



Accelerating Sustainable, Profitable Growth

INVESTOR PRESENTATION
January 2024

TSX: CNR NYSE: CNI



Forward-looking statements



Certain statements included in this presentation constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and under Canadian securities laws, including statements based on management's assessment and assumptions and publicly available information with respect to CN. By their nature, forward-looking statements involve risks, uncertainties and assumptions. CN 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 may be identified by the use of terminology such as "believes", "expects", "anticipates", "assumes", "outlook", "plans", "targets" or other similar words.

2024 Key Assumptions

CN has made a number of economic and market assumptions in preparing its 2024 outlook. The Company assumes slightly positive North American industrial production in 2024. For the 2023/2024 crop year, the grain crop in Canada was below its three-year average (also below when excluding the significantly lower 2021/2022 crop year) and the U.S. grain crop was above its three-year average. The Company assumes that the 2024/2025 grain crop in Canada will be in line with its three-year average (excluding the significantly lower 2021/2022 crop year) and the U.S. grain crop will also be in line with its three-year average. CN assumes RTM growth in mid-single digit range. CN assumes continued pricing above rail inflation upon contract renewals. CN also assumes that in 2024, the value of the Canadian dollar in U.S. currency will be approximately \$0.75, and assumes that in 2024 the average price of crude oil (West Texas Intermediate) will be approximately in the US\$70 - US\$80 range per barrel.

2024-2026 Key Assumptions

CN has made a number of economic and market assumptions in preparing its three-year financial perspective. CN assumes North American industrial production growth of at least two percent CAGR for 2024-2026. CN assumes continued pricing above rail inflation. CN assumes that the value of the Canadian dollar in U.S. currency will be approximately \$0.75 and that the average price of crude oil (West Texas Intermediate) will be approximately US\$80 per barrel during this period.

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors which may cause actual results, performance or achievements of CN to be materially different from the outlook or any future results, performance or achievements 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, general economic and business conditions, including factors impacting global supply chains such as pandemics and geopolitical conflicts and tensions; 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 and other types of claims and litigation; risks and liabilities arising from derailments; timing and completion of capital programs; the availability of and cost competitiveness of renewable fuels and the development of new locomotive propulsion technology; reputational risks; supplier concentration; pension funding requirements and volatility; and other risks detailed from time to time in reports filed by CN with securities regulators in Canada and the United States. Reference should also 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 relating to CN.

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. Information contained on, or accessible through, our website is not incorporated by reference into this presentation.

Caution regarding 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 presentation that do not have any standardized meaning prescribed by GAAP, including adjusted net income, adjusted diluted earnings per share (EPS), adjusted operating income and adjusted operating ratio (referred to as adjusted performance measures), free cash flow, return on invested capital (ROIC) and adjusted ROIC. 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, see the Q4 2023 Earnings Release filed on January 23rd, 2024, which is incorporated by reference herein which may be found online on SEDAR+ at www.sedarplus.ca, on the SEC's website at www.sec.gov through EDGAR, and on the Company's website at www.cn.ca in the Investors section.

CN's full-year adjusted diluted EPS outlook and full-year adjusted ROIC outlook exclude certain adjustments, which are expected to be comparable to adjustments made in prior years. However, management cannot individually quantify on a forward-looking basis the impact of these adjustments on its adjusted diluted EPS or its adjusted ROIC because these items, which could be significant, are difficult to predict and may be highly variable. As a result, CN does not provide a corresponding GAAP measure for, or reconciliation to, its adjusted diluted EPS outlook or its adjusted ROIC outlook.

All amounts in this presentation are expressed in Canadian dollars, unless otherwise noted.

CN at a glance

TSX: CNR NYSE: CNI

- 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
- CN seeks to be regarded internationally as among the **best-performing transportation and logistics companies**
- CN is committed to **creating value for customers and shareholders** by deepening customer engagement, leveraging the strength of our franchise and delivering operational and service excellence



2023 HIGHLIGHTS ⁽¹⁾

~25,000 employees (at end of year) **\$108B** market capitalization

18,800 route miles **5.4M** carloads

\$16.8B total revenues **\$52.7B** total assets

\$3.1B capital investments
(net of amounts reimbursed by customers) **\$3.9B** free cash flow ⁽²⁾

(1) Data is as at or for the year ending December 31, 2023, unless otherwise indicated.

(2) This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. See the section entitled "Free cash flow" in the Q4 2023 Quarterly Review filed on January 23rd, 2024, which are incorporated by reference herein, for an explanation of this non-GAAP measure.

CN's foundation of excellence and core strengths

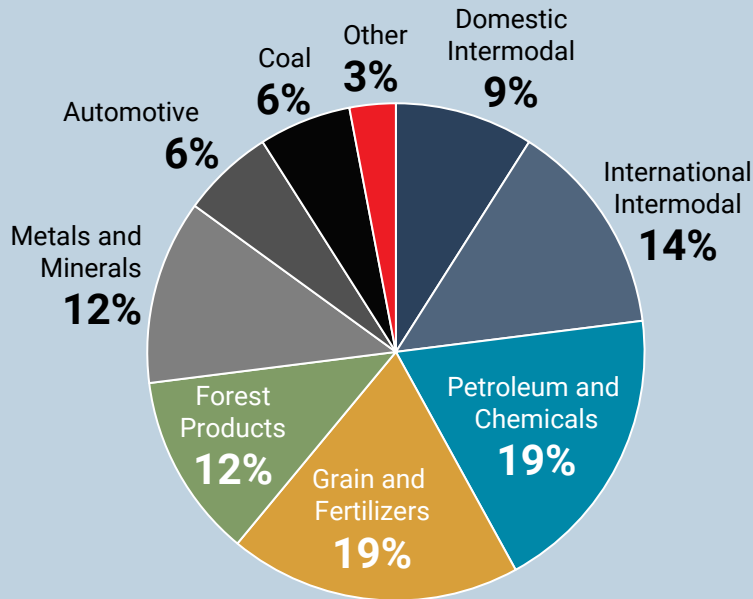


- ✓ **Among the best rail networks in North America;** three coast-access and a fluidity advantage around Chicago
- ✓ **Pioneer of scheduled railroading;** focus on driving car velocity
- ✓ **Powering sustainable growth;** focus on long-term profitable growth opportunities
- ✓ **ESG leadership;** industry leader in locomotive fuel and carbon efficiency; 11 years on the Dow Jones Sustainability World Index
- ✓ **Culture of safety, efficiency, integrity, and diversity;** building the next generation of railroaders
- ✓ **Strong balance sheet;** provides financial flexibility



Great Franchise

A diversified portfolio



Based on 2023 revenues

Global West
26%

Over 85% of traffic originates on CN's network and over 65% originates and terminates on CN's network

Domestic Canada
18%

Transborder
32%

Global East
5%

Domestic U.S.
16%

Global South
3%

Well-positioned for growth

CN leadership

Backed by a dedicated team of ~25,000 railroaders



Tracy Robinson
President & Chief Executive Officer



Ghislain Houle
Executive Vice-President & Chief Financial Officer



Remi Lalonde
Executive Vice-President & Special Advisor to the CEO



Doug MacDonald
Executive Vice-President & Chief Marketing Officer



Dominique Malenfant
Executive Vice-President & Chief Information & Technology Officer



Derek Taylor
Executive Vice-President & Chief Field Operations Officer



Patrick Whitehead
Executive Vice-President & Chief Network Operations Officer



Olivier Chouc
Senior Vice-President & Chief Legal Officer



Josée Girard
Senior Vice-President & Chief Human Resources Officer



Patrick Lortie
Senior Vice-President & Chief Strategy Officer



Janet Drysdale
Senior Vice-President & Chief Stakeholder Relations Officer

CN's key strengths

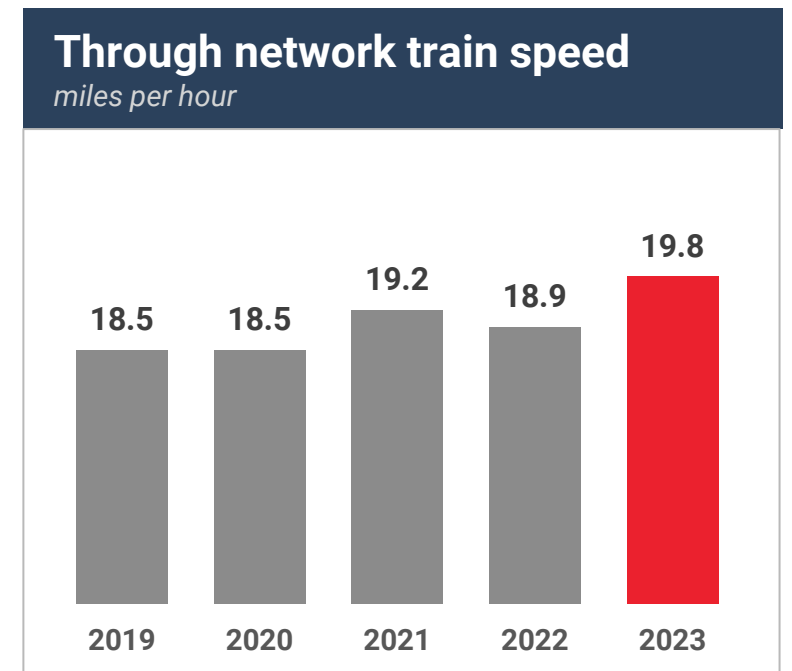
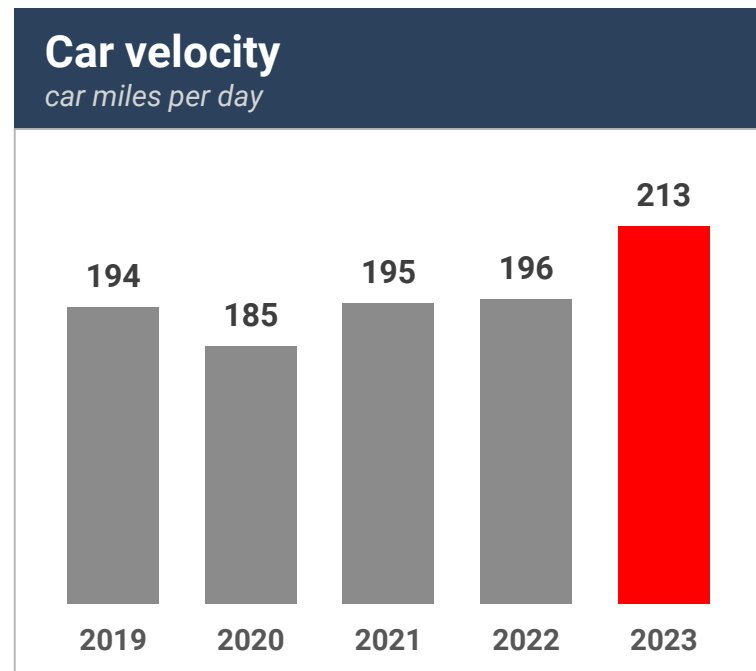
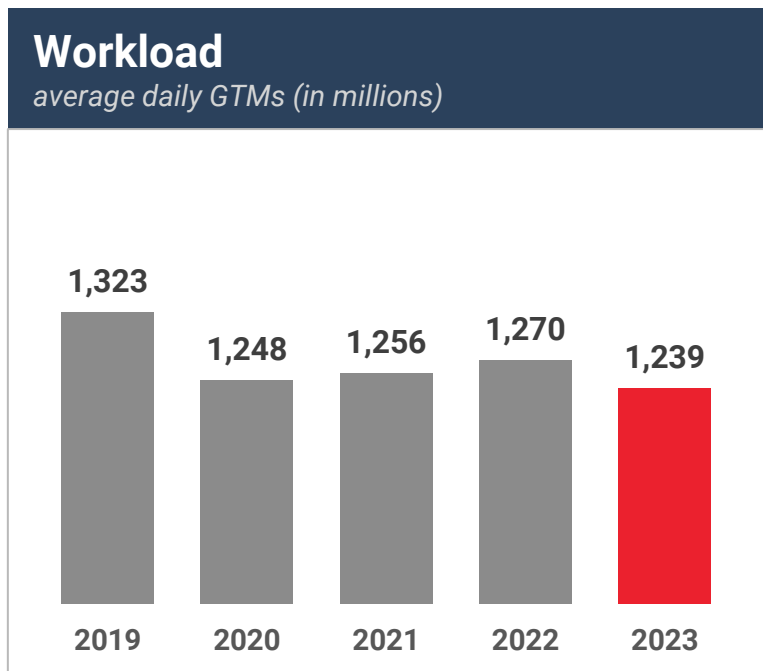
- Advantaged **three-coast network** with port optionality; diversified portfolio
- Driving **scheduled railroading** with a focus on car velocity
- Preparing the **next generation** of railroading talent
- Deploying **technology** – a strategic driver of value
- **Strong balance sheet** provides financial flexibility
- **Delivering responsibly**



Operational excellence

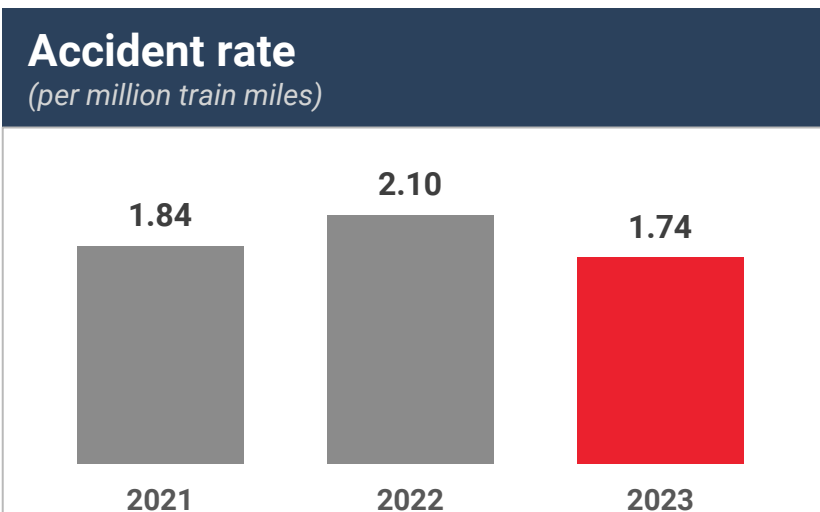
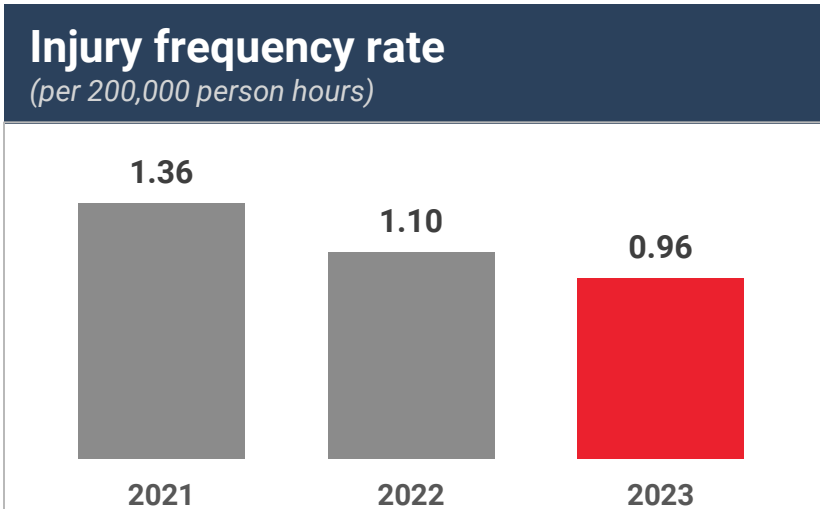


- Unwavering focus on continuous improvement
- Operational fluidity driving improved customer service and lower operating costs
- Resources in place to accommodate growth opportunities



Safety is a core value

An uncompromising commitment to the health and safety of our employees, the customers we serve, and the communities and environment in which we operate



Employee Health & Safety – Focusing on prevention

- Putting safety at the center of our day-to-day operations with prevention and training programs designed to minimize risk, reduce injuries and accidents, and engage employees at all levels of the organization
- Thorough and systematic approach to safety, safety culture, risk management programs (including emergency preparedness and response), and operational integrity at all levels

Accident & Safety Management – Minimizing accidents and spills

- On-going investments in infrastructure and innovative technology, including:
 - a 3D tie rating technology system, unmanned aerial vehicles, automated track inspection, automated railcar inspection portals and predictive data analytics
- Structured community engagement program to share information on crossing safety, corridor risk assessments, proximity guidelines, dangerous goods traffic and emergency response training

Building the next generation of railroaders



Continuous learning and development

16,000 +

Students through CN Campuses and other CN-sponsored training in 2023; includes new-hire onboarding and employee skills re-certification.

Ensuring continuous learning for our employees is critical to having a skilled, safe and engaged labor force

Canadian unionized workforce of ~13,350 ⁽¹⁾

Canadian Unionized Employees ⁽²⁾	Number of employees ⁽¹⁾	Collective agreement expiration
Conductors and yard coordinators ⁽³⁾	4,050	December 31, 2023
Locomotive engineers ⁽³⁾	2,089	December 31, 2023
Track forces ⁽³⁾	2,506	December 31, 2023
Signals and communications	742	December 31, 2025
Shopcraft	1,817	December 31, 2024
Clerical and Intermodal	1,574	December 31, 2024

U.S. unionized workforce of ~5,800 ⁽¹⁾

U.S. Unionized Employees

CN is part of a national labor relation council, which works in collaboration with all the railroads to provide a stable operating landscape in the U.S.

⁽¹⁾ As at December 31, 2023.

⁽²⁾ Excludes rail traffic controllers, special agents and other.

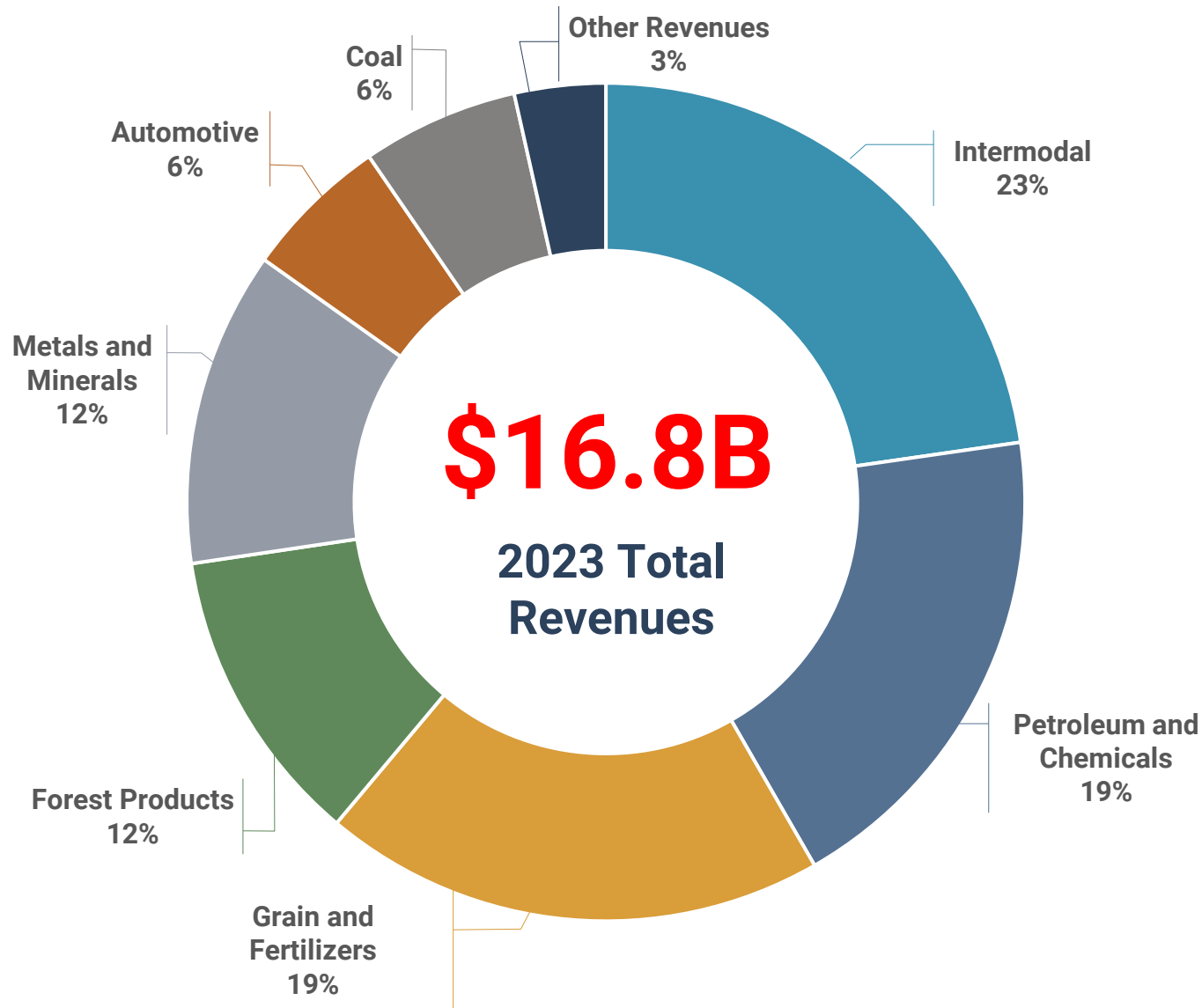
⁽³⁾ CN is in active dialogue with these unions

Our markets

- Pursuing long-term profitable growth
- Strategic pipeline of growth opportunities, growing with our customers and partners across the network
- Fostering consumer product and rail centric supply chain organic opportunities
- Balanced growth across carload and consumer products segments
- Focused on driving strong yields with contract renewals above rail inflation



Market overview



7 major ports

Served across North America

65%

Of traffic originating and terminating on CN's Network

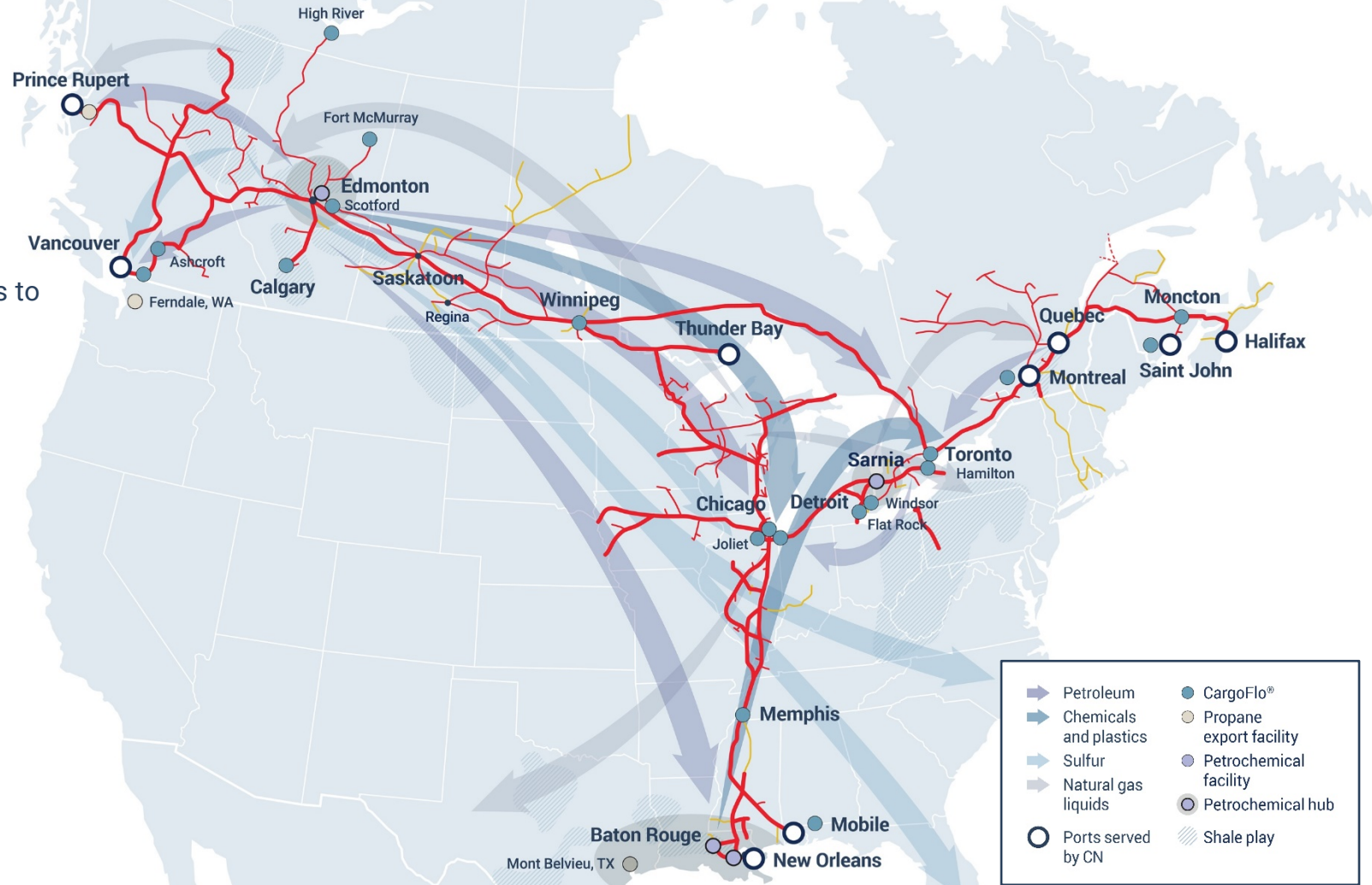
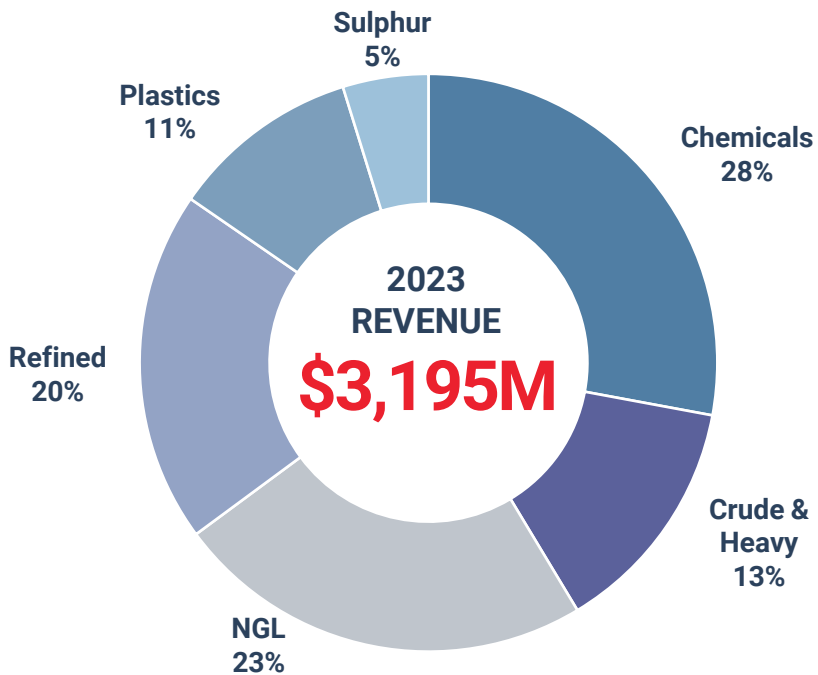
~700+ miles

Average length of haul

Petroleum and Chemicals

The global demand for secure, clean energy continues to drive growth along our energy corridors

- Serves three key petrochemical hubs in North America: Alberta, Louisiana and Ontario
- Handles over 50% of all Canadian chemicals production
- Export of propane and plastics broadens customer access to international markets
- international markets



Metals and minerals



CN has a proven track record as a matchmaker by connecting producers with end markets

Metals

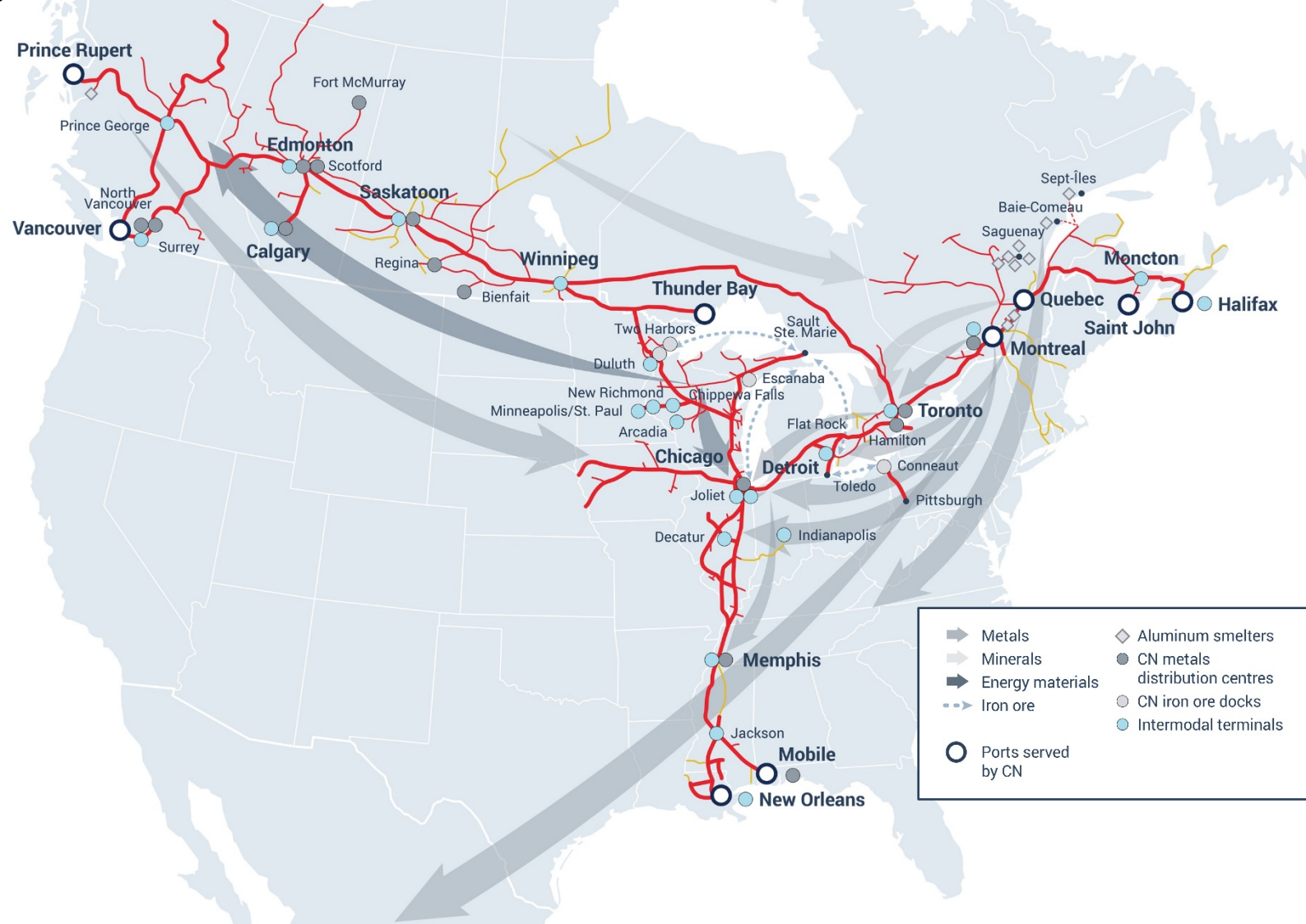
- Serves 10 aluminum smelters, more than any other railroad in North America
- The top mover of aluminum, iron ore and base metal ore in North America

Frac Sand

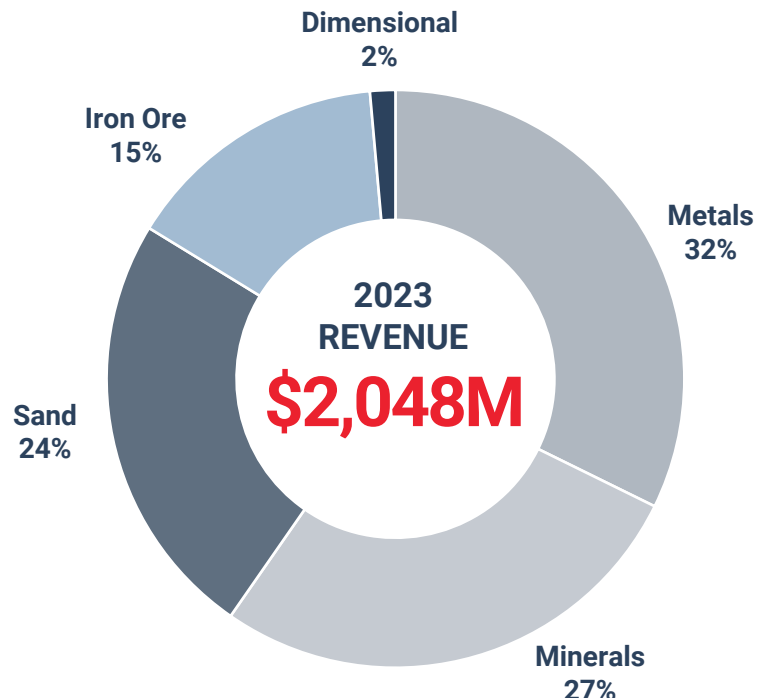
- Reaches all the top shale plays in Canada

Minerals

- Longer term opportunity for critical minerals such as lithium, copper, nickel and cobalt



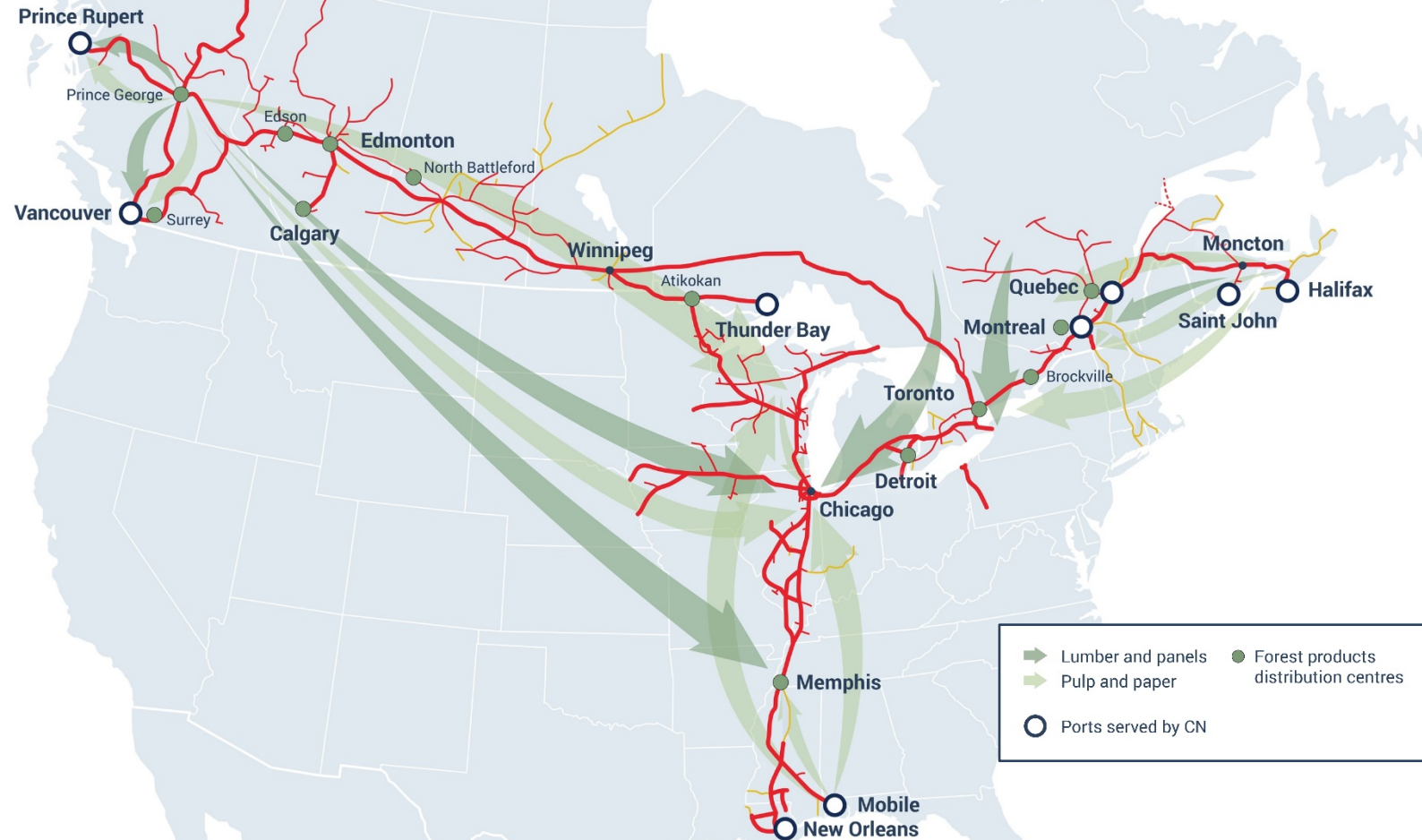
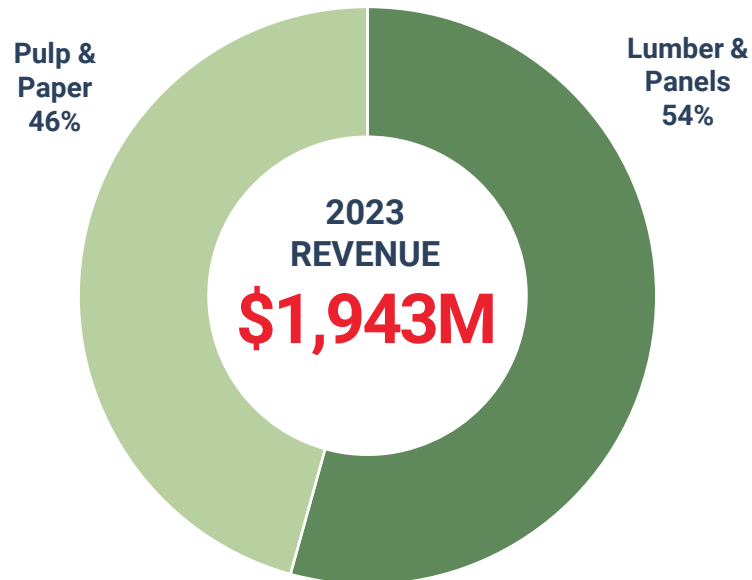
➔ Metals	◇ Aluminum smelters
➔ Minerals	● CN metals distribution centres
➔ Energy materials	○ CN iron ore docks
➔ Iron ore	● Intermodal terminals
○ Ports served by CN	



Forest products

The CN Network serves key fiber sourcing regions

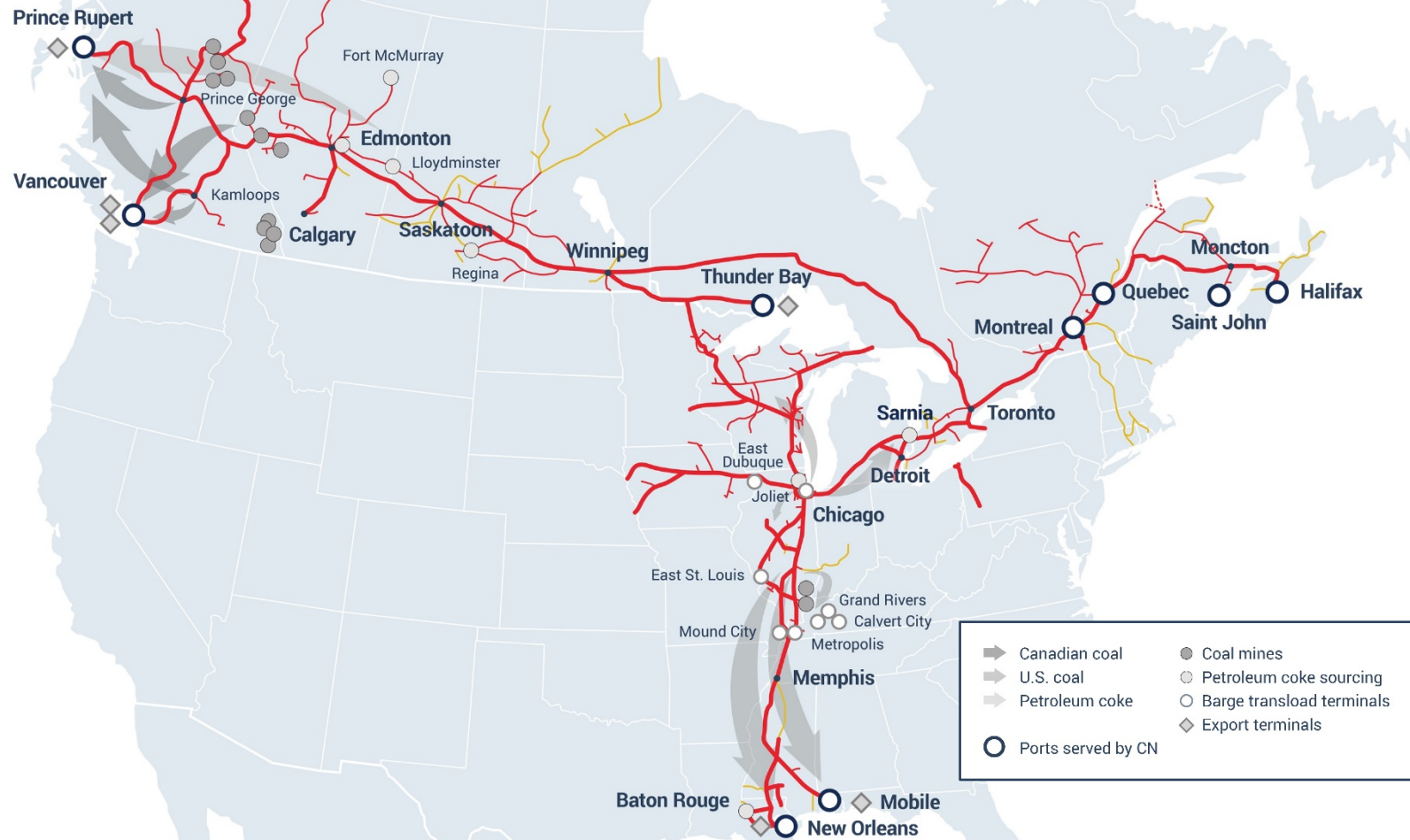
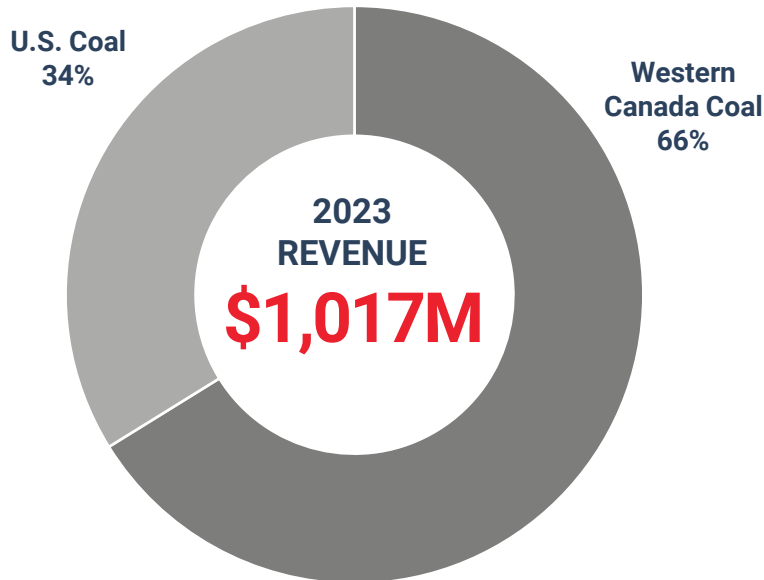
- Largest North American forest products railcar fleet: 10,000+ centerbeams car and 10,000+ boxcars
- Driven by new housing, repair and renovation
- Packaging demand backed by internet sales and general deliveries



Coal

Consistency and resiliency for our customers by leveraging our multiple coal export outlets

- Unique single access to Trigon (Prince Rupert) and Convent Marine Terminal (Louisiana) terminals, offering opportunities for growth in Canadian and U.S. export coal
- Coalspur (Vista) coal mine (started in May 2019), CST and Coal Valley restarted production in late 2021

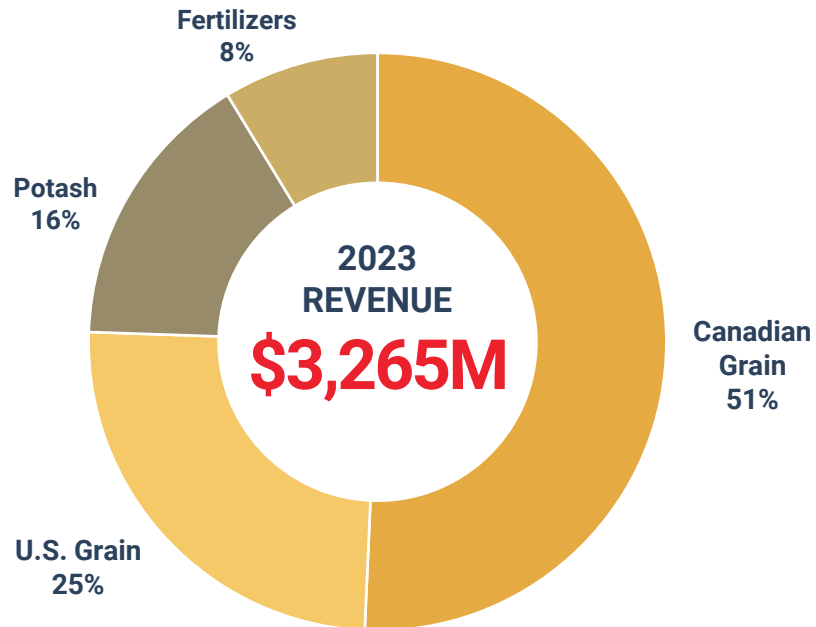
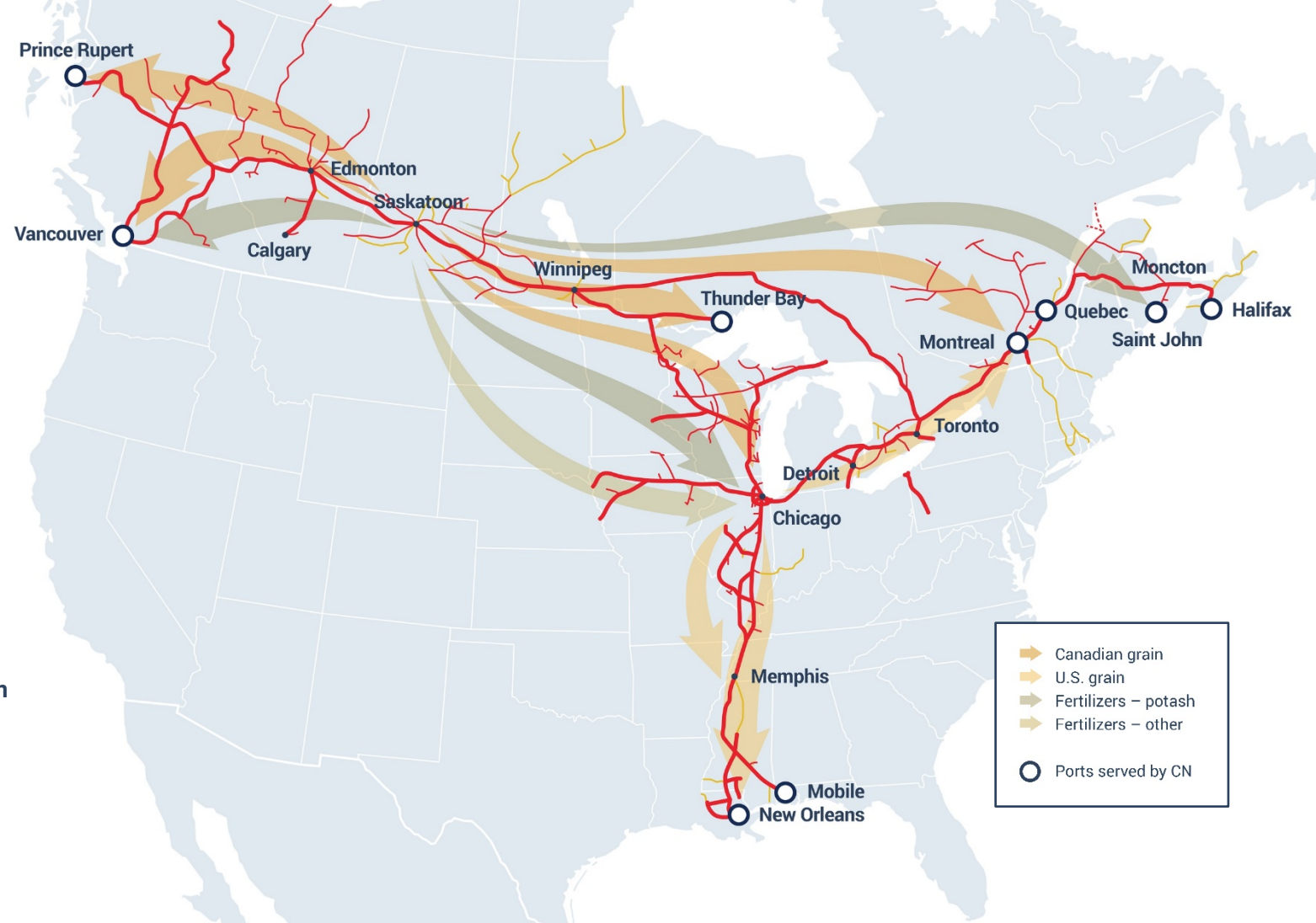


Grain and fertilizers



CN is focused on helping power the agriculture economy

- CN has the hopper fleet, locomotive fleet, and operating crew base to move the anticipated volume of grain over the course of the 2023-2024 crop year
- 3,000+ new CN high-capacity grain hoppers now in service
- Increased customer participation in CN's Western Canada fleet integration program
- 12% increase in the annual price index for Canadian regulated grain for the 2023-24 crop year

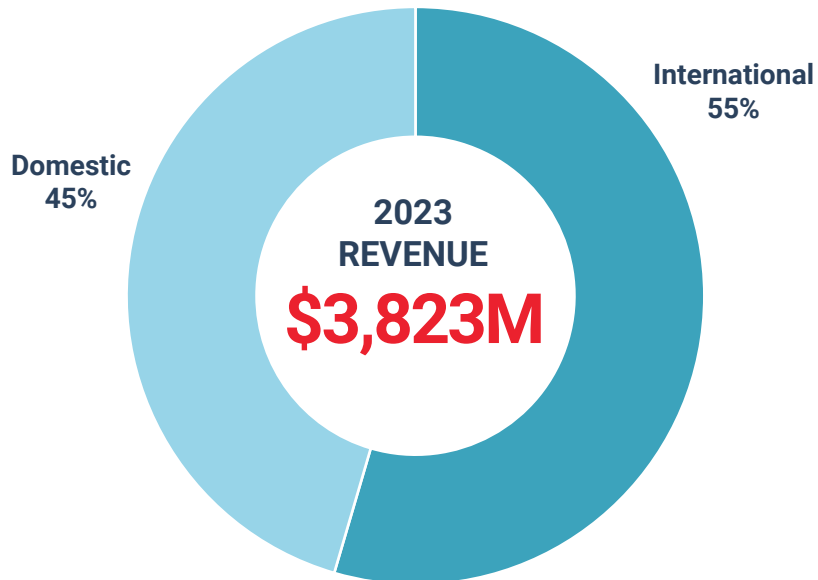
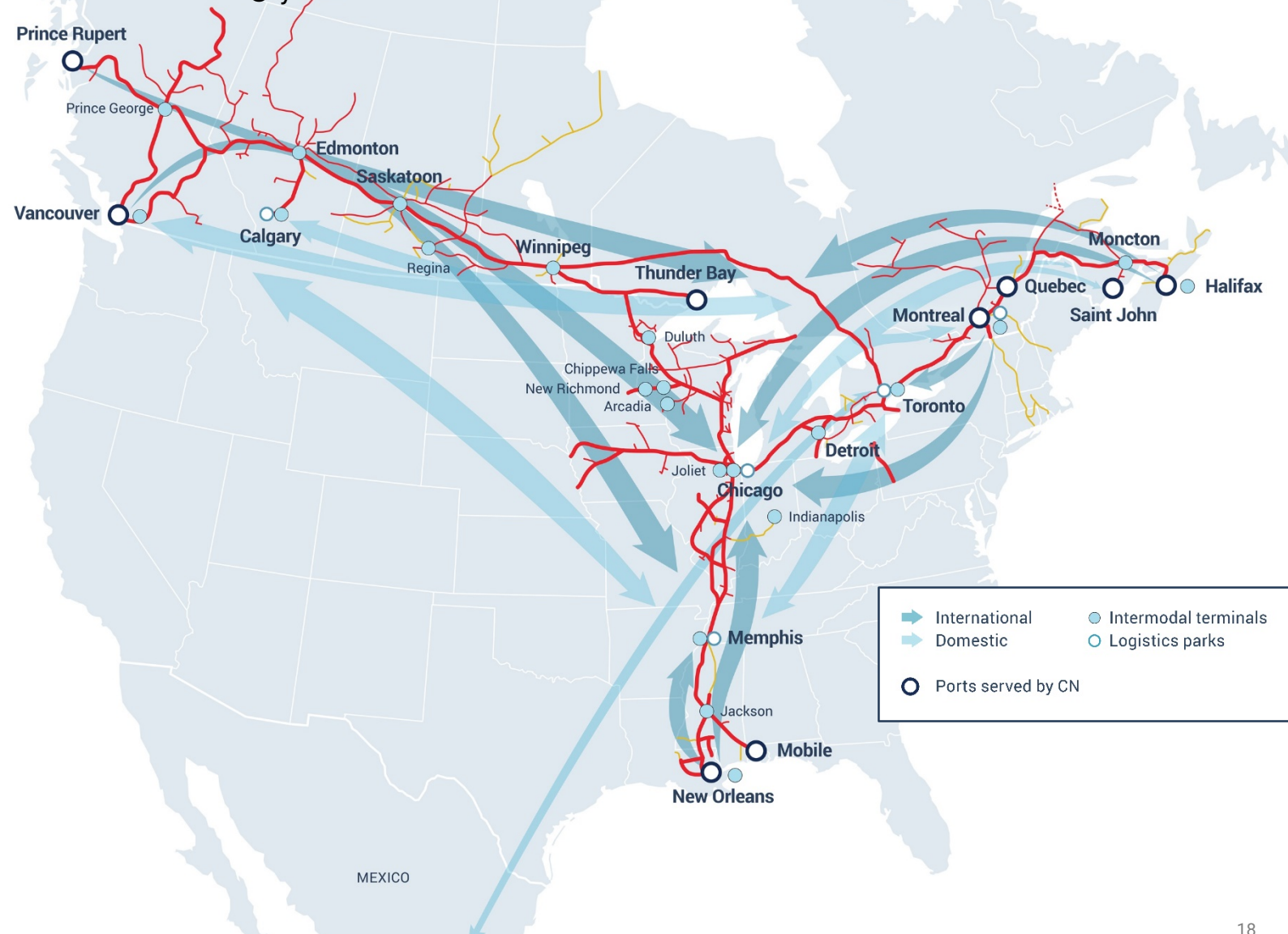


Intermodal



Growth in CN's intermodal market is expected to come from port capacity, inland capacity and partnerships over the next 2-3 years

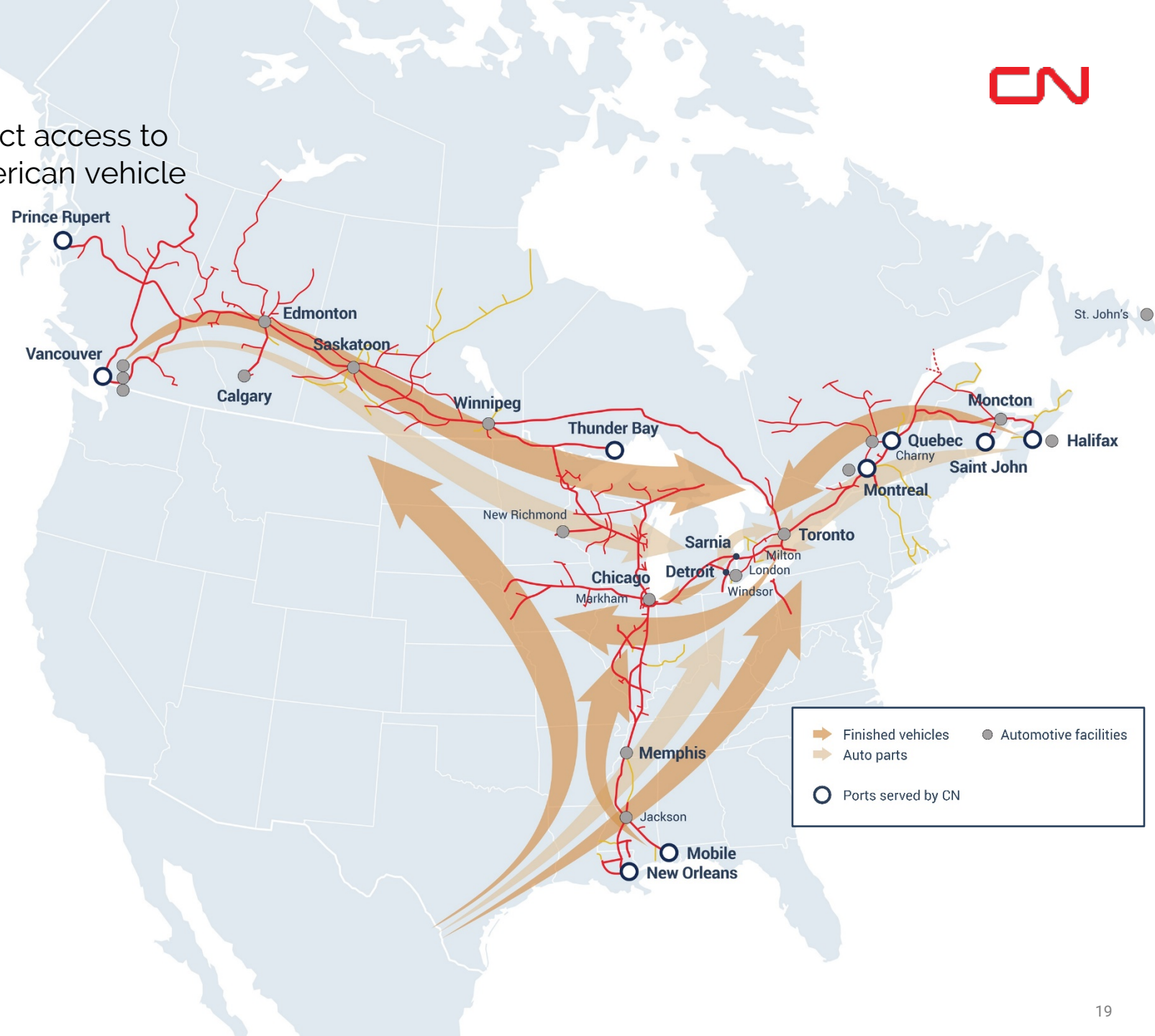
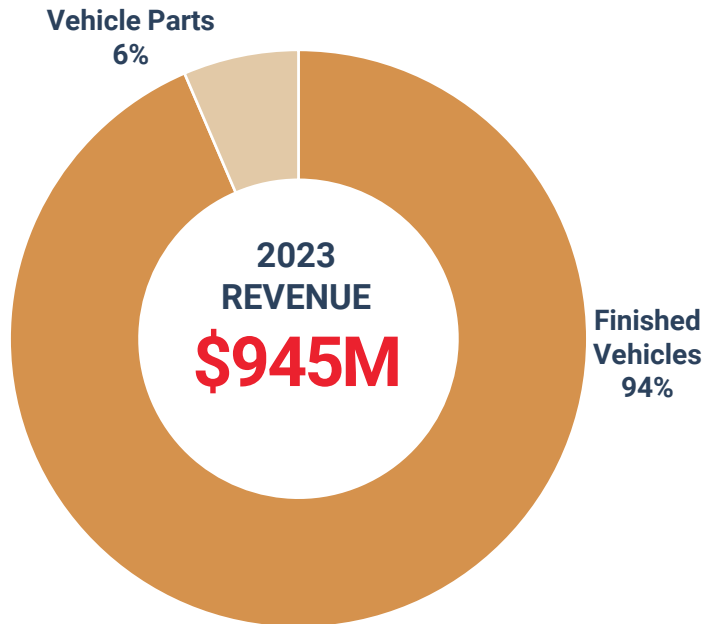
- Close collaboration with all supply chain stakeholders allow our customers to reach new markets
- Supply chain collaboration agreements with key ports ensures maximum efficiency for International Intermodal customers
- CargoCool® has one of Canada's largest reefer fleets
- Developing interline services to access new markets including Mexico, Kansas City, and Atlanta



Automotive

CN has the auto industry covered with direct access to ports on three coasts and major North American vehicle assembly and parts production facilities

- Average of 1.6 million finished vehicles handled annually
- 18 automotive compounds accessing 10 North American vehicle assembly plants
- Three import/export ports for finished vehicles served on three coasts
- Six ports handle containerized auto parts for import/export



International Intermodal – leveraging the 3-coast access



CN-EXCLUSIVE SERVED
PORT OF PRINCE RUPERT
 1.6M TEU capacity
 (+200K shovel-ready)

PORT OF VANCOUVER (4 terminals)
 •Deltaport [GCT Canada]
 •Vanterm [GCT Canada]
 •Centerm [DP World]
 •Fraser Surrey [DP World]
 5M+ TEU capacity

CN-EXCLUSIVE SERVED
PORT OF HALIFAX (2 terminals)
 •PSA Halifax Atlantic Hub
 •PSA Halifax Fairview Cove
 1.15M TEU capacity

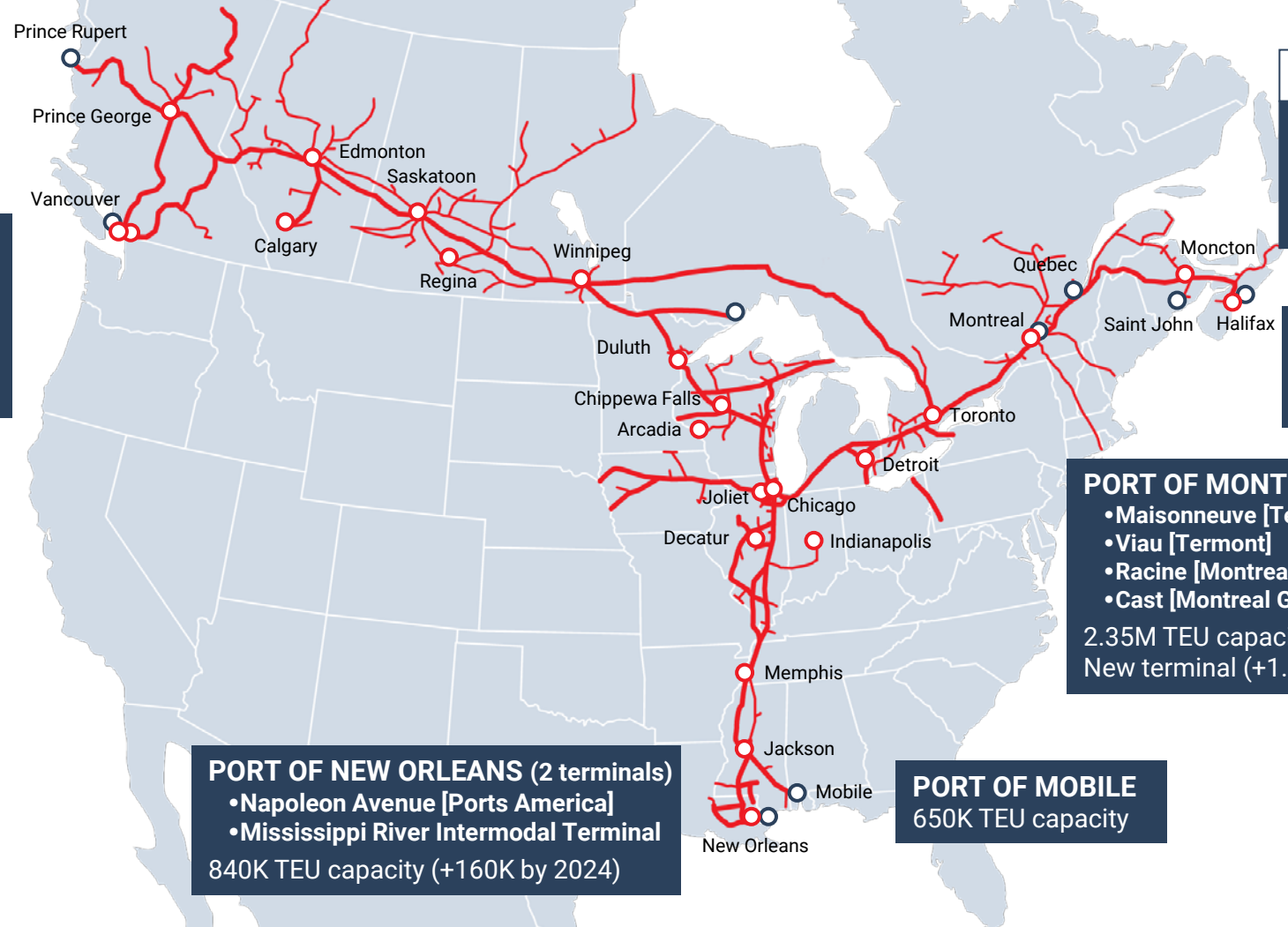
PORT OF SAINT JOHN
 0.325M TEU capacity
 (0.8M TEUs by ~2025)

PORT OF MONTREAL (4 terminals)
 •Maisonneuve [Termont]
 •Viau [Termont]
 •Racine [Montreal Gateway Terminals]
 •Cast [Montreal Gateway Terminals]
 2.35M TEU capacity
 New terminal (+1.15M TEUs by late 2026)

PORT OF NEW ORLEANS (2 terminals)
 •Napoleon Avenue [Ports America]
 •Mississippi River Intermodal Terminal
 840K TEU capacity (+160K by 2024)

PORT OF MOBILE
 650K TEU capacity

○ CN intermodal terminals
 ○ CN-served ports



3 Coast access

23 Intermodal terminals

Access to **7** major ports

TEU: Twenty-foot equivalent unit (intermodal shipping container)

Domestic Intermodal

Well-positioned to capitalize on the future of e-commerce

Member of EMP (1)

- CN is the Sole Canadian partner in UP/NS EMP Program
- Providing nationwide supply chain flexibility
- Reducing empty container movements and extending reach

Interline & Wholesale Partnerships

- Falcon Premium intermodal service connects all CN origin points within Canada and Detroit, Michigan to GMXT terminals in Mexico
- Offering numerous channels for retailers, e-commerce, industrials

CargoCool®

- 1,000 CN-owned next generation refrigerated containers
- Door-to-door latest tracking technology

Domestic Repositioning Program

- Providing capacity to domestic shippers and reducing inland cost for ocean carriers



GHG Reduction Moving Freight by Rail Instead of Truck



Railroads are Approximately Four to Five Times More Fuel Efficient Than Trucks



One Train Can Move on Average a Tonne of Freight more than 220 km on a single litre of fuel



A Single Freight Train Can Replace Over 300 Big Trucks



MOU in place to acquire Zero-Emission trucks from Lion Electric Co.

(1) EMP – Equipment management program

Canadian West Coast port expansions: Vancouver



Customer investments – Over \$2B in private sector investments

- 1** **Centerm** – 1.5M TEU capacity
Vanterm – 1.1M TEU capacity
- 2** **Neptune** – investments to support incremental coal and potash capacity
Fibreco – legacy wood pellet facility, addition of grain capacity
Cargill – terminal handles wheat, durum, canola, barley, and grain by-products
Richardson International Ltd – major exporter of canola and cereal grains
G3 – newest high-efficiency grain terminal with 8MMT capacity
- 3** **Fraser Surrey Docks** – 400k TEU capacity; new Fraser Grain Terminal 4MMT grain export capacity
- 4** **Deltaport** – recent enhancements increased capacity to 2.4M TEU; potential future additional capacity through Berth 4 project and new second terminal at Roberts Bank (T2)
- A** **Rail investments, jointly funded by CN, Port of Vancouver and Canadian Federal Government**

Please see Forward-Looking Statements at the beginning of the presentation for a summary of important risk factors.

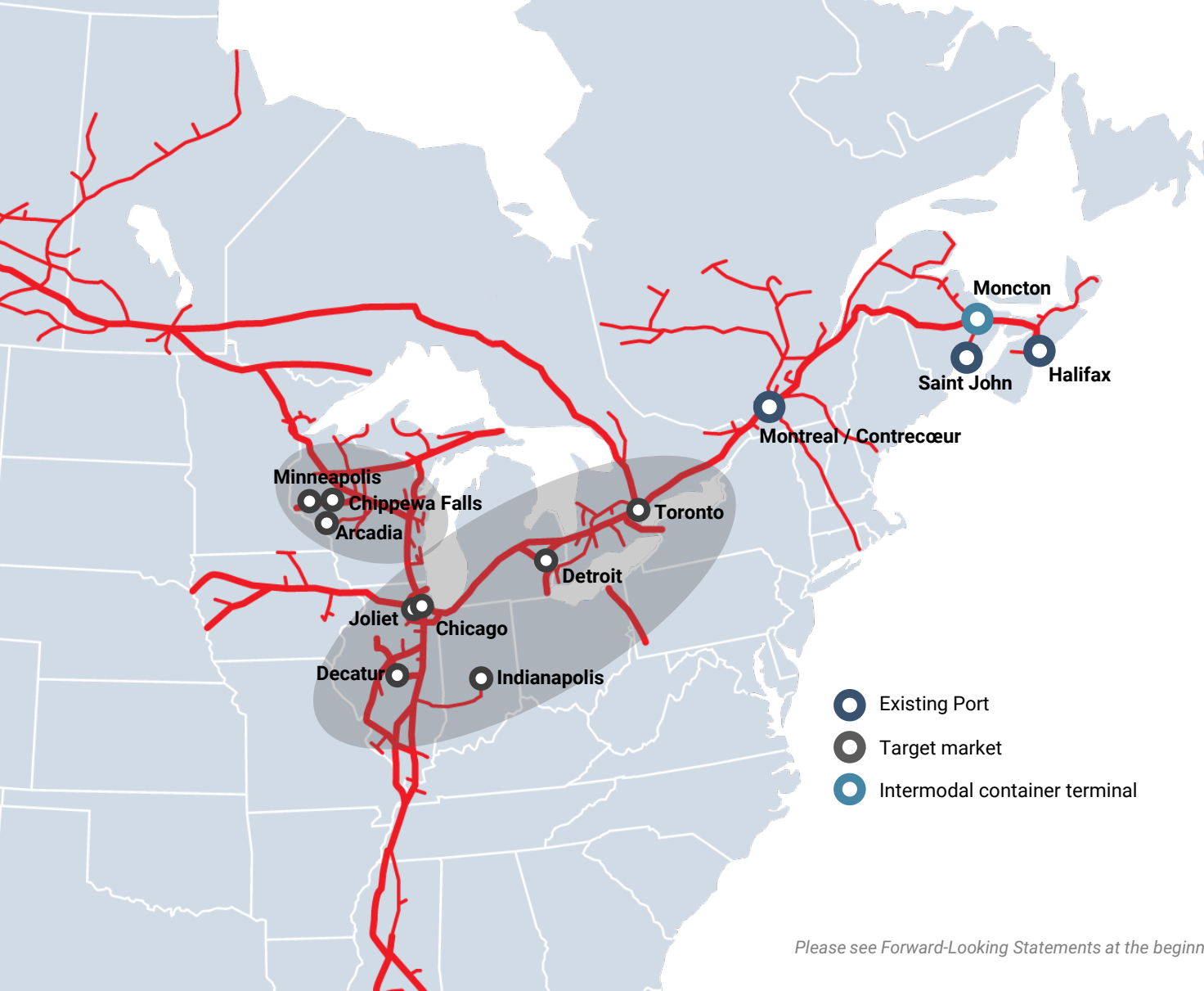
Canadian West Coast port expansions: Prince Rupert



Projects	Est. Timeline	Status
Fairview Terminal Expansion +200K for total 1.8M TEUs	To be Determined	Shovel-ready
Ridley Island Export Logistics (Large scale innovative export transloading: Resin, Lumber, Agri)	2026	Under Construction
South Kaien Logistics Park (Transloading & Warehousing)	2025	In Development
Ridley Island Energy Export Facility (REEF) (New Liquid Bulk Storage and Export Facility)	To be Determined	In Development
Second Container Terminal up to 2.0M TEUs	To be Determined	Feasibility Study



Canadian East Coast ports: available capacity



- Existing Port
- Target market
- Intermodal container terminal

Leveraging our Eastern network capacity

- Ability to accommodate additional volumes with little incremental capex
- Network flexibility to accommodate shifting global trade flows
- Competitive gateways for Southeast Asia, Europe and the Mediterranean
- Market competitive end-to-end service to the U.S. Midwest and Ontario

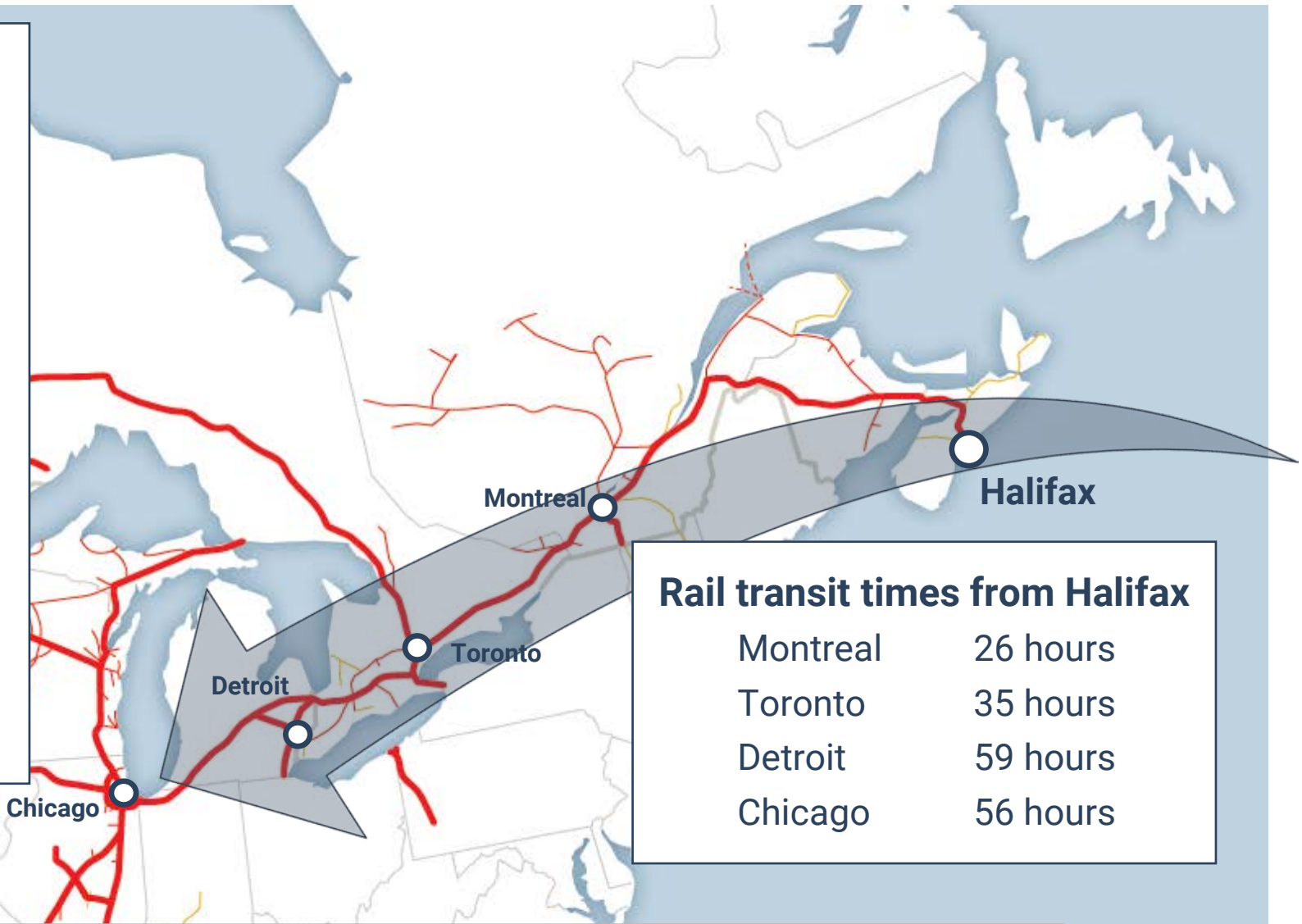
Port	Capacity (TEU)	2022 Volumes (FEU)
Halifax	1.15M	0.6M
Saint John	0.325M	0.15M
Montreal	2.35M	1.7M

Please see Forward-Looking Statements at the beginning of the presentation for a summary of important risk factors.

Halifax – well-positioned for growth



- The closest North American East Coast port to Europe and the Suez Canal, Halifax is a naturally deep, wide, ice-free harbour
 - Drive incremental volumes through our uncongested Eastern gateway
 - Leveraging existing port infrastructure to handle growth
- CN-PSA Halifax partnership: founded on growth
- Fast and reliable in-land reach, with unparalleled total transit time to the U.S. Midwest



Rail transit times from Halifax

Montreal	26 hours
Toronto	35 hours
Detroit	59 hours
Chicago	56 hours

Best transit times from any East Coast port

The Chicago Advantage



~ 25% of North American rail volumes touch Chicago

Chicago rail congestion slows traffic passing through the city; railroads must use one of the multi-user inner belt railways to interchange traffic

**UNRIVALED
BYPASS
CAPABILITY**



**EFFICIENT,
LOW-COST
OPERATION**

The EJ&E allows CN to move *around* Chicago very efficiently, up to 48 hours faster than going *through* Chicago

Our Investments in Technology for Safety and Efficiency

Advanced technology is our next strategic driver of value

Improving safety

Creating capacity

Reducing costs

Driving service reliability

View the following videos for more information on our Autonomous Track Inspection Program (ATIP):

<https://vimeo.com/339797564>

View the following videos for more information on our Autonomous Inspection Portal (AIP):

<https://vimeo.com/318470493/a0672543fd>



Embracing Technology

Improving safety, creating capacity, reducing costs and driving service reliability



Autonomous Track Inspection Program



Automated Inspection Portals



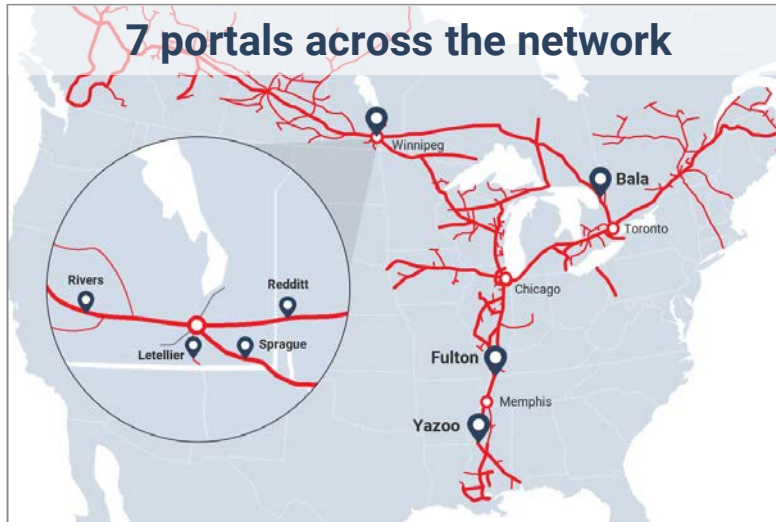
Handheld Technology for Field Employees



Fleet of 11 ATIP cars

- ATIP cars run in regular train service at track speed
- Program generates an extensive dataset on track health, used for proactive track and roadway maintenance and capital planning
- Inspects the tracks over which 95%+ of CN's GTM's runs

7 portals across the network



Deployed network-wide

- Empowers train crews with a safe and efficient method to report car movements in the field real-time
- Streamlines reporting, while removing manual input and transcription errors for Mechanical employees

Our commitment to building a sustainable future

Delivering Responsibly is at the heart of how CN is building for a sustainable future

It means moving customer goods safely and efficiently, being environmentally responsible, attracting and developing the best railroaders, helping build safer, stronger communities, while adhering to the highest governance standards

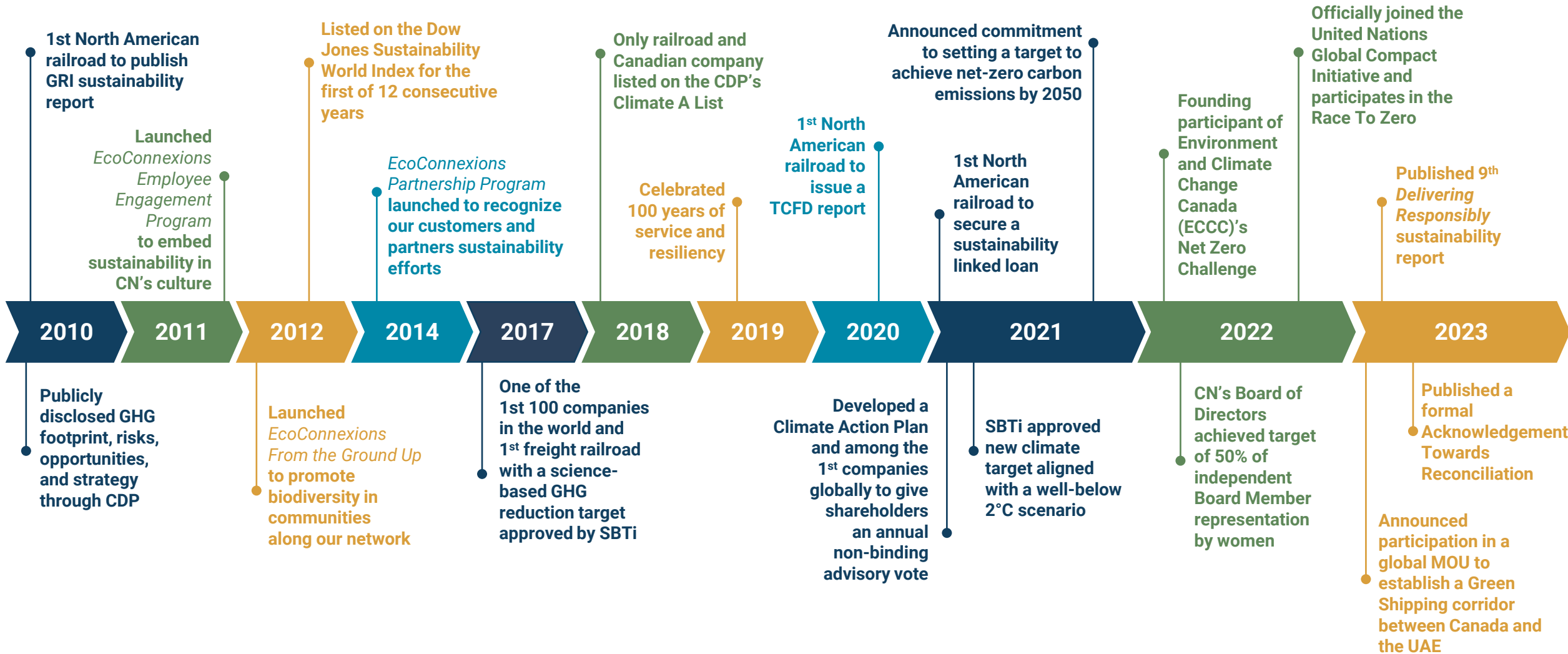
We are raising our game to deliver for a sustainable future, to make a meaningful difference for our people, our customers and the many communities where we operate

For more information on CN's sustainability initiatives, reporting and disclosures, please visit:

<https://www.delivering-responsibly.cn.ca/>



Our sustainability journey



Focused on creating value

Our approach to a more sustainable future



Environment	Safety	People	Community	Governance
<p>Conduct our operations in a way that seeks to minimize environmental impact, while providing cleaner, more sustainable transportation services to our customers</p>	<p>Aim to be the safest railroad in North America by establishing an uncompromising safety culture and driving continuous improvement in risk reduction</p>	<p>Provide a safe, supportive and diverse work environment where our employees can grow to their full potential and be recognized for their contributions to our success</p>	<p>Build safer, stronger communities by investing in community development, creating positive socio-economic benefits and ensuring open lines of communication</p>	<p>Continuously improve our culture of integrity and ethical business, building trust and confidence with all our stakeholders</p>

Sustainability is not just an important part of CN; *sustainability is our business*

Memberships & commitments



Reporting conformance to the GRI Standards: Core Option



Adopting the TCFD recommendations in our reporting



Reporting conformance to the SASB, Rail Transportation Standards



Responding to the CDP on actions to cut emissions, mitigate climate risks and develop the low-carbon economy



CN is the first North American railroad to formally commit to setting a net-zero target by joining the United Nations' Race To Zero campaign which brings together net zero commitments from a range of leading networks and initiatives



The Science Based Targets initiative (SBTi) defines and promotes best practice in science-based target setting and independently assesses and approves companies' targets.



CN is the first North American railroad to formally commit to setting a net-zero target by joining the Business Ambition for 1.5°C, a global coalition set up by the UN Global Compact, the Science Based Targets initiative, and We Mean Business



CN is a participant to the Government of Canada's Net-Zero Challenge which encourages companies to develop and implement credible and effective plans to transition their facilities and operations to net-zero emissions by 2050



CN's approach to sustainability aligns with the United Nations Sustainable Development Goals (SDGs)



CN is a participant to the UN Global Compact initiative – a voluntary leadership platform for the development, implementation and disclosure of responsible business practices.



Member of the World Index since 2012 and the North America Index since 2009

Increasing focus on diversity, equity and inclusion



As we prepare the next generation of railroaders, our focus is to attract diverse top talent, onboard and coach them successfully, and to create an environment in which our employees can grow to their full potential and be recognized for their contributions to our success.



- Establishing Metrics and Tracking Accountability
- Educating and Training (unconscious bias, inclusive leadership, cultural awareness training on Indigenous issues)
- Expanding Employee Resource Groups
- Increasing Communication
- Equal Remuneration
- Leveraging Sustainability for Greater Employee Engagement

Our board of directors



Shauneen Bruder
Chair of the Board

Director since Apr 2017
Independent

Top competencies

- 2
- 4
- 5
- 8



Jo-ann dePass Olsovsky

Director since Oct 2021
Independent

Top competencies

- 2
- 5
- 6
- 7



David Freeman

Director since May 2022
Independent

Top competencies

- 2
- 4
- 6
- 8



Denise Gray

Director since Apr 2021
Independent

Top competencies

- 2
- 5
- 9
- 12



Justin Howell

Director since Apr 2021
Independent

Top competencies

- 1
- 9
- 11
- 12



Susan Jones

Director since May 2022
Independent

Top competencies

- 2
- 3
- 7
- 10



Robert Knight

Director since May 2022
Independent

Top competencies

- 1
- 6
- 8
- 9



Michel Letellier

Director since Oct 2022
Independent

Top competencies

- 1
- 2
- 8
- 12



Margaret McKenzie

Director since Oct 2020
Independent

Top competencies

- 1
- 4
- 8
- 12



Al Monaco

Director since Apr 2023
Independent

Top competencies

- 2
- 4
- 8
- 12



Tracy Robinson

Director since Feb 2022
Non-Independent

Top competencies

- 2
- 6
- 8
- 10

Key Competencies

- | | |
|---|---|
| 1 Finance / Accounting / Investor Relations | 7 People and talent mgmt. / Organized labour / D&I |
| 2 CEO / Executive leadership experience | 8 Strategic planning |
| 3 Government / Regulatory / Public Policy / Legal | 9 Corporate governance / public company experience |
| 4 Risk management and Safety | 10 Customer experience / Sales / Marketing |
| 5 Tech / Innovation / Artificial intelligence / Cyber security | 11 International / Global experience and perspective |
| 6 Transport Industry / Logistics / Supply chain | 12 ESG |

Value creation for the long-term

Sustainable financial performance through profitable top-line growth, strong free cash flow and adequate return on invested capital

Strong balance sheet and disciplined approach to capital allocation

Capital investments support the safety of our network, improve efficiency and resilience, and enable growth

CN is also focused on returning value to shareholders through dividend payments and share repurchases

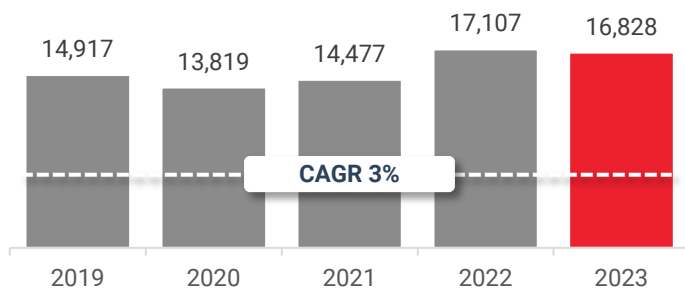


Financial performance



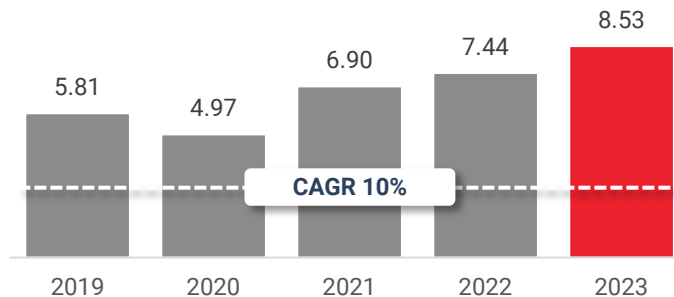
Total Revenues

\$M



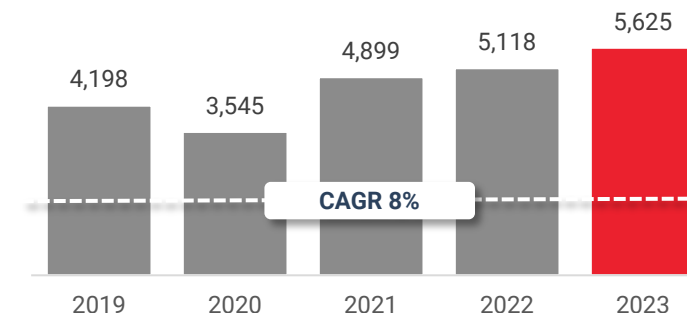
Diluted EPS ⁽¹⁾

\$ per share



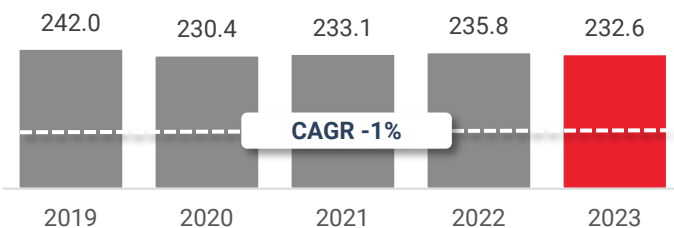
Net Income ⁽¹⁾

\$M



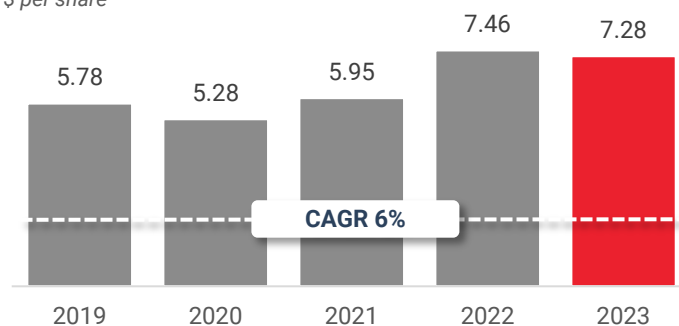
Volumes (revenue ton miles)

Billions



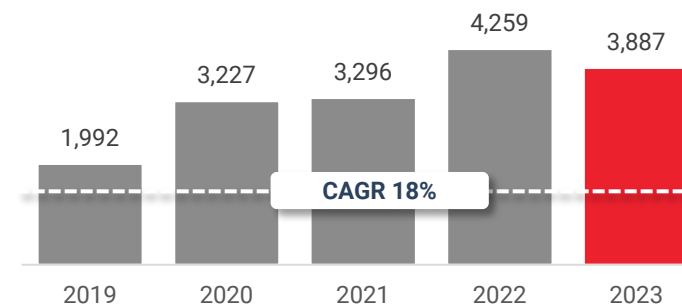
Adjusted Diluted EPS ⁽¹⁾⁽²⁾

\$ per share



Free Cash Flow ⁽²⁾

\$M



(1) In the first quarter of 2022, the Company changed its method of calculating market-related values of pension assets for its defined benefit plans using a retrospective approach. Comparative figures have been adjusted to conform to the change in methodology.

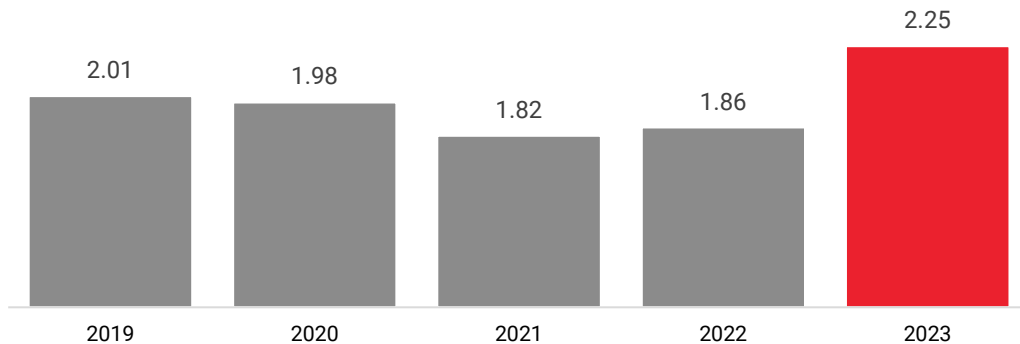
(2) These non-GAAP measures do not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. For adjusted diluted EPS, see the section entitled "Adjusted performance measures" and for free cash flow, see the section entitled "Free cash flow" in the Q4 2023 Quarterly Review filed on January 23rd, 2024, which is incorporated by reference herein, for an explanation of these non-GAAP measures.



Maintaining a strong balance sheet

Prudent financial management

Adjusted debt-to-adjusted EBITDA multiple ⁽¹⁾



Investment Grade Credit Ratings ⁽²⁾

Rating agency	Long-term debt rating	Commercial Paper Rating
DBRS Morningstar	A	R-1 (low)
Moody's	A2	P-1
S&P Global Ratings	A-	A-2

(1) This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. See the section entitled "Adjusted debt-to-adjusted EBITDA multiple" in the Q4 2023 Quarterly Review filed on January 23rd, 2024, which are incorporated by reference herein, for an explanation of this non-GAAP measure.

(2) As at December 31, 2023.



Disciplined approach to capital investments

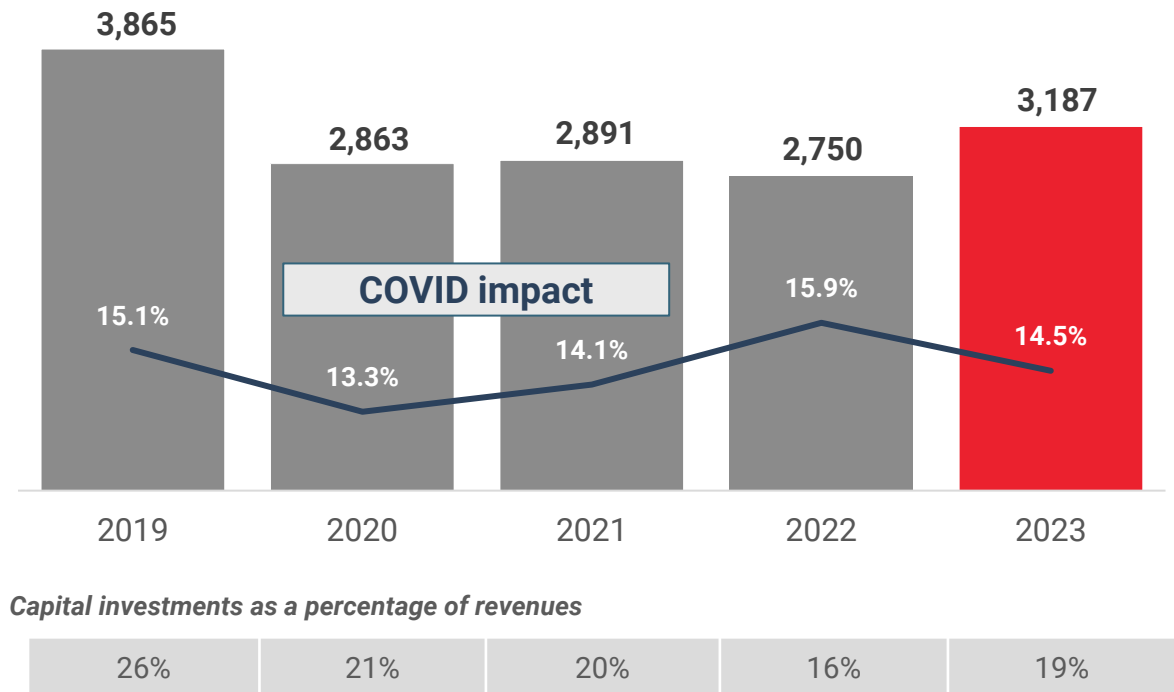
Investing to support our business and committed to investing for the long-term



- Investing to support the safety of our network, improve efficiency and resilience, and enable growth
- Driving efficient deployment of capital by leveraging technologies like the autonomous track inspection program (ATIP), which gathers detailed information on asset health and allows for more targeted maintenance programs
- Aligning project completions timelines with customers' volume ramp-up

Capital Investments and Adjusted ROIC ⁽¹⁾

in \$M & % respectively



(1) Please see the Appendix for an explanation of this non-GAAP measure.

Infrastructure and equipment investments to support growth



30+ siding projects and 200+ miles of double track over the last decade

- Siding projects enhance West Coast-to-Chicago corridor capacity
- Double track projects improve network capacity and fluidity
- Continuously adapting fleet needs to accommodate expected demand
 - Nearly 300 locomotives added since 2019 to increase capacity and upgrade the fleet
 - Added 3,000+ high-capacity new-build grain hopper cars



Driving sustainable, profitable growth

Rewarding shareholders

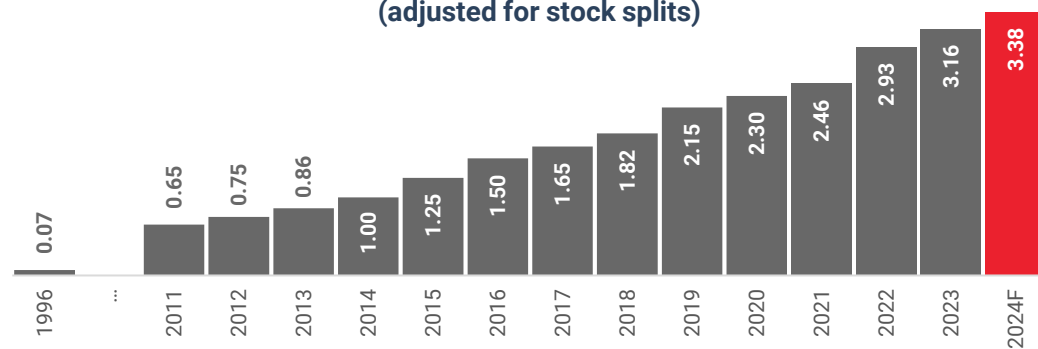
Consistent dividend growth and opportunistic approach to share repurchases



28 consecutive years of dividend growth

- Dividend has increased every year since 1995 IPO
- 15% cumulative annual growth rate in dividend per share since first dividend paid in 1996
- 7% increase in dividend for 2024 announced in January
- 43% adjusted dividend payout ratio in 2023 ⁽¹⁾

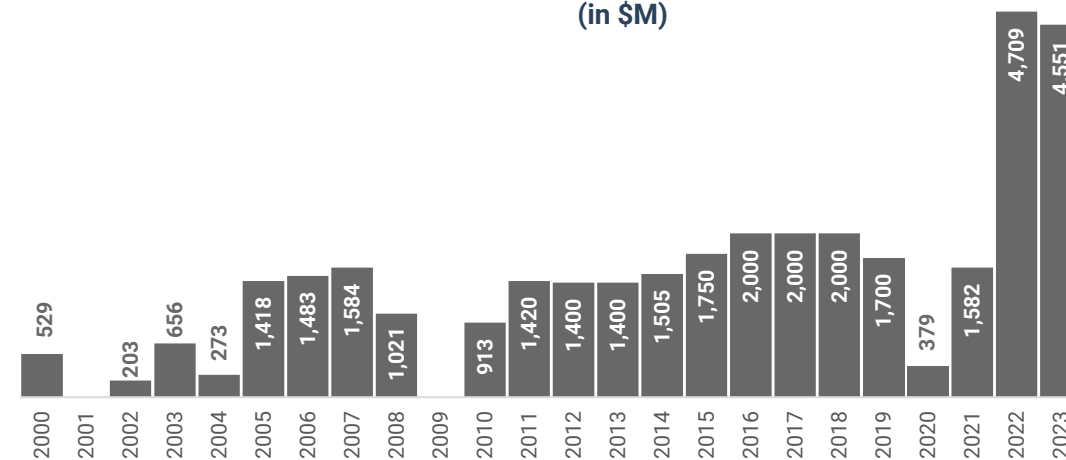
Annual dividend payout (\$ per share)
(adjusted for stock splits)



Share repurchases

- Nearly \$35B of share repurchases since 2000
- New Normal Course Issuer Bid (NCIB) in the range of \$4B for up to 32 million common shares from February 1, 2024 to January 31, 2025 ⁽²⁾

Share repurchases
(in \$M)

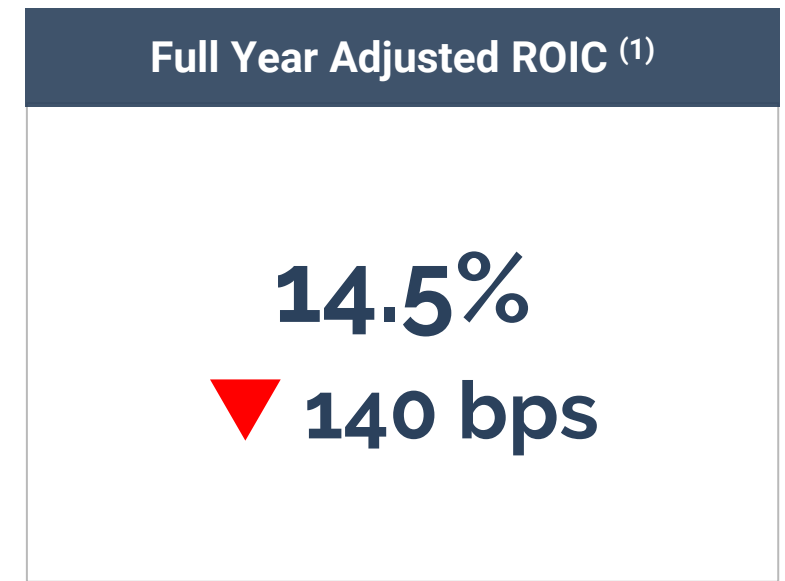
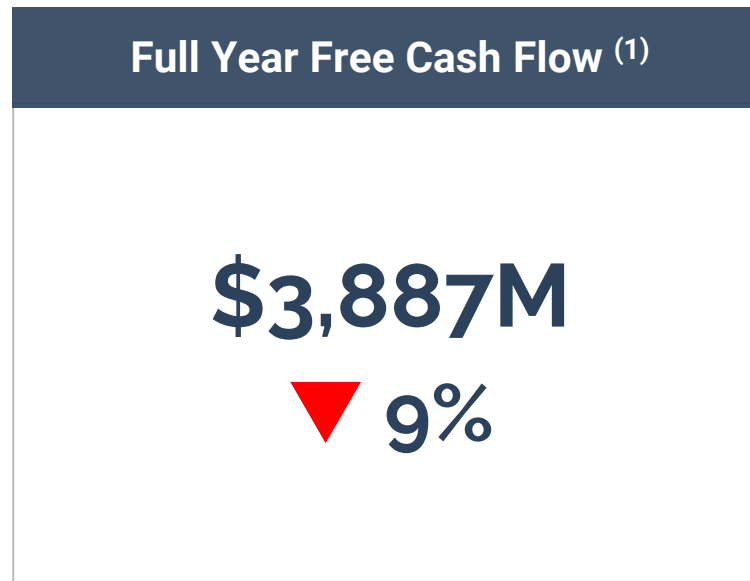
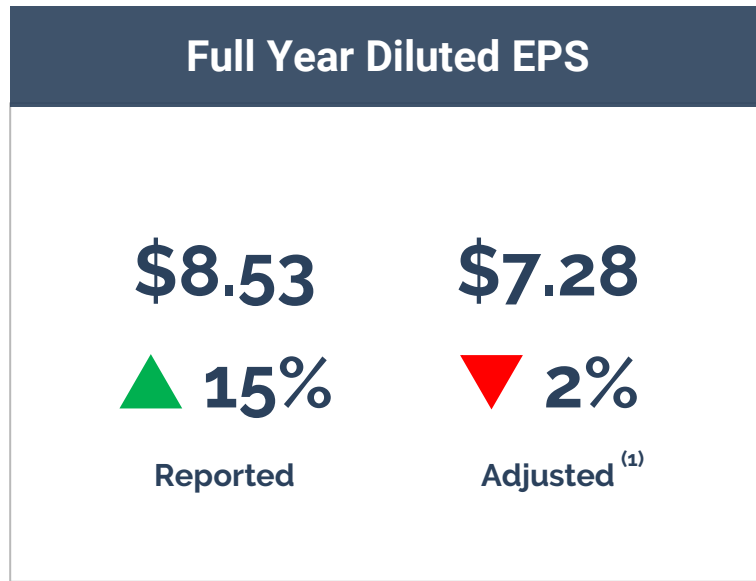


(1) Please see the Appendix for an explanation of this measure.

(2) Please see Forward-Looking Statements at the beginning of the presentation for a summary of important risk factors.

Strong relative 2023 full-year financial performance

- Full year earnings aligned with our revised guidance – the result of disciplined execution through a volume downturn and challenging operating conditions
- Strategic use of cash to strengthen and expand the network through bolt-on acquisitions and capital investments of \$3.1B (net of amounts reimbursed by customers) or 18.5% of revenue
- Solid footing to leverage strengthening macro environment and enable profitable growth



(1) These non-GAAP measures do not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. For adjusted diluted EPS, see the section entitled "Adjusted performance measures", for free cash flow, see the section entitled "Free cash flow" and for adjusted ROIC, see the section entitled "ROIC and Adjusted ROIC" in the Q4 2023 Quarterly Review filed on January 23rd, 2024, which is incorporated by reference herein, for an explanation of these non-GAAP measures.

Confidence in our strategic plan – 2024 financial outlook⁽¹⁾



- Expecting to deliver approximately 10% adjusted diluted EPS⁽²⁾ growth over 2023, in the context of a slightly positive economic environment
- 2024 CAPEX in line with Investor Day outlook
- Continuing to reward long-term shareholders with 7% dividend growth for 2024 and executing on our 2024-2025 share repurchase program

2024 Adjusted diluted EPS⁽²⁾ growth

 **~10%**

Disciplined Investment

CAPEX

\$3.5B

net of amounts
reimbursed by
customers

**Adjusted
ROIC⁽²⁾**

15%-17%

In line with
targeted range

Rewarding Shareholders

 **7% dividend growth**
**Share buyback of up to
32 million common
shares**

(1) Please see Forward-looking statements at the beginning of the presentation for a summary of key assumptions and important risk factors underlying CN's financial outlook.

(2) CN's full-year adjusted diluted EPS outlook and full-year adjusted ROIC outlook exclude certain adjustments, which are expected to be comparable to adjustments made in prior years. However, management cannot individually quantify on a forward-looking basis the impact of these adjustments on its adjusted diluted EPS or its adjusted ROIC because these items, which could be significant, are difficult to predict and may be highly variable. As a result, CN does not provide a corresponding GAAP measure for, or reconciliation to, its adjusted diluted EPS outlook or its adjusted ROIC outlook.

Creating Value for Shareholders: 2024-2026 Outlook



Bringing top line growth to the bottom line

- Growing faster than the economy and pricing ahead of rail inflation
- Incremental efficiency improvements

10%-15% Diluted EPS CAGR ⁽¹⁾

Disciplined investment in the business

- Investing capital to support the safety of our network, improve efficiency and resiliency, and enable growth at low incremental cost
- Annual capex of from ~\$3.5B in 2024 to ~\$4.0B in 2026

15%-17% ROIC ⁽¹⁾

Consistent approach to capital allocation

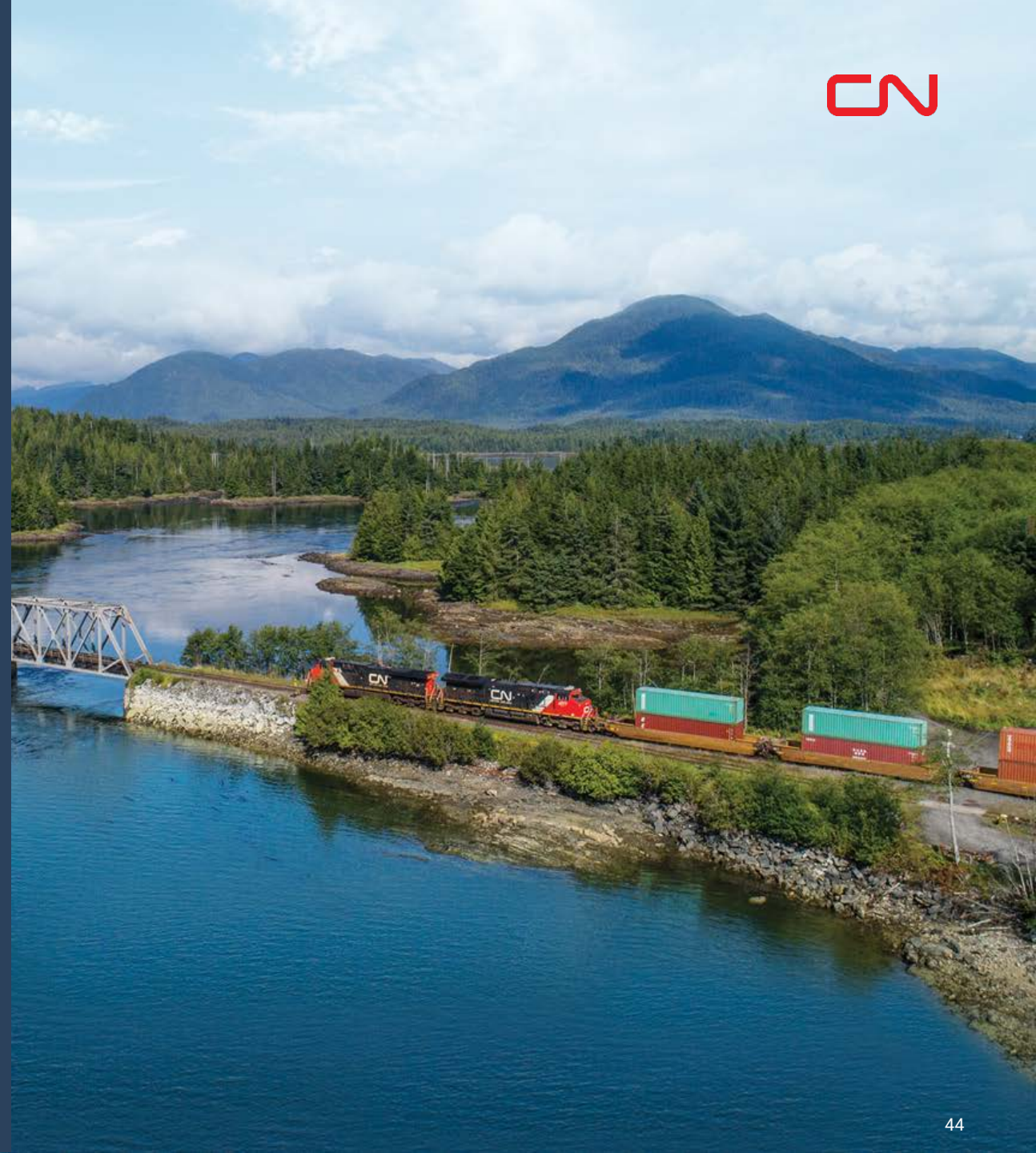
- Reinvesting in the business
- Maintaining a strong balance sheet
- Shareholder distributions: dividend growth in line with earnings growth and share repurchases

2.5x Debt-to-EBITDA over time

Sustainable, Profitable Growth – targeting 10%-15% Diluted EPS CAGR

(1) Please see Forward-Looking Statements at the beginning of the presentation for a summary of key assumptions and important risk factors underlying CN's financial outlook

Appendix



Financial highlights



	2019	2020	2021	2022	2023	CAGR
Total revenues (\$M)	14,917	13,819	14,477	17,107	16,828	3%
Total revenue ton miles (RTMs) (B)	242.0	230.4	233.1	235.8	232.6	-1%
Operating income (\$M)	5,593	4,777	5,616	6,840	6,597	4%
Net income (\$M) ⁽¹⁾	4,198	3,545	4,899	5,118	5,625	8%
Adjusted net income (\$M) ⁽¹⁾⁽²⁾	4,171	3,767	4,225	5,134	4,800	4%
Diluted earnings per share (\$) ⁽¹⁾	5.81	4.97	6.90	7.44	8.53	10%
Adjusted diluted earnings per share (\$) ⁽¹⁾⁽²⁾	5.78	5.28	5.95	7.46	7.28	6%
Free cash flow (\$M) ⁽²⁾	1,992	3,227	3,296	4,259	3,887	18%
Operating ratio (%)	62.5	65.4	61.2	60.0	60.8	
Adjusted operating ratio (%) ⁽²⁾	61.7	61.9	61.2	59.9	60.8	
Share repurchases (\$M)	1,700	379	1,582	4,709	4,551	
Dividends per share (\$)	2.15	2.30	2.46	2.93	3.16	10%
Adjusted debt-to-adjusted EBITDA multiple (times) ⁽²⁾	2.01	1.98	1.82	1.86	2.25	
Return on Invested Capital (ROIC) (%) ⁽¹⁾⁽²⁾⁽³⁾	15.2	12.7	16.4	15.8	16.8	
Adjusted ROIC (%) ⁽¹⁾⁽²⁾⁽³⁾	15.1	13.3	14.1	15.9	14.5	

(1) In the first quarter of 2022, the Company changed its method of calculating market-related values of pension assets for its defined benefit plans using a retrospective approach. Comparative figures have been adjusted to conform to the change in methodology.

(2) Adjusted to exclude items affecting the comparability of results. These non-GAAP measures do not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. For adjusted net income, adjusted diluted EPS and adjusted operating ratio, see the section entitled "Adjusted performance measures", for free cash flow, see the section entitled "Free cash flow", for adjusted debt-to-adjusted EBITDA multiple, see the section entitled "Adjusted debt-to-adjusted EBITDA multiple" and for ROIC and adjusted ROIC, see the section entitled "ROIC and Adjusted ROIC" in the Q4 2023 Quarterly Review filed on January 23rd, 2024, which is incorporated by reference herein, for an explanation of these non-GAAP measures.

(3) Please see the Appendix – Non-GAAP measures for an explanation of this non-GAAP measure.

Non-GAAP measures



This presentation makes reference to non-GAAP measures that do not have any standardized meaning prescribed by GAAP, including adjusted dividend payout ratio, ROIC and adjusted ROIC. These non-GAAP measures may not be comparable to similar measures presented by other companies. These non-GAAP measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP.

Adjusted dividend payout ratio

Management believes that the adjusted dividend payout ratio is a useful measure of the Company's financial strength as it demonstrates the sustainability of the Company's dividend payments. The Company calculates the dividend payout ratio as dividends divided by net income. The Company calculates the adjusted dividend payout ratio as dividends divided by adjusted net income.

In \$M, unless otherwise indicated

	2019	2020	2021	2022	2023
Dividends	1,544	1,634	1,740	2,004	2,071
Net income ⁽¹⁾	4,198	3,545	4,899	5,118	5,625
Dividend payout ratio (%) ⁽¹⁾	36.8	46.1	35.5	39.2	36.8
Dividends	1,544	1,634	1,740	2,004	2,071
Adjusted net income ⁽¹⁾⁽²⁾	4,171	3,767	4,225	5,134	4,800
Adjusted dividend payout ratio (%) ⁽¹⁾	37.0	43.4	41.2	39.0	43.1

(1) In the first quarter of 2022, the Company changed its method of calculating market-related values of pension assets for its defined benefit plans using a retrospective approach. Comparative figures have been adjusted to conform to the change in methodology.

(2) Adjusted to exclude items affecting the comparability of results. This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. For adjusted net income, see the section entitled "Adjusted performance measures" in the Q4 2023 Quarterly Review filed on January 23rd, 2024, which is incorporated by reference herein, for an explanation of this non-GAAP measure.

Non-GAAP measures



ROIC and Adjusted ROIC

ROIC and adjusted ROIC are useful measures for management and investors to evaluate the efficiency of the Company's use of capital funds and allow investors to assess the operating and investment decisions made by management. The Company calculates ROIC as return divided by average invested capital, both of which are non-GAAP measures. Return is defined as Net income plus interest expense after-tax, calculated using the Company's effective tax rate. Average invested capital is defined as the sum of Total shareholders' equity, Long-term debt and Current portion of long-term debt less Cash and cash equivalents, and Restricted cash and cash equivalents, averaged between the beginning and ending balance over the last twelve-month period. The Company calculates adjusted ROIC as adjusted return divided by average invested capital, both of which are non-GAAP measures. Adjusted return is defined as adjusted net income plus interest expense after-tax, calculated using the Company's adjusted effective tax rate. Return, average invested capital, ROIC, adjusted return and adjusted ROIC do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

In \$M, unless otherwise indicated

	2019	2020	2021	2022	2023
Net income ⁽¹⁾	4,198	3,545	4,899	5,118	5,625
Interest expense	538	554	610	548	722
Tax on interest expense	(120)	(120)	(139)	(133)	(177)
Return ⁽¹⁾	4,616	3,979	5,370	5,533	6,170
Average invested capital	30,350	31,353	32,673	34,934	36,824
ROIC (%) ⁽¹⁾	15.2	12.7	16.4	15.8	16.8
Adjusted net income ⁽¹⁾⁽²⁾	4,171	3,767	4,225	5,134	4,800
Interest expense	538	554	610	548	722
Less: Amortization of bridge financing and other fees	-	-	(97)	-	-
Tax on interest expense less amortization of bridge financing and other fees	(131)	(137)	(123)	(133)	(177)
Adjusted return ⁽¹⁾	4,578	4,184	4,615	5,549	5,345
Average invested capital	30,350	31,353	32,673	34,934	36,824
Adjusted ROIC (%) ⁽¹⁾	15.1	13.3	14.1	15.9	14.5

(1) In the first quarter of 2022, the Company changed its method of calculating market-related values of pension assets for its defined benefit plans using a retrospective approach. Comparative figures have been adjusted to conform to the change in methodology.

(2) Adjusted to exclude items affecting the comparability of results. This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. For adjusted net income, see the section entitled "Adjusted performance measures" in the Q4 2023 Quarterly Review filed on January 23rd, 2024, which is incorporated by reference herein, for an explanation of this non-GAAP measure.

5-year revenue summary



<i>(in \$ millions)</i>	2019	2020	2021	2022	2023	CAGR	% of 2023 revenue
Petroleum & chemicals	3,052	2,631	2,816	3,229	3,195	1%	19%
Metals and minerals	1,643	1,409	1,548	1,911	2,048	6%	12%
Forest products	1,808	1,700	1,740	2,006	1,943	2%	12%
Coal	658	527	618	937	1,017	11%	6%
Grain and fertilizers	2,392	2,609	2,475	2,783	3,265	8%	19%
Intermodal	3,787	3,751	4,115	4,906	3,823	-	23%
Automotive	858	591	576	797	945	2%	6%
Total freight revenues	14,198	13,218	13,888	16,569	16,236	3%	97%
Other Revenue	719	601	589	538	592	-5%	3%
Total revenues	14,917	13,819	14,477	17,107	16,828	3%	100%

- Well-diversified book of business
- Consistent top line performance
- Well-positioned for continued growth

Investor relations contacts

▶ **Stacy Alderson**
Assistant Vice President, Investor Relations
Stacy.Alderson@cn.ca
514-399-0052

▶ **Mariusz Chojnacki**
Senior Manager, Investor Relations
Mariusz.Chojnacki@cn.ca
514-399-6464

▶ **Greg Hamilton**
Senior Manager, Investor Relations
Greg.Hamilton@cn.ca
514-399-4654

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