assumptions. The Company cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the impacts of the COVID-19 pandemic on the business operations, financial results and financial position and on the global supply chain, and statements about the economic recovery and its future impact on CN. Forward-looking statements may be identified by the use of terminology such as "believes," "expects," "anticipates," "assumes," "outlook," "plans," "targets" or other similar words.

Forward-looking statements include, but are not limited to, those set forth in the table below, which also presents key assumptions used in determining the forward-looking statements. See also the section of this MD&A entitled *Strategy overview - 2020 Business outlook and assumptions - Prudent financial management in unprecedented economic uncertainty*.

Forward-looking statements	Key assumptions
Statements relating to the Company's ability to meet debt repayments and future obligations in the foreseeable future, including income tax payments, and capital spending	<ul style="list-style-type: none"><li>• Adequate credit ratios</li><li>• Investment-grade credit ratings</li><li>• Access to capital markets</li><li>• Adequate cash generated from operations and other sources of financing</li></ul>
Statements relating to pension contributions	<ul style="list-style-type: none"><li>• Adequate cash generated from operations and other sources of financing</li><li>• Adequate long-term return on investment on pension plan assets</li><li>• Level of funding as determined by actuarial valuations, particularly influenced by discount rates for funding purposes</li></ul>

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors which may cause the actual results or performance of the Company to be materially different from the outlook or any future results or performance implied by such statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Important risk factors that could affect the forward-looking statements include, but are not limited to, the duration and effects of the COVID-19 pandemic; general economic and business conditions, particularly in the context of the COVID-19 pandemic; industry competition; inflation, currency and interest rate fluctuations; changes in fuel prices; legislative and/or regulatory developments; compliance with environmental laws and regulations; actions by regulators; increases in maintenance and operating costs; security threats; reliance on technology and related cybersecurity risk; trade restrictions or other changes to international trade arrangements; transportation of hazardous materials; various events which could disrupt operations, including illegal blockades of rail networks and natural events such as severe weather, droughts, fires, floods and earthquakes; climate change; labor negotiations and disruptions; environmental claims; uncertainties of investigations, proceedings or other types of claims and litigation; risks and liabilities arising from derailments; timing and completion of capital programs; and other risks detailed from time to time in reports filed by CN with securities regulators in Canada and the U.S., including its Annual Information Form and Form 40-F. See the section entitled *Business risks* of this MD&A and the Company's 2019 Annual MD&A for a description of major risk factors.

Forward-looking statements reflect information as of the date on which they are made. CN assumes no obligation to update or revise forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs, unless required by applicable securities laws. In the event CN does update any forward-looking statement, no inference should be made that CN will make additional updates with respect to that statement, related matters, or any other forward-looking statement.

## Management's Discussion and Analysis

### Financial and operating highlights

In millions, except percentage and per share data	Three months ended September 30			Nine months ended September 30		
	2020	2019	% Change	2020	2019	% Change
Revenues	\$ 3,409	\$ 3,830	(11%)	\$ 10,163	\$ 11,333	(10%)
Operating income	\$ 1,366	\$ 1,613	(15%)	\$ 3,366	\$ 4,375	(23%)
Adjusted operating income <sup>(1)</sup>	\$ 1,366	\$ 1,613	(15%)	\$ 3,852	\$ 4,459	(14%)
Net income	\$ 985	\$ 1,195	(18%)	\$ 2,541	\$ 3,343	(24%)
Adjusted net income <sup>(1)</sup>	\$ 985	\$ 1,195	(18%)	\$ 2,763	\$ 3,293	(16%)
Basic earnings per share	\$ 1.39	\$ 1.66	(16%)	\$ 3.57	\$ 4.63	(23%)
Adjusted basic earnings per share <sup>(1)</sup>	\$ 1.39	\$ 1.66	(16%)	\$ 3.88	\$ 4.56	(15%)
Diluted earnings per share	\$ 1.38	\$ 1.66	(17%)	\$ 3.56	\$ 4.62	(23%)
Adjusted diluted earnings per share <sup>(1)</sup>	\$ 1.38	\$ 1.66	(17%)	\$ 3.87	\$ 4.56	(15%)
Dividends declared per share	\$ 0.5750	\$ 0.5375	7%	\$ 1.7250	\$ 1.6125	7%
Total assets	\$ 45,158	\$ 44,096	2%	\$ 45,158	\$ 44,096	2%
Total long-term liabilities	\$ 22,849	\$ 21,288	7%	\$ 22,849	\$ 21,288	7%
Operating ratio <sup>(2)</sup>	59.9%	57.9%	(2.0)-pts	66.9%	61.4%	(5.5)-pts
Adjusted operating ratio <sup>(1)</sup>	59.9%	57.9%	(2.0)-pts	62.1%	60.7%	(1.4)-pts
Free cash flow <sup>(3)</sup>	\$ 506	\$ 700	(28%)	\$ 2,087	\$ 1,499	39%

(1) See the section of this MD&A entitled Adjusted performance measures for an explanation of these non-GAAP measures.

(2) Operating ratio is defined as operating expenses as a percentage of revenues.

(3) See the section of this MD&A entitled Liquidity and capital resources – Free cash flow for an explanation of this non-GAAP measure.

The following table lists key measures of the Company's operating performance, for the purpose of measuring the efficiency and effectiveness of train operations:

	Three months ended September 30			Nine months ended September 30		
	2020	2019	% Change Fav (Unfav)	2020	2019	% Change Fav (Unfav)
Gross ton miles (GTMs) (millions) <sup>(1)</sup>	113,693	124,410	(9%)	330,058	367,875	(10%)
Train weight (tons) <sup>(2)</sup>	9,635	9,259	4%	9,543	9,088	5%
Train length (feet) <sup>(3)</sup>	8,987	8,462	6%	8,596	8,189	5%
Through network train speed (miles per hour) <sup>(4)</sup>	17.8	18.7	(5%)	18.5	18.2	2%
Fuel efficiency (US gallons of locomotive fuel consumed per 1,000 GTMs) <sup>(5)</sup>	0.85	0.88	3%	0.90	0.93	3%
Through dwell (entire railroad, hours) <sup>(6)</sup>	9.6	7.7	(25%)	8.8	7.9	(11%)
Car velocity (car miles per day) <sup>(7)</sup>	175	209	(16%)	184	198	(7%)

(1) GTMs: The workload performed by system trains in hauling freight or equipment. GTMs are calculated by multiplying the trailing weight by the distance the train moved. A larger number is an indicator of more traffic (and thus more revenue) being moved.

(2) Train weight: An efficiency measurement on how much tonnage each mainline train handles on average as it crosses the network. Calculated as the total of GTMs and divided by total train miles, this measure provides insight on how well each train was maximized in terms of its capacity to move traffic. This operating measure was formerly named Train productivity.

(3) Train length: An efficiency measurement on average trailing length of each mainline train on the network. Calculated as the total of car foot miles (the sum of car length multiplied by miles travelled for each trailing car) divided by total train miles, this measure provides insight on how well each train was maximized in terms of its capacity to move traffic.

(4) Through network train speed: A measure of the line-haul movement from origin to destination, including time at terminals. The average speed is calculated by dividing train miles by total hours operated, excluding yard and local trains, passenger trains, maintenance of way trains, and foreign trains. This measure represents the fluidity of trains on the network, with a higher value also indicating a more fluid network.

(5) Fuel efficiency: This measure represents how efficient the Company is in the generation and utilization of locomotive horsepower in freight train operations, with a lower number indicating improved performance. Fuel efficiency is defined as US gallons of locomotive fuel consumed per 1,000 GTMs. With approximately 85% of CN's direct Greenhouse Gas (GHG) emissions generated from rail operations, CN believes the best way to reduce its carbon footprint is by continuously improving fuel efficiency. Over the years, this focus has resulted in significant progress in decoupling volume growth from carbon emissions. CN is making a positive contribution in the fight against climate change by offering a carbon efficient and environmentally friendly way to move goods.

(6) Through dwell: The average time a car resides within terminal boundaries expressed in hours. The measurement begins with a customer release, received interchange, or train arrival event and ends with a customer placement (actual or constructive), delivered or offered in interchange, or train departure event. This excludes stored, bad ordered, maintenance of way cars, or cars with dwell greater than 10 days. This measure represents the efficiency of handling cars within the terminal, with a lower value indicating higher performance.

(7) Car velocity: The average miles per day traveled by loaded and empty cars (active system, foreign and private cars) on company lines. This measure represents the fluidity of cars on the network, calculated by the sum of miles each car traveled divided by the sum of all of the cars' active time, with a higher value indicating a smoother and more fluid operation.

## Management's Discussion and Analysis

GTMs were negatively impacted by the COVID-19 pandemic and in the first quarter by illegal blockades. In response to the reduction in volumes, the Company increased Train weight and Train length, which negatively impacted Through dwell and Car velocity. In the third quarter, the sequential improvement in volumes exceeded the sequential increase in headcount, resulting in unfavorable Through network train speed. The Company also achieved an all-time record Fuel efficiency.

## Financial results

### Third quarter and first nine months of 2020 compared to corresponding period in 2019

Net income for the third quarter of 2020 was \$985 million, a decrease of \$210 million, or 18%, and diluted earnings per share decreased by 17% to \$1.38, when compared to the same period in 2019. Net income for the nine months ended September 30, 2020 was \$2,541 million, a decrease of \$802 million, or 24%, and diluted earnings per share decreased by 23% to \$3.56, when compared to the same period in 2019.

Operating income for the quarter ended September 30, 2020 decreased by \$247 million, or 15%, to \$1,366 million when compared to the same period in 2019. Operating income for the nine months ended September 30, 2020 decreased by \$1,009 million, or 23%, to \$3,366 million when compared to the same period in 2019.

The operating ratio, defined as operating expenses as a percentage of revenues, was 59.9% in the third quarter of 2020, compared to 57.9% in the third quarter of 2019, a 2.0-point increase. The nine-month operating ratio was 66.9% in 2020 compared to 61.4% in 2019, a 5.5-point increase, of which 4.8 points are attributable to the loss on assets held for sale.

Revenues for the third quarter of 2020 were \$3,409 million compared to \$3,830 million in the same period in 2019, a decrease of \$421 million, or 11%. Revenues for the first nine months of 2020 were \$10,163 million, a decrease of \$1,170 million, or 10%, when compared to the same period in 2019. The decreases in both periods were mainly due to lower volumes across most commodity groups caused by the ongoing effects of the COVID-19 pandemic and lower applicable fuel surcharge rates, partly offset by freight rate increases as well as increased shipments of Canadian grain.

Operating expenses for the third quarter of 2020 were \$2,043 million compared to \$2,217 million for the same period in 2019, a decrease of \$174 million, or 8%. Operating expenses for the first nine months of 2020 were \$6,797 million compared to \$6,958 million for the same period in 2019, a decrease of \$161 million, or 2%. The decreases were mainly driven by lower fuel and labor costs, as well as decreased purchased services and material expense. The decrease in the first nine months was partly offset by a loss on assets held for sale in the second quarter, resulting from the Company's decision to market for sale for on-going rail operations, certain non-core lines.

## Non-GAAP measures

This MD&A makes reference to non-GAAP measures, including adjusted performance measures, constant currency, free cash flow and adjusted debt-to-adjusted earnings before interest, income taxes, depreciation and amortization (EBITDA) multiple, that do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. From management's perspective, these non-GAAP measures are useful measures of performance and provide investors with supplementary information to assess the Company's results of operations and liquidity. These non-GAAP measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP.

For further details of these non-GAAP measures, including a reconciliation to the most directly comparable GAAP financial measures, refer to the sections entitled *Adjusted performance measures*, *Constant currency* and *Liquidity and capital resources*.

## Adjusted performance measures

Management believes that adjusted net income, adjusted earnings per share, adjusted operating income and adjusted operating ratio are useful measures of performance that can facilitate period-to-period comparisons, as they exclude items that do not necessarily arise as part of CN's normal day-to-day operations and could distort the analysis of trends in business performance. Management uses adjusted performance measures, which exclude certain income and expense items in its results that management believes are not reflective of CN's underlying business operations, to set performance goals and as a means to measure CN's performance. The exclusion of such income and expense items in these measures does not, however, imply that these items are necessarily non-recurring. These measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

## Management's Discussion and Analysis

For the nine months ended September 30, 2020, the Company's adjusted net income was \$2,763 million, or \$3.87 per diluted share, which excludes a loss of \$486 million, or \$363 million after-tax (\$0.51 per diluted share) in the second quarter, resulting from the Company's decision to market for sale for on-going rail operations, certain non-core lines in Wisconsin, Michigan and Ontario, and a current income tax recovery of \$141 million (\$0.20 per diluted share) in the first quarter resulting from the enactment of the *Coronavirus Aid, Relief, and Economic Security (CARES) Act*, a U.S. tax-and-spending package aimed at providing additional stimulus to address the economic impact of the COVID-19 pandemic.

For the nine months ended September 30, 2019, the Company's adjusted net income was \$3,293 million, or \$4.56 per diluted share, which excludes a deferred income tax recovery of \$112 million (\$0.15 per diluted share or \$0.16 per basic share) in the second quarter, resulting from the enactment of a lower provincial corporate income tax rate, and a depreciation and amortization expense of \$84 million, or \$62 million after-tax (\$0.09 per diluted share) in the first quarter, related to costs previously capitalized for a Positive Train Control (PTC) back office system following the deployment of a replacement system.

The following table provides a reconciliation of net income and earnings per share, as reported for the three and nine months ended September 30, 2020 and 2019, to the adjusted performance measures presented herein:

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Net income	\$ 985	\$ 1,195	\$ 2,541	\$ 3,343
<i>Adjustments:</i>				
Depreciation expense	—	—	—	84
Loss on assets held for sale	—	—	486	—
Income tax recovery <sup>(1)</sup>	—	—	(264)	(134)
<b>Adjusted net income</b>	<b>\$ 985</b>	<b>\$ 1,195</b>	<b>\$ 2,763</b>	<b>\$ 3,293</b>
Basic earnings per share	\$ 1.39	\$ 1.66	\$ 3.57	\$ 4.63
<i>Impact of adjustments, per share</i>	—	—	0.31	(0.07)
<b>Adjusted basic earnings per share</b>	<b>\$ 1.39</b>	<b>\$ 1.66</b>	<b>\$ 3.88</b>	<b>\$ 4.56</b>
Diluted earnings per share	\$ 1.38	\$ 1.66	\$ 3.56	\$ 4.62
<i>Impact of adjustments, per share</i>	—	—	0.31	(0.06)
<b>Adjusted diluted earnings per share</b>	<b>\$ 1.38</b>	<b>\$ 1.66</b>	<b>\$ 3.87</b>	<b>\$ 4.56</b>

(1) Includes the tax impact of: (i) adjustments based on the nature of the item for tax purposes and related tax rates in the applicable jurisdiction; or (ii) tax law changes and rate enactments.

The following table provides a reconciliation of operating income and operating ratio, as reported for the three and nine months ended September 30, 2020 and 2019, to the adjusted performance measures presented herein:

<i>In millions, except percentage</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Operating income	\$ 1,366	\$ 1,613	\$ 3,366	\$ 4,375
<i>Adjustments:</i>				
Depreciation expense	—	—	—	84
Loss on assets held for sale	—	—	486	—
<b>Adjusted operating income</b>	<b>\$ 1,366</b>	<b>\$ 1,613</b>	<b>\$ 3,852</b>	<b>\$ 4,459</b>
Operating ratio	59.9 %	57.9 %	66.9%	61.4%
<i>Impact of adjustment</i>	—	—	(4.8)-pts	(0.7)-pts
<b>Adjusted operating ratio</b>	<b>59.9 %</b>	<b>57.9 %</b>	<b>62.1%</b>	<b>60.7%</b>

## Management's Discussion and Analysis

### Constant currency

Financial results at constant currency allow results to be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons in the analysis of trends in business performance. Measures at constant currency are considered non-GAAP measures and do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. Financial results at constant currency are obtained by translating the current period results denominated in US dollars at the foreign exchange rates of the comparable period in the prior year. The average foreign exchange rates were \$1.33 and \$1.35 per US\$1.00 for the three and nine months ended September 30, 2020, respectively, and \$1.32 and \$1.33 per US\$1.00 for the three and nine months ended September 30, 2019, respectively.

On a constant currency basis, the Company's net income for the three and nine months ended September 30, 2020 would have been lower by \$7 million (\$0.01 per diluted share) and \$20 million (\$0.03 per diluted share), respectively.

### Revenues

<i>In millions, unless otherwise indicated</i>	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Freight revenues	\$ 3,249	\$ 3,618	(10%)	(11%)	\$ 9,711	\$ 10,790	(10%)	(11%)
Other revenues	160	212	(25%)	(25%)	452	543	(17%)	(18%)
<b>Total revenues</b>	<b>\$ 3,409</b>	<b>\$ 3,830</b>	<b>(11%)</b>	<b>(11%)</b>	<b>\$ 10,163</b>	<b>\$ 11,333</b>	<b>(10%)</b>	<b>(11%)</b>
<b>Freight revenues</b>								
Petroleum and chemicals	\$ 591	\$ 788	(25%)	(26%)	\$ 1,967	\$ 2,298	(14%)	(15%)
Metals and minerals	342	425	(20%)	(20%)	1,055	1,286	(18%)	(19%)
Forest products	421	450	(6%)	(7%)	1,267	1,393	(9%)	(10%)
Coal	118	168	(30%)	(30%)	401	508	(21%)	(21%)
Grain and fertilizers	608	552	10%	10%	1,867	1,770	5%	5%
Intermodal	992	1,018	(3%)	(3%)	2,715	2,860	(5%)	(6%)
Automotive	177	217	(18%)	(19%)	439	675	(35%)	(36%)
<b>Total freight revenues</b>	<b>\$ 3,249</b>	<b>\$ 3,618</b>	<b>(10%)</b>	<b>(11%)</b>	<b>\$ 9,711</b>	<b>\$ 10,790</b>	<b>(10%)</b>	<b>(11%)</b>
Revenue ton miles (RTMs) ( <i>millions</i> )	56,296	60,849	(7%)	(7%)	167,183	184,245	(9%)	(9%)
Freight revenue/RTM ( <i>cents</i> )	5.77	5.95	(3%)	(4%)	5.81	5.86	(1%)	(2%)
Carloads ( <i>thousands</i> )	1,440	1,531	(6%)	(6%)	4,069	4,487	(9%)	(9%)
Freight revenue/carload (\$)	2,256	2,363	(5%)	(5%)	2,387	2,405	(1%)	(2%)

Revenues for the quarter ended September 30, 2020 were \$3,409 million compared to \$3,830 million in the same period in 2019, a decrease of \$421 million, or 11%. Revenues for the first nine months of 2020 were \$10,163 million, a decrease of \$1,170 million, or 10%, when compared to the same period in 2019. The decreases in both periods were mainly due to lower volumes across most commodity groups caused by the ongoing effects of the COVID-19 pandemic and lower applicable fuel surcharge rates, partly offset by freight rate increases as well as increased shipments of Canadian grain.

Fuel surcharge revenues decreased by \$123 million in the third quarter and \$238 million in the first nine months of 2020 when compared to the same periods in 2019, as a result of lower applicable fuel surcharge rates and lower volumes.

RTMs, measuring the relative weight and distance of freight transported by the Company, declined by 7% in the third quarter and 9% in the first nine months of 2020 when compared to the same periods in 2019. Freight revenue per RTM decreased by 3% in the third quarter and 1% in the first nine months of 2020 when compared to the same periods in 2019, mainly due to lower applicable fuel surcharge rates, partly offset by freight rate increases.

## Management's Discussion and Analysis

### Petroleum and chemicals

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 591	\$ 788	(25%)	(26%)	\$ 1,967	\$ 2,298	(14%)	(15%)
RTMs ( <i>millions</i> )	9,398	14,042	(33%)	(33%)	31,918	41,148	(22%)	(22%)
Revenue/RTM ( <i>cents</i> )	6.29	5.61	12%	11%	6.16	5.58	10%	9%
Carloads ( <i>thousands</i> )	138	177	(22%)	(22%)	442	519	(15%)	(15%)

Revenues for this commodity group decreased by \$197 million, or 25%, in the third quarter and \$331 million, or 14%, in the first nine months of 2020 when compared to the same periods in 2019. The decreases in both periods were mainly due to lower volumes of petroleum crude, chemicals and plastic products, refined petroleum products and natural gas liquids. The decreases were partly offset by liquidated damages relating to volume commitments under customer contracts.

Revenue per RTM increased by 12% in the third quarter and 10% in the first nine months of 2020 when compared to the same periods in 2019, mainly due to a significant decrease in the average length of haul and liquidated damages relating to volume commitments under customer contracts.

### Metals and minerals

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 342	\$ 425	(20%)	(20%)	\$ 1,055	\$ 1,286	(18%)	(19%)
RTMs ( <i>millions</i> )	5,419	6,458	(16%)	(16%)	15,776	19,860	(21%)	(21%)
Revenue/RTM ( <i>cents</i> )	6.31	6.58	(4%)	(5%)	6.69	6.48	3%	2%
Carloads ( <i>thousands</i> )	236	270	(13%)	(13%)	694	774	(10%)	(10%)

Revenues for this commodity group decreased by \$83 million, or 20%, in the third quarter and \$231 million, or 18%, in the first nine months of 2020 when compared to the same periods in 2019. The decreases in both periods were mainly due to reduced shipments of frac sand and semi-finished steel products.

Revenue per RTM decreased by 4% in the third quarter and increased by 3% in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to reduced shipments of frac sand to U.S. shale plays which move at a higher than average revenue per RTM, partly offset by a decrease in the average length of haul. The increase in the first nine months was mainly due to a significant decrease in the average length of haul.

### Forest products

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 421	\$ 450	(6%)	(7%)	\$ 1,267	\$ 1,393	(9%)	(10%)
RTMs ( <i>millions</i> )	6,552	6,813	(4%)	(4%)	18,903	20,902	(10%)	(10%)
Revenue/RTM ( <i>cents</i> )	6.43	6.61	(3%)	(3%)	6.70	6.66	1%	(1%)
Carloads ( <i>thousands</i> )	84	93	(10%)	(10%)	255	289	(12%)	(12%)

Revenues for this commodity group decreased by \$29 million, or 6%, in the third quarter and \$126 million, or 9%, in the first nine months of 2020 when compared to the same periods in 2019. The decreases in both periods were mainly due to lower volumes across a broad range of forest products and lower applicable fuel surcharge rates, partly offset by freight rate increases.

## Management's Discussion and Analysis

Revenue per RTM decreased by 3% in the third quarter and increased by 1% in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to an increase in the average length of haul and lower applicable fuel surcharge rates, partly offset by freight rate increases. The increase in the first nine months was mainly due to freight rate increases, partly offset by lower applicable fuel surcharge rates.

### Coal

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 118	\$ 168	(30%)	(30%)	\$ 401	\$ 508	(21%)	(21%)
RTMs ( <i>millions</i> )	3,667	4,563	(20%)	(20%)	11,987	13,556	(12%)	(12%)
Revenue/RTM ( <i>cents</i> )	3.22	3.68	(13%)	(13%)	3.35	3.75	(11%)	(11%)
Carloads ( <i>thousands</i> )	68	86	(21%)	(21%)	216	256	(16%)	(16%)

Revenues for this commodity group decreased by \$50 million, or 30%, in the third quarter and \$107 million, or 21%, in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to lower volumes of Canadian metallurgical coal via west coast ports and U.S. thermal coal exports via the Gulf Coast due to competitive market pricing as well as reduced domestic shipments to U.S. utilities. The decrease in the first nine months was mainly due to lower U.S. thermal coal exports via the Gulf Coast, partly offset by higher Canadian coal exports via west coast ports.

Revenue per RTM decreased by 13% in the third quarter and 11% in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to lower coal exports which move at a higher than average revenue per RTM. The decrease in the first nine months of 2020 was mainly due to an increase in the average length of haul.

### Grain and fertilizers

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 608	\$ 552	10%	10%	\$ 1,867	\$ 1,770	5%	5%
RTMs ( <i>millions</i> )	14,565	12,722	14%	14%	43,826	41,634	5%	5%
Revenue/RTM ( <i>cents</i> )	4.17	4.34	(4%)	(4%)	4.26	4.25	—%	—%
Carloads ( <i>thousands</i> )	162	145	12%	12%	474	461	3%	3%

Revenues for this commodity group increased by \$56 million, or 10%, in the third quarter and \$97 million, or 5%, in the first nine months of 2020 when compared to the same periods in 2019. The increase in the third quarter was mainly due to higher Canadian grain volumes, partly offset by lower applicable fuel surcharge rates. The increase in the first nine months was mainly due to higher Canadian grain volumes and freight rate increases, partly offset by lower export volumes of U.S. soybeans and wheat and lower applicable fuel surcharge rates.

Revenue per RTM decreased by 4% in the third quarter and remained flat in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to lower applicable fuel surcharge rates.



## Management's Discussion and Analysis

### Intermodal

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 992	\$ 1,018	(3%)	(3%)	\$ 2,715	\$ 2,860	(5%)	(6%)
RTMs ( <i>millions</i> )	15,916	15,294	4%	4%	42,835	44,176	(3%)	(3%)
Revenue/RTM ( <i>cents</i> )	6.23	6.66	(6%)	(7%)	6.34	6.47	(2%)	(3%)
Carloads ( <i>thousands</i> )	694	693	—%	—%	1,851	1,980	(7%)	(7%)

Revenues for this commodity group decreased by \$26 million, or 3%, in the third quarter and \$145 million, or 5%, in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to lower applicable fuel surcharge rates. The decrease in the first nine months was mainly due to lower volumes across both the international and domestic intermodal traffic, and lower applicable fuel surcharge rates.

Revenue per RTM decreased by 6% in the third quarter and 2% in the first nine months of 2020 when compared to the same periods in 2019, mainly due to lower applicable fuel surcharge rates.

### Automotive

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 177	\$ 217	(18%)	(19%)	\$ 439	\$ 675	(35%)	(36%)
RTMs ( <i>millions</i> )	779	957	(19%)	(19%)	1,938	2,969	(35%)	(35%)
Revenue/RTM ( <i>cents</i> )	22.72	22.68	—%	(1%)	22.65	22.73	—%	(1%)
Carloads ( <i>thousands</i> )	58	67	(13%)	(13%)	137	208	(34%)	(34%)

Revenues for this commodity group decreased by \$40 million, or 18%, in the third quarter and decreased by \$236 million, or 35%, in the first nine months of 2020 when compared to the same periods in 2019. The decreases in both periods were mainly driven by lower volumes of finished vehicles due to the COVID-19 pandemic, including the temporary shutdown of assembly plants and production between April and June.

Revenue per RTM remained flat in both the third quarter and in the first nine months of 2020 when compared to the same periods in 2019.

### Other revenues

	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 160	\$ 212	(25%)	(25%)	\$ 452	\$ 543	(17%)	(18%)

Other revenues decreased by \$52 million, or 25%, in the third quarter and \$91 million, or 17%, in the first nine months of 2020 when compared to the same periods in 2019. The decreases in both periods were mainly due to lower revenues from vessels and automotive logistics.

## Management's Discussion and Analysis

### Operating expenses

Operating expenses for the third quarter of 2020 were \$2,043 million compared to \$2,217 million in the same period of 2019. Operating expenses for the first nine months of 2020 were \$6,797 million compared to \$6,958 million in the same period of 2019. The decreases of \$174 million, or 8%, in the third quarter and \$161 million, or 2%, in the first nine months of 2020 were mainly driven by lower fuel and labor costs, as well as decreased purchased services and material expense. The decrease in the first nine months was partly offset by a loss on assets held for sale in the second quarter, resulting from the Company's decision to market for sale for on-going rail operations, certain non-core lines.

<i>In millions</i>	Three months ended September 30				Nine months ended September 30			
	2020	2019	% Change	% Change at constant currency	2020	2019	% Change	% Change at constant currency
Labor and fringe benefits	\$ 662	\$ 694	5%	5%	\$ 1,968	\$ 2,173	9%	10%
Purchased services and material	491	552	11%	11%	1,587	1,681	6%	6%
Fuel	262	391	33%	33%	849	1,231	31%	32%
Depreciation and amortization	391	372	(5%)	(5%)	1,187	1,175	(1%)	—%
Equipment rents	123	114	(8%)	(7%)	335	332	(1%)	1%
Casualty and other	114	94	(21%)	(21%)	385	366	(5%)	(4%)
Loss on assets held for sale	—	—	N/A	N/A	486	—	N/A	N/A
<b>Total operating expenses</b>	<b>\$ 2,043</b>	<b>\$ 2,217</b>	<b>8%</b>	<b>8%</b>	<b>\$ 6,797</b>	<b>\$ 6,958</b>	<b>2%</b>	<b>3%</b>

#### Labor and fringe benefits

Labor and fringe benefits expense decreased by \$32 million, or 5%, in the third quarter and \$205 million, or 9%, in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to lower average headcount, partly offset by higher incentive compensation related to period-over-period accrual adjustments. The decrease in the first nine months was primarily driven by lower average headcount.

#### Purchased services and material

Purchased services and material expense decreased by \$61 million, or 11%, in the third quarter and \$94 million, or 6%, in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to lower costs for services purchased from outside contractors, lower trucking and transload expense and lower material costs, driven by lower volumes. The decrease in the first nine months was mainly due to lower costs for services purchased from outside contractors and lower material costs, driven by lower volumes, partly offset by the inclusion of TransX.

#### Fuel

Fuel expense decreased by \$129 million, or 33%, in the third quarter and \$382 million, or 31%, in the first nine months of 2020 when compared to the same periods in 2019. The decreases in both periods were mainly due to lower fuel prices and volumes, as well as efficiency gains.

#### Depreciation and amortization

Depreciation and amortization expense increased by \$19 million, or 5%, in the third quarter and \$12 million, or 1%, in the first nine months of 2020 when compared to the same periods in 2019. The increases in both periods were mainly due to a higher depreciable asset base resulting from increased capital expenditures in recent years. The increase in the first nine months was partly offset by a 2019 expense of \$84 million related to costs previously capitalized for a PTC back office system following the deployment of a replacement system.

#### Equipment rents

Equipment rents expense increased by \$9 million, or 8%, in the third quarter and \$3 million, or 1%, in the first nine months of 2020 when compared to the same periods in 2019. The increase in the third quarter was mainly due to lower rental income from other railroads for the use of the Company's freight cars. The increase in the first nine months was mainly due to higher locomotive horsepower-hour expense due to more locomotives that were off line in 2019.

#### Casualty and other

Casualty and other expense increased by \$20 million, or 21%, in the third quarter and \$19 million, or 5%, in the first nine months of 2020 when compared to the same periods in 2019. The increases in both periods were mainly due to lower passenger train recoveries.

## Management's Discussion and Analysis

### Loss on assets held for sale

In the second quarter of 2020, the Company recorded a loss of \$486 million on assets held for sale, resulting from the Company's decision to market for sale for on-going rail operations, certain non-core lines in Wisconsin, Michigan and Ontario.

### Other income and expenses

#### Interest expense

Interest expense was \$137 million and \$420 million for the three and nine months ended September 30, 2020, respectively, compared to \$135 million and \$402 million, respectively, for the same periods in 2019. The increases in both periods were mainly due to a higher average level of debt, partly offset by a lower weighted-average interest rate.

#### Other components of net periodic benefit income

Other components of net periodic benefit income was \$79 million and \$237 million for the three and nine months ended September 30, 2020, respectively, compared to \$81 million and \$244 million, respectively, for the same periods in 2019.

#### Other income (loss)

For the three and nine months ended September 30, 2020, the Company recorded other loss of \$1 million and other income of \$6 million, respectively, compared to other income of \$26 million and \$51 million, respectively, for the same periods in 2019. The decreases in both periods were primarily due to minor gains on land sales in 2019.

#### Income tax expense

Income tax expense was \$322 million and \$648 million for the three and nine months ended September 30, 2020, respectively, compared to \$390 million and \$925 million, respectively, for the same periods in 2019. Income tax expense for the nine months ended September 30, 2020 included a current income tax recovery of \$141 million in the first quarter resulting from the enactment of the CARES Act. Income tax expense for the nine months ended September 30, 2019 included a deferred income tax recovery of \$112 million recorded in the second quarter resulting from the enactment of a lower provincial corporate income tax rate.

On March 27, 2020, the U.S. government enacted the CARES Act, which included corporate income tax measures allowing U.S. federal net operating losses (NOLs) arising in tax years 2018, 2019, and 2020 to be fully carried back to each of the five tax years preceding the tax year of the NOL. As a result of the CARES Act, the Company reclassified its existing deferred income tax asset of \$213 million on the NOL that arose in 2019, to a current income tax receivable and recorded a current income tax recovery of \$141 million to reflect an amount recoverable at the higher U.S. federal corporate income tax rate of 35% applicable to pre-2018 tax years.

The effective tax rates for the three and nine months ended September 30, 2020 were 24.6% and 20.3%, respectively, compared to 24.6% and 21.7%, respectively, for the same periods in 2019.

Excluding the aforementioned income tax recoveries, the effective tax rates for the nine months ended September 30, 2020 and 2019 were 24.7% and 24.3%, respectively. The increase was mainly attributable to a lower excess tax benefit resulting from the settlement of equity settled awards under the Company's stock-based compensation plans.

### Summary of quarterly financial data

<i>In millions, except per share data</i>	2020 Quarters				2019 Quarters			2018 Quarter
	Third	Second	First	Fourth	Third	Second	First	Fourth
Revenues	\$ 3,409	\$ 3,209	\$ 3,545	\$ 3,584	\$ 3,830	\$ 3,959	\$ 3,544	\$ 3,808
Operating income <sup>(1)</sup>	\$ 1,366	\$ 785	\$ 1,215	\$ 1,218	\$ 1,613	\$ 1,682	\$ 1,080	\$ 1,452
Net income <sup>(1)</sup>	\$ 985	\$ 545	\$ 1,011	\$ 873	\$ 1,195	\$ 1,362	\$ 786	\$ 1,143
Basic earnings per share <sup>(1)</sup>	\$ 1.39	\$ 0.77	\$ 1.42	\$ 1.22	\$ 1.66	\$ 1.89	\$ 1.08	\$ 1.57
Diluted earnings per share <sup>(1)</sup>	\$ 1.38	\$ 0.77	\$ 1.42	\$ 1.22	\$ 1.66	\$ 1.88	\$ 1.08	\$ 1.56
Dividends per share	\$ 0.5750	\$ 0.5750	\$ 0.5750	\$ 0.5375	\$ 0.5375	\$ 0.5375	\$ 0.5375	\$ 0.4550

(1) Certain quarters include items that management believes do not necessarily arise as part of CN's normal day-to-day operations and can distort the analysis of trends in business performance. See the section of this MD&A entitled *Adjusted performance measures* as well as the Company's 2019 Annual MD&A for additional information on these items.

## Management's Discussion and Analysis

Revenues generated by the Company during the year are influenced by seasonal weather conditions, general economic conditions, cyclical demand for rail transportation, and competitive forces in the transportation marketplace (see the section entitled *Business risks* of the Company's 2019 Annual MD&A). Operating expenses reflect the impact of freight volumes, seasonal weather conditions, labor costs, fuel prices, and the Company's productivity initiatives. Fluctuations in the Canadian dollar relative to the US dollar have also affected the conversion of the Company's US dollar-denominated revenues and expenses and resulted in fluctuations in net income in the rolling eight quarters presented above.

### Liquidity and capital resources

An analysis of the Company's liquidity and capital resources is provided in the section entitled *Liquidity and capital resources* of the Company's 2019 Annual MD&A. There were no significant changes during the first nine months of 2020, except as noted below.

As at September 30, 2020 and December 31, 2019, the Company had Cash and cash equivalents of \$285 million and \$64 million, respectively; Restricted cash and cash equivalents of \$531 million and \$524 million, respectively; and a working capital surplus of \$160 million and a deficit of \$1,457 million, respectively. There are currently no specific requirements relating to working capital other than in the normal course of business as discussed herein.

The Company expects cash from operations and its various sources of financing to be sufficient to meet its ongoing obligations.

#### Available financing sources

##### **Shelf prospectus and registration statement**

On February 11, 2020, the Company filed a new shelf prospectus with Canadian securities regulators and a registration statement with the United States Securities and Exchange Commission (SEC), pursuant to which CN may issue up to \$6.0 billion of debt securities in the Canadian and U.S. capital markets over the 25 months from the filing date. This shelf prospectus and registration statement replaced CN's previous shelf prospectus and registration statement that expired on March 13, 2020. On May 1, 2020, under its current shelf prospectus and registration statement, the Company issued US\$600 million (\$837 million) 2.45% Notes due 2050 in the U.S. capital markets, which resulted in net proceeds of \$810 million. As at September 30, 2020, the remaining capacity of this shelf prospectus and registration statement was \$5.2 billion. Access to the Canadian and U.S. capital markets under the shelf prospectus and registration statement is dependent on market conditions.

##### **Revolving credit facilities**

The Company has a revolving credit facility of \$2.0 billion that consists of a \$1.0 billion tranche maturing on May 5, 2022 and a \$1.0 billion tranche maturing on May 5, 2024. As at September 30, 2020 and December 31, 2019, the Company had no outstanding borrowings under this revolving credit facility.

On March 27, 2020, the Company entered into a \$250 million one year revolving credit facility agreement. The credit facility is available for working capital and general corporate purposes. On May 19, 2020, the Company entered into a supplement to the original agreement to increase the credit facility to \$390 million. As at September 30, 2020, the Company had no outstanding borrowings under this revolving credit facility and there were no draws during the nine months ended September 30, 2020.

##### **Non-revolving credit facility**

The Company has a US\$300 million, non-revolving term loan credit facility agreement for financing or refinancing the purchase of equipment, which was available to be drawn upon through March 31, 2020. On March 27, 2020, the Company entered into loan supplements to the original agreement for an additional principal amount of US\$310 million, which is available to be drawn through March 31, 2021. Term loans made under this facility have a tenor of 20 years, bear interest at a variable rate, are repayable in equal quarterly installments, are prepayable at any time without penalty, and are secured by rolling stock.

As at September 30, 2020, the Company had outstanding borrowings of US\$293 million (\$390 million), at an interest rate of 0.90% and had US\$310 million available under this non-revolving term loan facility. As at December 31, 2019, the Company had no outstanding borrowings and had US\$300 million available under this non-revolving term loan facility.

##### **Commercial paper**

The Company's commercial paper programs are backstopped by the Company's revolving credit facility. The maximum aggregate principal amount of commercial paper that could be issued is \$2.0 billion, or the US dollar equivalent, on a combined basis. As at September 30, 2020 and December 31, 2019, the Company had total commercial paper borrowings of US\$383 million (\$510 million) and US\$983 million (\$1,277 million), respectively, at a weighted-average interest rate of 0.13% and 1.77%, respectively, presented in Current portion of long-term debt on the Consolidated Balance Sheets.

## Management's Discussion and Analysis

### Accounts receivable securitization program

The Company has an agreement to sell an undivided co-ownership interest in a revolving pool of accounts receivable to unrelated trusts for maximum cash proceeds of \$450 million. On February 27, 2020, the Company extended the term of its agreement by two years to February 1, 2023. As at September 30, 2020, the Company had no proceeds received under the accounts receivable securitization program. As at December 31, 2019, the Company had accounts receivable securitization borrowings of \$200 million at a weighted-average interest rate of 1.90%, secured by and limited to \$224 million of accounts receivable, presented in Current portion of long-term debt on the Consolidated Balance Sheets.

### Bilateral letter of credit facilities

The Company has a series of committed and uncommitted bilateral letter of credit facility agreements. On June 11, 2020, the Company extended the maturity date of certain committed bilateral letter of credit facility agreements to April 28, 2023. As at September 30, 2020, the Company had outstanding letters of credit of \$425 million (\$424 million as at December 31, 2019) under the committed facilities from a total available amount of \$498 million (\$459 million as at December 31, 2019) and \$165 million (\$149 million as at December 31, 2019) under the uncommitted facilities. As at September 30, 2020, included in Restricted cash and cash equivalents was \$425 million (\$429 million as at December 31, 2019) and \$100 million (\$90 million as at December 31, 2019) which were pledged as collateral under the committed and uncommitted bilateral letter of credit facilities, respectively.

Additional information relating to the Company's financing sources is provided in the section entitled *Liquidity and capital resources – Available financing sources* of the Company's 2019 Annual MD&A as well as *Note 10 – Financing activities* to the Company's unaudited Interim Consolidated Financial Statements.

### Credit ratings

The Company's long-term debt and commercial paper credit ratings remain unchanged from those described in the section entitled *Liquidity and capital resources – Credit ratings* of the Company's 2019 Annual MD&A.

### Cash flows

<i>In millions</i>	Three months ended September 30			Nine months ended September 30		
	2020	2019	Variance	2020	2019	Variance
Net cash provided by operating activities	\$ 1,220	\$ 1,692	\$ (472)	\$ 4,157	\$ 4,405	\$ (248)
Net cash used in investing activities	(722)	(992)	270	(2,078)	(3,073)	995
Net cash used in financing activities	(586)	(529)	(57)	(1,852)	(1,308)	(544)
Effect of foreign exchange fluctuations on cash, cash equivalents, restricted cash, and restricted cash equivalents	–	(1)	1	1	(1)	2
<i>Net increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents</i>	<b>(88)</b>	170	(258)	<b>228</b>	23	205
Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of period	904	612	292	588	759	(171)
<i>Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of period</i>	<b>\$ 816</b>	\$ 782	\$ 34	<b>\$ 816</b>	\$ 782	\$ 34

### Operating activities

Net cash provided by operating activities decreased by \$472 million in the third quarter and \$248 million in the first nine months of 2020 when compared to the same periods in 2019. The decrease in the third quarter was mainly due to lower cash earnings and unfavorable changes in working capital. The decrease in the first nine months was mainly due to lower cash earnings partly offset by favorable changes in working capital.

## Management's Discussion and Analysis

### Pension contributions

The Company's contributions to its various defined benefit pension plans are made in accordance with the applicable legislation in Canada and the U.S. and such contributions follow minimum and maximum thresholds as determined by actuarial valuations.

Actuarial valuations are generally required on an annual basis for all Canadian defined benefit pension plans, or when deemed appropriate by the Office of the Superintendent of Financial Institutions (OSFI). Actuarial valuations are also required annually for the Company's U.S. qualified defined benefit pension plans. For accounting purposes, the funded status is calculated under GAAP. For funding purposes, the funded status of the Company's Canadian registered defined benefit pension plans is calculated under going concern and solvency scenarios as prescribed under federal pension legislation and is subject to guidance issued by the Canadian Institute of Actuaries and OSFI. The federal pension legislation requires funding deficits to be paid over a number of years. Alternatively, a letter of credit can be subscribed to fulfill solvency deficit payments. The OSFI proposed revisions to its Instruction guide for the Preparation of Actuarial Reports for defined benefit pension plans. If these proposed revisions become final, they would affect the December 31, 2020 actuarial valuations by reducing the solvency status of the Company's defined benefit pension plans, and may negatively impact the Company's pension funding requirements starting in year 2021. The OSFI has temporarily suspended their consultation in light of the COVID-19 pandemic.

The Company's most recently filed actuarial valuations for funding purposes for its Canadian registered defined benefit pension plans conducted as at December 31, 2019 indicated a funding excess on a going concern basis of approximately \$3.5 billion and a funding excess on a solvency basis of approximately \$0.6 billion calculated using the three-year average of the plans' hypothetical wind-up ratio.

Pension contributions for the nine months ended September 30, 2020 and 2019 of \$89 million and \$102 million, respectively, primarily represent contributions to the CN Pension Plan, for the current service cost as determined under the Company's applicable actuarial valuations for funding purposes. In 2020, the Company now expects to make total cash contributions of approximately \$115 million for all of its pension plans.

Adverse changes to the assumptions used to calculate the Company's funding status, particularly the discount rate, as well as changes to existing federal pension legislation or regulator guidance could significantly impact the Company's future pension contributions.

Additional information relating to the pension plans is provided in *Note 15 – Pensions and other postretirement benefits* to the Company's 2019 Annual Consolidated Financial Statements.

### Income tax payments

Net income tax payments for the nine months ended September 30, 2020 and 2019 were \$360 million and \$644 million, respectively. The decrease was mostly due to lower required instalment payments in Canada. For 2020, the Company's net income tax payments are now expected to be approximately \$700 million, and although they reflect the impacts of the CARES Act, they do not include the anticipated refund related to the carryback of U.S. federal net operating losses as it is only expected to be received in early 2021.

### Investing activities

Net cash used in investing activities decreased by \$270 million in the third quarter and \$995 million in the first nine months of 2020 when compared to the same periods in 2019, mainly due to lower property additions. Also contributing to the decrease in the first nine months of 2020 was the Company's acquisition of TransX in the first quarter of 2019.

### Property additions

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Track and roadway	\$ 549	\$ 705	\$ 1,374	\$ 1,712
Rolling stock	33	83	303	844
Buildings	21	19	40	40
Information technology	67	105	203	280
Other	21	49	88	185
<i>Gross property additions</i>	<b>691</b>	961	<b>2,008</b>	3,061
Less: Finance leases <sup>(1)</sup>	—	—	—	214
<i>Property additions</i> <sup>(2)</sup>	<b>\$ 691</b>	\$ 961	<b>\$ 2,008</b>	\$ 2,847

(1) Includes re-measurement of finance leases.

(2) Includes \$35 million and \$121 million associated with the U.S. federal government legislative PTC implementation in the three and nine months ended September 30, 2020 respectively (\$38 million and \$151 million in the three and nine months ended September 30, 2019, respectively).

## Management's Discussion and Analysis

### Acquisitions

On December 2, 2019, the Company acquired H&R for a total purchase price of \$105 million which included \$95 million cash paid on the closing date and subsequent consideration of \$10 million mostly related to funds withheld for the indemnification of claims, of which \$2 million remains to be paid.

The preliminary allocation of the purchase price to the assets acquired and liabilities assumed was performed on the basis of their respective fair values. The Company used a third party to assist in establishing the fair values of the assets acquired and liabilities assumed which resulted in the recognition of identifiable net assets of \$93 million and goodwill of \$12 million. The goodwill acquired through the business combination is mainly attributable to the premium of an established business operation. The Company's purchase price allocation is preliminary and subject to change over the measurement period, which may be up to one year from the acquisition date.

The Company's Consolidated Balance Sheets include the assets and liabilities of H&R as of December 2, 2019, the acquisition date. Since the acquisition date, H&R's results of operations have been included in the Company's results of operations. The Company has not provided pro forma information relating to the pre-acquisition period as it was not material.

On March 20, 2019, the Company acquired TransX. The total purchase price of \$192 million included an initial cash payment of \$170 million, additional consideration of \$25 million paid on August 27, 2019 upon achievement of targets, less an adjustment of \$3 million in the fourth quarter of 2019 to reflect the settlement of working capital.

The allocation of the purchase price to the assets acquired and liabilities assumed was performed on the basis of their respective fair values. The Company used a third party to assist in establishing the fair values of the assets acquired and liabilities assumed which resulted in the recognition of identifiable net assets of \$134 million and goodwill of \$58 million. The goodwill acquired through the business combination is mainly attributable to the premium of an established business operation. The Company's purchase price allocation is now final and no longer subject to change as the measurement period permitted to be up to one year from the acquisition date is closed.

The Company's Consolidated Balance Sheets include the assets and liabilities of TransX as of March 20, 2019, the acquisition date. Since the acquisition date, TransX's results of operations have been included in the Company's results of operations. The Company has not provided pro forma information relating to the pre-acquisition period as it was not material.

See *Note 3 - Business combinations* to the Company's unaudited Interim Consolidated Financial Statements for additional information.

### 2020 Capital expenditure program

In light of anticipated lower volumes for the year, the 2020 capital expenditure program was reduced in the first quarter of 2020 by \$0.2 billion, partly offset by approximately \$0.1 billion due to the negative impact of foreign exchange, resulting in a net \$0.1 billion reduction from \$3.0 billion to \$2.9 billion. Additional details of the Company's 2020 capital program are provided in the section entitled *Liquidity and capital resources – Cash flows* of the Company's 2019 Annual MD&A.

### Financing activities

Net cash used in financing activities increased by \$57 million in the third quarter and \$544 million in the first nine months of 2020 when compared to the same periods in 2019. The increase in the third quarter was primarily driven by higher net repayment of commercial paper and lower net issuance of debt; partly offset by lower repurchases of common shares. The increase in the first nine months was primarily driven by higher net repayment of commercial paper and higher net repayment of debt; partly offset by lower repurchases of common shares.

### Debt financing activities

Debt financing activities in the first nine months of 2020 included the following:

- On May 1, 2020, issuance of US\$600 million (\$837 million) 2.45% Notes due 2050 in the U.S. capital markets, which resulted in net proceeds of \$810 million;
- On February 3, 2020, repayment of US\$300 million (\$397 million) 2.40% Notes due 2020 upon maturity;
- On February 3, 2020, issuance of US\$300 million (\$397 million) equipment loan under the non-revolving credit facility;
- Repayment of equipment loan under the non-revolving credit facility of \$5 million in the third quarter and \$10 million in the first nine months;
- Net repayment of commercial paper of \$160 million in the third quarter and \$839 million in the first nine months;
- Proceeds from the accounts receivable securitization program of \$450 million;
- Repayment of accounts receivable securitization borrowings of \$650 million;
- Proceeds from borrowings under revolving credit facility agreement of \$100 million;
- Repayment of borrowings under revolving credit facility of \$100 million; and
- Repayment of finance leases of \$6 million in the third quarter and \$34 million in the first nine months.

## Management's Discussion and Analysis

Debt financing activities in the first nine months of 2019 included the following:

- On February 8, 2019, issuance of \$350 million 3.00% Notes due 2029 and \$450 million 3.60% Notes due 2049 in the Canadian capital markets, which resulted in total net proceeds of \$790 million;
- Net issuance of commercial paper of \$202 million in the third quarter and \$323 million in the first nine months;
- Proceeds from the accounts receivable securitization program of \$150 million in the third quarter; and
- Repayment of finance leases of \$58 million in the third quarter and \$78 million in the first nine months.

Additional information relating to the Company's outstanding debt securities is provided in *Note 13 – Debt* to the Company's 2019 Annual Consolidated Financial Statements.

### Repurchase of common shares

The Company may repurchase its common shares pursuant to a Normal Course Issuer Bid (NCIB) at prevailing market prices plus brokerage fees, or such other prices as may be permitted by the Toronto Stock Exchange. Under its current NCIB, the Company may repurchase up to 16.0 million common shares between February 1, 2020 and January 31, 2021. As at September 30, 2020, the Company had repurchased 2.0 million common shares for \$226 million under its current NCIB.

The Company repurchased 14.1 million common shares under its previous NCIB effective between February 1, 2019 and January 31, 2020, which allowed for the repurchase of up to 22.0 million common shares.

As of March 31, 2020, in light of the uncertain and unprecedented environment, the Company has paused share repurchases.

The following table provides the information related to the share repurchases for the three and nine months ended September 30, 2020 and 2019:

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Number of common shares repurchased	—	3.2	<b>3.3</b>	10.7
Weighted-average price per share	\$ —	\$ 122.29	\$ <b>116.97</b>	\$ 118.49
Amount of repurchase <sup>(1)</sup>	\$ —	\$ 394	\$ <b>379</b>	\$ 1,271

(1) Includes settlements in subsequent periods.

### Share Trusts

The Company's Employee Benefit Plan Trusts ("Share Trusts") purchase CN's common shares on the open market, which are used to deliver common shares under the Share Units Plan and, beginning in 2019, the Employee Share Investment Plan (ESIP). Shares purchased by the Share Trusts are retained until the Company instructs the trustee to transfer shares to participants of the Share Units Plan or the ESIP. Additional information relating to Share Trusts is provided in *Note 16 – Share capital* to the Company's 2019 Annual Consolidated Financial Statements.

### Dividends paid

The Company paid quarterly dividends of \$0.5750 per share amounting to \$408 million and \$1,225 million in the third quarter and first nine months of 2020, respectively, compared to \$385 million and \$1,161 million, respectively, at the quarterly rate of \$0.5375 per share for the same periods in 2019.



## Management's Discussion and Analysis

### Contractual obligations

In the normal course of business, the Company incurs contractual obligations. The following table sets forth the Company's contractual obligations for the following items as at September 30, 2020:

<i>In millions</i>	<b>Total</b>	2020	2021	2022	2023	2024	2025 & thereafter
Debt obligations <sup>(1)</sup>	<b>\$ 13,684</b>	\$ 518	\$ 793	\$ 343	\$ 212	\$ 478	\$ 11,340
Interest on debt obligations	<b>10,250</b>	91	537	518	502	495	8,107
Finance lease obligations <sup>(2)</sup>	<b>104</b>	27	73	1	—	—	3
Operating lease obligations <sup>(3)</sup>	<b>483</b>	33	115	79	57	40	159
Purchase obligations <sup>(4)</sup>	<b>1,498</b>	873	263	145	109	55	53
Other long-term liabilities <sup>(5)</sup>	<b>706</b>	24	60	46	46	34	496
<b>Total contractual obligations</b>	<b>\$ 26,725</b>	<b>\$ 1,566</b>	<b>\$ 1,841</b>	<b>\$ 1,132</b>	<b>\$ 926</b>	<b>\$ 1,102</b>	<b>\$ 20,158</b>

(1) Presented net of unamortized discounts and debt issuance costs and excludes finance lease obligations.

(2) Includes \$2 million of imputed interest.

(3) Includes \$70 million related to renewal options reasonably certain to be exercised and \$49 million of imputed interest.

(4) Includes fixed and variable commitments for rail, information technology services and licenses, wheels, rail cars, engineering services, locomotives, railroad ties, as well as other equipment and services. Costs of variable commitments were estimated using forecasted prices and volumes.

(5) Includes expected payments for workers' compensation, postretirement benefits other than pensions, net unrecognized tax benefits, environmental liabilities and pension obligations that have been classified as contractual settlement agreements.

### Free cash flow

Management believes that free cash flow is a useful measure of liquidity as it demonstrates the Company's ability to generate cash for debt obligations and for discretionary uses such as payment of dividends, share repurchases, and strategic opportunities. The Company defines its free cash flow measure as the difference between net cash provided by operating activities and net cash used in investing activities, adjusted for the impact of business acquisitions, if any. Free cash flow does not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

The following table provides a reconciliation of net cash provided by operating activities as reported for the three and nine months ended September 30, 2020 and 2019, to free cash flow:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
Net cash provided by operating activities	\$ 1,220	\$ 1,692	\$ 4,157	\$ 4,405
Net cash used in investing activities	(722)	(992)	(2,078)	(3,073)
Net cash provided before financing activities	498	700	2,079	1,332
Adjustment: Acquisition, net of cash acquired <sup>(1)</sup>	8	—	8	167
<b>Free cash flow</b>	<b>\$ 506</b>	<b>\$ 700</b>	<b>\$ 2,087</b>	<b>\$ 1,499</b>

(1) Relates to the acquisitions of H&R and TransX. See the section of this MD&A entitled Liquidity and capital resources - Investing activities for additional information.

### Adjusted debt-to-adjusted EBITDA multiple

Management believes that the adjusted debt-to-adjusted EBITDA multiple is a useful credit measure because it reflects the Company's ability to service its debt and other long-term obligations. The Company calculates the adjusted debt-to-adjusted EBITDA multiple as adjusted debt divided by adjusted EBITDA. These measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

## Management's Discussion and Analysis

The following table provides a reconciliation of debt and net income to the adjusted measures presented below, which have been used to calculate the adjusted debt-to-adjusted EBITDA multiple:

<i>In millions, unless otherwise indicated</i>	<i>As at and for the twelve months ended September 30,</i>		<b>2020</b>	2019
Debt	\$	<b>13,786</b>	\$	13,768
<i>Adjustments:</i>				
Operating lease liabilities, including current portion		<b>434</b>		536
Pension plans in deficiency		<b>521</b>		476
<i>Adjusted debt</i>	\$	<b>14,741</b>	\$	14,780
Net income	\$	<b>3,414</b>	\$	4,486
Interest expense		<b>556</b>		524
Income tax expense		<b>936</b>		1,278
Depreciation and amortization		<b>1,574</b>		1,521
Loss on assets held for sale		<b>486</b>		—
<i>EBITDA</i>		<b>6,966</b>		7,809
<i>Adjustments:</i>				
Other income		<b>(8)</b>		(144)
Other components of net periodic benefit income		<b>(314)</b>		(317)
Operating lease cost		<b>152</b>		190
<i>Adjusted EBITDA</i>	\$	<b>6,796</b>	\$	7,538
<i>Adjusted debt-to-adjusted EBITDA multiple (times)</i>		<b>2.17</b>		1.96

All forward-looking statements discussed in this section are subject to risks and uncertainties and are based on assumptions about events and developments that may not materialize or that may be offset entirely or partially by other events and developments. See the section of this MD&A entitled *Forward-looking statements* for a discussion of assumptions and risk factors affecting such forward-looking statements.

## Off balance sheet arrangements

### Guarantees and indemnifications

In the normal course of business, the Company enters into agreements that may involve providing guarantees or indemnifications to third parties and others, which may extend beyond the term of the agreements. These include, but are not limited to, standby letters of credit, surety and other bonds, and indemnifications that are customary for the type of transaction or for the railway business. As at September 30, 2020, the Company has not recorded a liability with respect to guarantees and indemnifications. Additional information relating to guarantees and indemnifications is provided in *Note 14 – Major commitments and contingencies* to the Company's unaudited Interim Consolidated Financial Statements.

## Outstanding share data

As at October 20, 2020, the Company had 710.2 million common shares and 3.7 million stock options outstanding.

## Financial instruments

### Risk management

In the normal course of business, the Company is exposed to various risks from its use of financial instruments, such as credit risk, liquidity risk, and market risks which include foreign currency risk, interest rate risk and commodity price risk. A description of these risks and how the Company manages them, is provided in the section entitled *Financial instruments* of the Company's 2019 Annual MD&A.

## Management's Discussion and Analysis

### Derivative financial instruments

As at September 30, 2020, the Company had outstanding foreign exchange forward contracts with a notional value of US\$624 million (US \$1,088 million as at December 31, 2019). For the three and nine months ended September 30, 2020, the Company recorded a loss of \$30 million and a gain of \$36 million, respectively, related to foreign exchange forward contracts compared to a gain of \$24 million and a loss of \$46 million, respectively, for the same periods in 2019. These gains and losses were largely offset by the re-measurement of US dollar-denominated monetary assets and liabilities recorded in Other income.

As at September 30, 2020, the fair value of outstanding foreign exchange forward contracts included in Other current assets and Accounts payable and other was \$5 million and \$18 million, respectively (\$nil and \$24 million, respectively, as at December 31, 2019).

### Fair value of financial instruments

As at September 30, 2020, the Company's debt, excluding finance leases, had a carrying amount of \$13,684 million (\$13,662 million as at December 31, 2019) and a fair value of \$16,695 million (\$15,667 million as at December 31, 2019).

Additional information relating to financial instruments is provided in *Note 15 – Financial instruments* to the Company's unaudited Interim Consolidated Financial Statements.

## Recent accounting pronouncements and policies

The following recent Accounting Standards Update (ASU) issued by the Financial Accounting Standards Board (FASB) was adopted by the Company during the first nine months of 2020:

### ASU 2016-13 Financial instruments - Credit losses (Topic 326): Measurement of credit losses on financial instruments

The ASU requires financial assets measured at amortized cost to be presented at the net amount expected to be collected. The new standard replaces the current incurred loss impairment methodology with one that reflects expected credit losses.

The Company adopted this standard in the first quarter of 2020 with an effective date of January 1, 2020. The adoption of this standard did not have an impact on the Company's Consolidated Financial Statements, other than for the new disclosure requirements.

The following recent ASU issued by FASB came into effect in the first nine months of 2020 and has not been adopted by the Company:

### ASU 2020-04 Reference rate reform (Topic 848): Facilitation of the effects of reference rate reform on financial reporting

London Interbank Offered Rate (LIBOR) is a benchmark interest rate referenced in a variety of agreements that are used by all types of entities. At the end of 2021, banks will no longer be required to report information that is used to determine LIBOR. As a result, LIBOR could be discontinued. Other interest rates used globally could also be discontinued for similar reasons.

The ASU provides optional expedients and exceptions for applying generally accepted accounting principles to transactions affected by reference rate reform if certain criteria are met. These transactions include contract modifications, hedging relationships, and sale or transfer of debt securities classified as held-to-maturity.

The provisions of the ASU are effective starting on March 12, 2020; however, they will only be available until December 31, 2022, when the reference rate replacement activity is expected to be completed. The Company may apply the provisions of the ASU as of the beginning of a reporting period when the elections are made, or prospectively from the date within an interim period that includes or is subsequent to March 12, 2020. The Company currently has outstanding loans and finance lease obligations referencing LIBOR totaling approximately US\$350 million that would be affected by the provisions of this ASU. The Company is evaluating the effects that the adoption of the ASU will have on its Consolidated Financial Statements and related disclosures, and whether it will elect to apply any of the optional expedients and exceptions provided in the ASU.

Other recently issued ASUs required to be applied for periods beginning on or after September 30, 2020 have been evaluated by the Company and are not expected to have a significant impact on the Company's Consolidated Financial Statements.

## Management's Discussion and Analysis

In the first quarter of 2020, the following accounting policy was updated as a result of the adoption of ASU 2016-13 Financial instruments - Credit losses (Topic 326): Measurement of credit losses on financial instruments:

### Accounting policy for accounts receivable

Accounts receivable are recorded at cost net of billing adjustments and an allowance for credit losses. The allowance for credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount. When a receivable is deemed uncollectible, it is written off against the allowance for credit losses. Subsequent recoveries of amounts previously written off are credited to bad debt expense in Casualty and other in the Consolidated Statements of Income.

In the second quarter of 2020, the following accounting policy was implemented as a result of the Company's decision to market for sale for on-going rail operations, certain non-core lines:

### Accounting policy for assets held for sale

Assets that are classified as held for sale are measured at the lower of their carrying amount or fair value less expected selling costs ("estimated selling price") with a loss recognized to the extent that the carrying amount exceeds the estimated selling price. The classification is applicable at the date upon which the sale of assets is probable, and the assets are available for immediate sale in their present condition. The transfer of the assets must also be expected to qualify for recognition as a completed sale within the year following the date of classification.

Assets once classified as held for sale, are not subject to depreciation or amortization and both the assets and any liabilities directly associated with the assets held for sale are classified as current in the Company's Consolidated Balance Sheets.

Subsequent changes to the estimated selling price of assets held for sale are recorded as gains or losses to income wherein the recognition of subsequent gains is limited to the cumulative loss previously recognized.

## Critical accounting estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements. On an ongoing basis, management reviews its estimates based upon available information. Actual results could differ from these estimates. The Company's policies for income taxes, capital expenditures, depreciation, pensions and other postretirement benefits, personal injury and other claims, and environmental matters, require management's more significant judgments and estimates in the preparation of the Company's consolidated financial statements and, as such, are considered to be critical. Reference is made to the section entitled *Critical accounting estimates* of the Company's 2019 Annual MD&A for a detailed description of the Company's critical accounting estimates. There have not been any material changes to these estimates in the first nine months of 2020, except as disclosed in the section of this MD&A entitled *Strategy overview - Assets held for sale*.

Management discusses the development and selection of the Company's critical accounting policies, including the underlying estimates and assumptions, with the Audit Committee of the Company's Board of Directors. The Audit Committee has reviewed the Company's related disclosures.

## Business risks

In the normal course of business, the Company is exposed to various business risks and uncertainties that can have an effect on the Company's results of operations, financial position, or liquidity. While some exposures may be reduced by the Company's risk management strategies, many risks are driven by external factors beyond the Company's control or are of a nature which cannot be eliminated.

Reference is made to the section entitled *Business risks* of the Company's 2019 Annual MD&A for a detailed description of such key areas of business risks and uncertainties with respect to: Competition, Environmental matters, Personal injury and other legal claims, Labor negotiations, Regulation, Economic conditions, Pension funding volatility, Reliance on technology and related cybersecurity risk, Trade restrictions, Terrorism and international conflicts, Customer credit risk, Liquidity, Supplier concentration, Availability of qualified personnel, Fuel costs, Foreign exchange, Interest rates, Transportation network disruptions, Severe weather and Climate change, which is incorporated herein by reference. Additional risks and uncertainties not currently known to management or that may currently not be considered material by management, could nevertheless also have an adverse effect on the Company's business.

## Management's Discussion and Analysis

The following are material changes to the risks described in the Company's 2019 Annual MD&A, as well as an update on labor workforce and regulatory matters.

### **Pandemic risk & economic downturn**

Severe disruptions in regional economies and the world economy can be caused by the pandemic outbreak of a contagious illness, such as the current COVID-19 pandemic. The transmission of COVID-19 and efforts to contain its spread have resulted in international, national and local border closings, travel restrictions, significant disruptions to business operations, supply chains and customer activity and demand, service cancellations, reductions and other changes, significant challenges in healthcare service preparation and delivery, and quarantines, as well as considerable general concern and uncertainty, all of which have negatively affected the economic environment and may in the future have further and larger impacts. It is not possible to predict what additional measures and restrictions will be imposed by governmental authorities and the period in time during which those measures and restrictions will apply. Prolonged border closings and economic and supply chain disruptions could further materially affect the Company's financial results and operations. The COVID-19 pandemic could also further and significantly impact freight demand and commodity prices in connection with the ensuing economic downturn, supply shortages, trade disruption, temporary staff shortages, temporary closures of facilities in geographic locations more importantly impacted by the outbreak. The scope and severity of such disruptions and their impact on the Company's financial results and operations have been, and are expected to continue to be material.

### **Trade restrictions**

On March 13, 2020, Canada ratified the United States-Mexico-Canada Agreement (USMCA), the new trade agreement replaces the North American Free Trade Agreement (NAFTA). All three countries have ratified the agreement which came into force on July 1, 2020.

There can be no assurance that the potential outcome of other ongoing trade actions taken by governments and agencies globally will not materially adversely affect the volume of rail shipments and/or revenues from commodities carried by the Company, and thus materially and negatively impact earnings and/or cash flow.

### **Transportation network disruptions**

Due to the integrated nature of the North American freight transportation infrastructure, the Company's operations may be negatively affected by service disruptions of its own network, including illegal blockades, as well as of other transportation links such as ports and other railroads which interchange with the Company. A significant prolonged service disruption of CN's network or one or more of these entities could have an adverse effect on the Company's results of operations, financial position or liquidity. Furthermore, deterioration in the cooperative relationships with the Company's connecting carriers could directly affect the Company's operations.

### **Labor workforce and negotiations**

As at September 30, 2020, CN employed a total of 17,274 employees in Canada, of which 12,281, or 71%, were unionized employees, and 6,734 employees in the U.S., of which 5,635, or 84%, were unionized employees. The Company's relationships with its unionized workforce are governed by, amongst other items, collective agreements which are negotiated from time to time. Disputes relating to the renewal of collective agreements could potentially result in strikes, slowdowns and loss of business. Future labor agreements or renegotiated agreements could increase labor and fringe benefits and related expenses. There can be no assurance that the Company will be able to renew and have its collective agreements ratified without any strikes or lockouts or that the resolution of these collective bargaining negotiations will not have a material adverse effect on the Company's results of operations or financial position.

### **Regulation**

In order to facilitate the continued movement of goods during the COVID-19 pandemic, regulatory agencies in the U.S. and Canada have issued waivers or exemptions to railway companies providing relief from the strict application of some regulations. These reliefs were provided to facilitate social distancing and other constraints associated with the COVID-19 pandemic that would prevent railways from complying with requirements in a manner consistent with existing provisions.

### **Economic regulation - U.S.**

The *Passenger Rail Investment and Improvement Act of 2008* (PRIIA) required Amtrak and the Federal Railroad Administration (FRA) of joint authority to promulgate the PRIIA performance standards. The prior metrics were vacated and the arbitration provision in the statute was severed by the U.S. Court of Appeals for the District of Columbia. On March 31, 2020, the FRA proposed metrics for measuring performance. The FRA held a public hearing by way of conference call on April 30, 2020. CN, along with other freight railroads and Association of American

## Management's Discussion and Analysis

Railroads (AAR) submitted comments on June 1, 2020. As part of PRIIA, U.S. Congress authorized the STB to investigate any railroad over whose track Amtrak operates that fails to meet the performance standards under PRIIA and the STB is authorized to assess damages against the host railroad.

In 2019, the STB proposed rules and policy statements and received comments related to the reporting of rail service data, the agency's methodology for determining the rail industry's cost of capital, and rate reasonableness standards, in addition to issuing proposals concerning demurrage and accessorial charges.

On April 30, 2020, the STB adopted a final rule and policy statement relating to demurrage and proposed supplemental rules relating to demurrage invoices.

On June 23, 2020, the STB withdrew its proposal to change its existing methodology for determining the rail industry's cost of capital.

On August 3, 2020, the STB issued a final rule to adopt a streamlined approach for pleading market dominance in a case challenging the reasonableness of a railroad's rate. Several shipper associations have sought reconsideration.

On September 30, 2020, the STB requested public comment by December 4, 2020 concerning a new proposed approach that could be used to consider whether to revoke existing commodity exemptions and instead subject those commodities to STB regulation.

### **Safety regulation - Canada**

On February 7, 2020, the Minister issued an order restricting to speed of trains carrying dangerous goods. On February 16, 2020, the Minister revised the order to take into account the substantial investments made to equip main line tracks with automated signaling technology, on which the vast majority of CN's traffic is handled. The revised order enabled the Company to recover more efficiently from the illegal blockades. The Minister has issued a new Ministerial Order taking effect on April 1, 2020 to replace the order issued on February 16, 2020. This new order applies to trains moving crude oil or liquefied petroleum gas by establishing speed restrictions for non-winter and winter months.

### **Safety regulation - U.S.**

On February 18, 2020, the FRA issued a final rule that requires each Class I railroad and certain shortline railroads to develop a Railroad Risk Reduction Program in a written plan that will be reviewed and approved by the FRA and will be subject to audit. Written plans must be submitted by August 2021. On April 10, 2020, the AAR sought reconsideration from the FRA on certain aspects of the final rule. On May 8, 2020, the FRA denied AAR's request for reconsideration of the implementation deadlines and will respond to two other points in AAR's petition in a separate decision.

PTC is a collision avoidance technology designed to override locomotive controls and prevent train-to-train collisions, overspeed derailments, misaligned switch derailments, and unauthorized incursions onto established work zones. In 2018, the Company completed the milestones required for the extension and the FRA approved the extension for the Company to complete full implementation by December 31, 2020. As of the second quarter of 2020, CN continued to progress interoperability testing with tenant railroads. On June 29, 2020, CN submitted its Request for Amendment to the PTC Safety Plan, as per the FRA's request for all Class I railroads. Noncompliance with these or other laws and regulations may subject the Company to fines, penalties and/or service interruptions. The implementation of PTC will result in additional capital expenditures and operating costs. In order to implement PTC, the Company has invested in various information technology applications, including back office systems, aimed to enhance the reliability of PTC operations. If the Company identifies in the future, better or more reliable technology, the Company may consider implementing such technology, which may result in additional costs. PTC may result in reduced operational efficiency and service levels.

No assurance can be given that these and any other current or future regulatory or legislative initiatives by the U.S. federal government and agencies will not materially adversely affect the Company's results of operations or its competitive and financial position.

## Controls and procedures

The Company's Chief Executive Officer and its Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2020, have concluded that the Company's disclosure controls and procedures were effective.

During the third quarter ended September 30, 2020, there was no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.