



Delivering Responsibly



2016 SUSTAINABILITY REPORT
Highlights




Highlights

World-Class Transportation and Logistics



CN is a leading North American transportation and logistics company, and our 19,600-mile network spans Canada and Mid-America, connecting ports on three coasts. Our resource-rich, manufacturing-intensive network, along with our co-production agreements, routing protocols, marketing alliances and interline agreements, provide connections to consumers across North America.

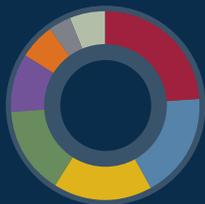
We offer fully integrated rail and other transportation services, including intermodal, trucking, freight forwarding, warehousing and distribution. Serving exporters, importers, retailers and manufacturers, we move raw materials, intermediate goods and finished products to market, fostering the prosperity of the markets we serve.

- LEGEND**
- CN main lines
 - Secondary and feeder lines
 - Shortline partners
 - Ports served by CN



Balanced and Diverse Portfolio

2016 REVENUES BY COMMODITY (% of total revenues)



- 24% Intermodal
- 18% Petroleum and chemicals
- 17% Grain and fertilizers
- 15% Forest products
- 10% Metals and minerals
- 6% Automotive
- 4% Coal
- 6% Other revenues

2016 Key Statistics

ROUTE MILES

19,600

CAPITAL INVESTMENT

\$2.75B

CARLOADS

5.2M

LOCAL SPENDING

(excluding payroll, benefits and pension)

\$8.4B

VALUE OF GOODS HANDLED

\$250B+

EMPLOYEES

(as at December 31)

22,249

Innovating for Sustainability



LUC JOBIN
President and CEO

MESSAGE FROM THE PRESIDENT AND CEO

At CN, running a safe and sustainable railroad is at the core of our business culture and community spirit. It touches every aspect of what we do, enabling us to build a strong future for our customers, employees and the communities in which we operate.

Inspiring Our Safety Values

Over the past year, we made progress on our goal to be the safest railroad in North America with marked improvements in both our key accident ratios. In 2017, we have earmarked a capital envelope of \$2.6 billion, out of which we plan to allocate \$1.6 billion to track infrastructure supporting our safety agenda.

Together with the rail industry, we also launched the AskRail mobile app, which has now been downloaded by over 2,600 first responders giving them access to real-time information on the contents of railcars in their respective communities.

Accelerating the Pace of Innovation

Thanks to innovations in fuel-efficient locomotives, technology and data analytics, we continued to lead the North American rail industry in fuel efficiency, and worked with many of our customers to offer the environmental benefits of rail, providing solutions to reduce their transportation supply chain GHG emissions.

Great strides have been made over the years engaging our employees, customers and communities through our EcoConnexions program to conserve energy, reduce waste and improve biodiversity through reforestation.

In recent years, we have been responsible for planting 1.6 million trees in Canada and the U.S., making us the leading private non-forestry company tree planter in Canada.

Looking back over the past year, we have a deep sense of pride and accomplishment in all that has been achieved in making CN a sustainable company for generations to come.

Luc Jobin
President and CEO

SELECTED AWARDS AND RECOGNITION



Member of the World Index (2012–2016)



Sustainability Yearbook, Silver Class distinction (2015–2016)



Climate Change Action Leader – Climate A List, Supplier Climate A List (2016)



One of Canada's Most Attractive Employers (2016)



One of the Best 50 Corporate Citizens in Canada (2009–2016)



Best Overall Corporate Governance (2016)



Progressive Aboriginal Relations (PAR) Program Certified Companies (2016)



Listed member (2009–2016)



Global Top 50 Silver Award (2016) and Best Investors Relations in the Industrials Sector (2013–2017)



Exceptional workplace diversity and inclusiveness programs (2017)

Transitioning to a Low-Carbon World

Providing an Environmentally Friendly Way to Move Goods



GHG REDUCTION MOVING FREIGHT BY RAIL INSTEAD OF TRUCK ⁽²⁾



RAILROADS ARE APPROXIMATELY FOUR TIMES MORE FUEL-EFFICIENT THAN TRUCKS ⁽²⁾



ONE TRAIN CAN MOVE ON AVERAGE A TON OF FREIGHT 468 MILES ON A SINGLE GALLON OF FUEL ⁽²⁾



A SINGLE FREIGHT TRAIN CAN REPLACE OVER 300 BIG TRUCKS ⁽¹⁾

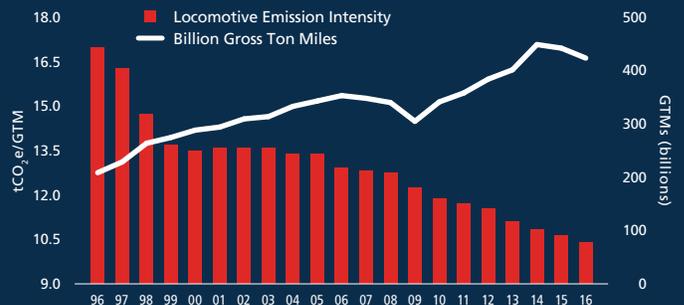
(1) The Railway Association of Canada (2) The Association of American Railroads

Decoupling Growth from Carbon Emissions



Over the past 20 years, we have reduced our locomotive emission intensity by 39% while achieving record growth in the volume of freight we move. Our approach is to reduce the carbon intensity of our business progressively over time and at a pace that's consistent with the objective of stabilizing global temperature.

LOCOMOTIVE CARBON EMISSION INTENSITY vs. GROSS TON MILES (GTMs)
(tCO₂e/GTM vs. Traffic Billion GTM)



Using Renewable Fuels



Renewable fuels have presented an important opportunity for us to further reduce our emissions by using biodiesel blends in our locomotive fleet. In 2016, the use of renewable fuels saved over 60,000 tonnes of CO₂e.

Moving the Clean Economy



By moving sustainable products, including cleaner energy sources, we are playing an important role as a backbone of the clean economy and the lifeblood of healthier communities.

Building a More Sustainable Future



JANET DRYSDALE
Vice-President, Corporate Development and Sustainability

FOCUSING ON WHERE WE CAN MAKE A DIFFERENCE

Delivering Responsibly determines how we conduct our business every day and defines our contribution to building a more sustainable future. As a true backbone of the economy, we are committed to playing a key role in the transition to a lower carbon economy.

Contributing to the Global Goals

We are pleased to support the Sustainable Development Goals (SDGs), which we believe align well with our vision for a sustainable world.

This year, following feedback from our stakeholders and in-depth discussions with our executive team, we focused our sustainability pillars around the SDGs where we have the potential to make the greatest contribution.

As a leading transportation company in North America, we can play our part on the 2030 sustainability agenda to drive positive change within our operations, across our supply chain and in the many communities where we operate.

Moving the Clean Economy

As we prepare for the future, our connections with our customers, supply chain partners and governments are enabling us to deliver sustainable and profitable business that drives economic prosperity in a low-carbon environment.

We are working with our customers to help them reduce supply chain GHG emissions by leveraging rail for the long haul and trucking over shorter distances. In addition to providing one of the most environmentally friendly ways to move goods, thanks to innovation by our customers, we are now moving cleaner energy products like wood pellets, wood chips, wind turbines, solar panels, and biofuel.

Every year, we handle over 300 million tonnes of cargo and many of these goods are being transformed into more sustainable products, enabling us to play a key role as a backbone of the clean economy and the lifeblood of healthier communities.

Throughout this highlights report, we summarize our contribution to the SDGs and our ongoing commitment to playing an active part in their success.

Janet Drysdale
Vice-President, Corporate Development and Sustainability

ALIGNING OUR SUSTAINABILITY PILLARS TO THE SUSTAINABLE DEVELOPMENT GOALS

Environment



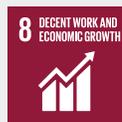
Take urgent action to combat climate change and its impacts

Safety



Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation

People



Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all

Community



Make cities and human settlements inclusive, safe, resilient and sustainable

Governance



Achieve gender equality and empower all women and girls

Our Sustainability Pillars

Environment

TAKING ACTION TO PROTECT THE ENVIRONMENT

Conduct our operations with minimal environmental impact, while providing cleaner, more sustainable transportation services to our customers.



Safety

REINFORCING SAFETY AS A DEEPLY HELD CORE VALUE

Be the safest railroad in North America by establishing an uncompromising safety culture and implementing a management system designed to minimize risk and drive continuous improvement.





People

BECOMING A TOP EMPLOYER AND DEVELOPING THE BEST RAILROADERS

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.



Community

INVESTING IN STRONGER, SAFER COMMUNITIES

Build safer, stronger communities by investing in community development, creating positive socio-economic benefits and ensuring open lines of communication.



Governance

DOING THE RIGHT THING

Continuously improve our culture of integrity and ethical business, building trust and confidence with all our stakeholders.

Environment

“We conduct our operations with minimal environmental impact, while providing cleaner, more sustainable transportation services to our customers.”

NORMAND PELLERIN
Assistant Vice-President, Environment

PICTURED:
Distributed power train, Northern Quebec

KEY ACHIEVEMENTS

30 million  CO₂

TONNES OF CARBON AVOIDED SINCE 1996 WHILE GROWING OUR BUSINESS

~90%



WASTE DIVERTED FROM LANDFILL IN 2016 AND SENT INSTEAD FOR REUSE OR RECYCLING

1.6 million



TREES PLANTED ACROSS NORTH AMERICA THROUGH OUR ECOCONNEXIONS PROGRAM SINCE 2012



Taking Action to Protect the Environment

As rail is one of the most environmentally friendly ways to move goods, we recognize our responsibility to provide a more sustainable transportation service to our customers while minimizing the impacts of our operations.

Driving Emissions and Energy Efficiency

With approximately 84% of our GHG emissions generated from rail operations, we believe the single best way we can positively impact the environment is by continuously improving our locomotive operating efficiency.

Over the past 20 years, our innovative fuel efficiency programs have paid off. Since 1996, our rail fuel efficiency has improved by 37% and has resulted in 30 million tonnes of carbon avoided. Today, we continue to lead the North American rail industry, consuming approximately 15% less fuel per gross ton mile than the industry average.

Our non-rail fleet represents approximately 9% of our Scope 1 and 2 emissions, including intermodal equipment, trucking, On Company Service (OCS) vehicles, and our fleet of eight Great Lakes shipping vessels. Improvements in fuel efficiency continue to be driven by several projects.

For example, working with our owner-operated CNTL trucking fleet, we developed fuel efficiency standards and continued to provide training on various fuel-efficient initiatives, including aerodynamic components and trucks, and routing optimization initiatives. We also trained our OCS drivers and ship operators on better fuel handling practices that reduce speed, engine running and idling time.

Buildings and yards account for approximately 7% of our carbon emissions, comprising electricity, natural gas and miscellaneous fuel consumption. Over the past few years, we undertook various energy efficiency projects through our EcoConnexions Employee Engagement program that included upgrades to air compressors, boilers, HVAC systems, and lighting.



Photo by CN employee Tim Stevens

INVESTING IN OUR FLEET

In 2016, we acquired 90 new high-horsepower Tier 4 locomotives that produce less criteria air contaminants and are much more fuel efficient than the locomotives they replace. With the introduction of other technologies and initiatives, between 2008 and 2016, 4 million tonnes of carbon were avoided.

INNOVATION AT WORK



OPTIMIZING HORSEPOWER TO GAIN FUEL EFFICIENCY

We use a variety of innovative technologies to improve locomotive fuel efficiency and reduce carbon. Horsepower Tonnage Analyzer (HPTA) helps ensure our trains have just the right amount of power, giving crews instructions and real-time monitoring to optimizing a locomotive's horsepower-per-tonne ratio.

ACTING ON THE GLOBAL GOALS



- Offering our customers an efficient and environmentally friendly way to move goods
- Running the most carbon-efficient North American railroad, consuming 15% less fuel per gross ton mile than the industry average
- Supporting growth in the clean energy sector and moving cleaner energy products like wood pellets, wind turbines, solar panels etc.
- Sequestering carbon through our EcoConnexions From the Ground Up and Mass Reforestation program

Highlights



REBUILDING LOCOMOTIVES TO EXTEND THEIR LIVES

CN locomotives are overhauled by our mechanics at the Transcona Shops in Winnipeg, MB, and reused on secondary lines and then in yards, to extend their use up to 25 years.



Reid Bodley, Manager, Waste and Conservation, with gloves for reuse

MATERIAL MARKETPLACE

Working with Toronto and Region Conservation Authority Partners in Project Green, we completed a pilot program at our MacMillan Yard to launder and reuse gloves.



CN Senior Design and Construction Officer Robert Versteegen examines newly hatched turtles

PROTECTING ENDANGERED TURTLE HABITAT

To protect the nesting habitat of endangered turtles from a major transportation expansion project, our teams built a new retaining wall that kept most of the turtles out of the construction site.

Conserving Resources

Many of the capital assets we use to run the railroad are inherently sustainable. For example, most of our rail tracks, locomotives, railcars, ballasts, and rail ties have lifespans that extend beyond 25 years and we further extend their useful life through reuse and recycling programs. We also work collaboratively with suppliers to encourage the design and use of sustainable materials and to reduce impacts across the entire lifecycle of the products we use.

Over the past few years, we've strengthened our waste management culture by setting diversion targets and by engaging our employees to continuously identify innovative solutions to reduce our operational waste. In 2016, we diverted approximately 90% of our waste from landfills by reusing or recycling more resources.

Contributing to the Circular Economy

As a leading North American railroad, resilience is an inherent part of our business and contributing to the circular economy is an important part of our environmental stewardship responsibilities. Our focus on minimizing the use of new materials, maximizing the useful life of materials, and reducing waste generation at the end of their life, is an important part of our material stewardship responsibilities.

It enables us to do our part to contribute to the circular economy, while saving costs and generating additional revenues. In 2016, 97% of our wooden rail ties were sent for co-generation of electricity.

Protecting Biodiversity and Managing Land

Our rail network passes through a wide range of habitats, including national parks, forests, prairies and wetlands. Protecting these rich and diverse ecosystems is an important priority for us, and we are committed to conducting our activities and operations in a way that minimizes our disturbance of the diverse ecosystems that provide essential benefits to the surrounding communities.

We have a broad range of programs in place to preserve and restore habitat and ecosystems, including programs that involve building fish culverts close to railway tracks, wildlife management programs, and other sensitive habitat protection programs. Over the past few years, our environmental management teams have proactively protected the endangered turtle habitat at Carroll's Bay, Hamilton Harbour, and bighorn sheep in Alberta's Jasper National Park.

22%



CARBON REDUCTION FROM ELECTRICITY SAVINGS AT KEY YARDS SINCE 2011, AVOIDING 65,000 TONNES OF CARBON

EcoConnexions – Living Our Environmental Values

Our EcoConnexions programs are the core platform that engages our employees, communities, and customers to help us make a difference and achieve our goals of reducing emissions, conserving resources, and increasing biodiversity.

700+

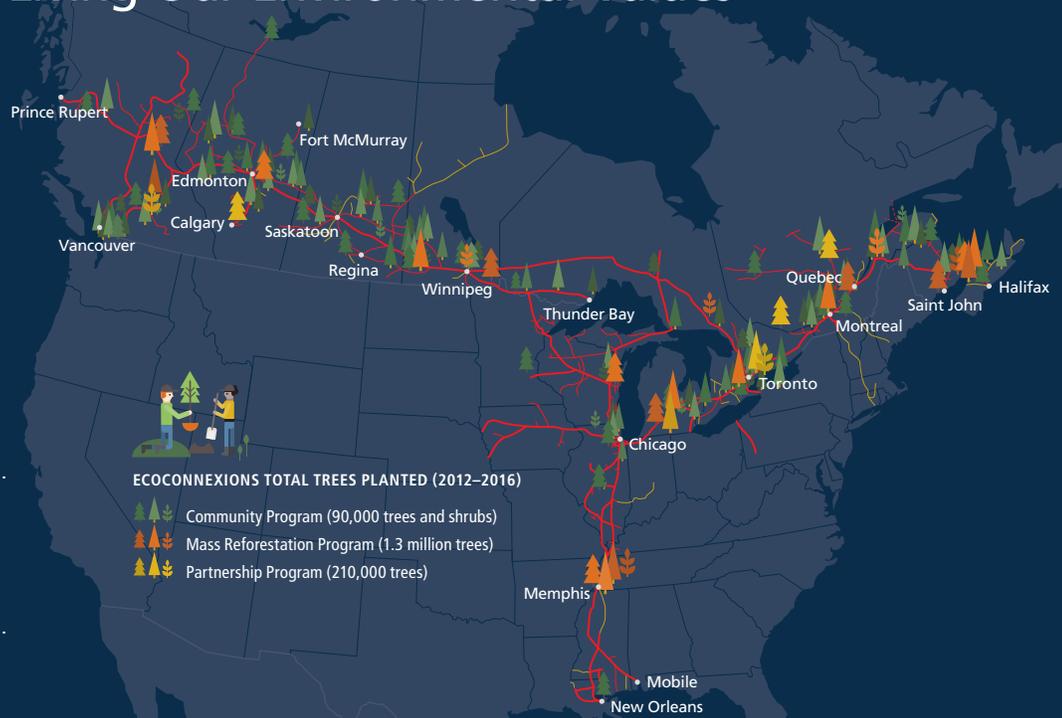
ECOHAMPIONS TRAINED SINCE 2011

168

COMMUNITIES PARTICIPATED IN TREE-PLANTING INITIATIVES SINCE 2012

32

CUSTOMER PARTNERSHIPS FOR A MORE SUSTAINABLE FUTURE SINCE 2014



OUR PARTNERS



TreeCanada



EcoConnexions at Work: Three Dynamic Stakeholder Programs



1 Engaging Our Employees

Our EcoConnexions employee engagement program, launched in 2011, is focused on embedding environmental sustainability into our culture. Today, over 700 EcoChampions have been trained, delivering 22% reduction in energy consumption at key yards, diverting 90,000 tonnes of waste from landfill and completing over 1,000 housekeeping projects.



2 Sponsoring Greening of Communities

The EcoConnexions From the Ground Up program provides up to \$25,000 for the greening of municipal properties across North America. With our partners, Tree Canada, Communities in Bloom and America in Bloom, 168 municipalities have established tree-planting initiatives since 2012. In combination with a Mass Reforestation program, over 1.6 million trees have been planted since 2012.



3 Partnering with Our Customers

Launched in partnership with Tree Canada in 2014, CN's EcoConnexions partnership program aims to both partner with and recognize customers who are committed to reducing their carbon emissions and increasing energy efficiency. In 2016, we planted 100,000 trees to recognize 32 of our customers for their sustainable business practices.

Safety

“We strive to be the safest railroad in North America by establishing an uncompromising safety culture and implementing a management system designed to minimize risk and drive continuous improvement.”

MITCH BEEKMAN
Vice President, Safety and Environment

PICTURED:
Justin Babcock, Heavy Duty
Mechanic, keeping railcars and
locomotives safe for 18 years.

KEY ACHIEVEMENTS

15,000



EMPLOYEES RECEIVED ENHANCED TRAINING ON OUR “LOOKING OUT FOR EACH OTHER” INITIATIVE

\$1.6B



INVESTED TO SUPPORT OUR SAFETY AGENDA including track infrastructure, bridge repairs, branch line upgrades and other general track maintenance.

400



TRANSCAER® EVENTS ACROSS THE SYSTEM IN 2016, BRINGING CRITICAL TRAINING TO OVER 8,400 PARTICIPANTS



Reinforcing Safety as a Deeply Held Core Value

Safety is a fundamental value that guides our actions at all times on our journey to becoming the safest railroad in North America. Our goals are simple: Nobody gets hurt, and there are no accidents that negatively impact our communities, customers or the environment.

Safety Culture

We invest significantly in training, coaching, and employee engagement to strengthen our safety culture. Over the past year, we improved the quality of employee interactions in the field, with a focus on moving our people from “compliance with the rules” to an unwavering commitment to safe behaviour for themselves and those around them.

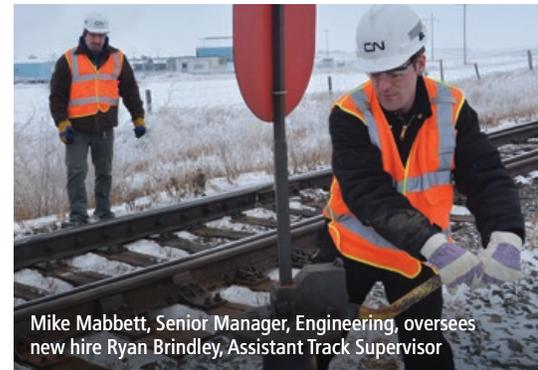
Safety Management

Our Safety Management System (SMS) formalizes how we integrate safety into all railroad activities. This year we’ve implemented a science-based approach to our fatigue management process and we recently added a 13th SMS component entitled “Outreach” – a process for meeting regulators, customers, and municipalities to review rail safety and discuss concerns.

We also work closely with municipal officials and emergency responders to review our safety programs and share information on dangerous goods traffic moving through their communities. In 2016, we earned a National Achievement Award from Transportation Community Awareness and Emergency Response (TransCAER®) for helping communities understand the movement of dangerous goods.

Infrastructure and Technology

Every year, we make significant investments in infrastructure and technology, including U.S.-mandated Positive Train Control technologies, and early detection and predictive analytics technologies, to run a safe and fluid network. In 2016, approximately \$1.6 billion alone was invested in track infrastructure.



Mike Mabbett, Senior Manager, Engineering, oversees new hire Ryan Brindley, Assistant Track Supervisor

LOOKING OUT FOR EACH OTHER

In 2016, we rolled out Phase 3 of our peer-to-peer program – “Looking Out for Each Other” – a safety mindset that teaches how to reinforce safe behaviours and how to speak up in a constructive way if we spot unsafe behaviour.

INNOVATION AT WORK



Brad Butterwick, Superintendent in Prince George, BC

LEVERAGING TECHNOLOGY FOR FATIGUE MANAGEMENT

In 2017, we enhanced our process of applying fatigue science when scheduling the work of unionized employees who account for approximately 80% of our workforce. Some of these employees were invited to a pilot study to determine the effect scheduling has on improving fatigue.

ACTING ON THE GLOBAL GOALS



- Investing in predictive analytics, technologies and track infrastructure to proactively minimize safety risks
- Educating employees and customers at our CN training centres on safety using hands-on state-of-the-art rail safety equipment
- Engaging communities on dangerous goods and emergency response through our Structured Community Engagement Program

People

“Our goal is to provide a safe, supportive, and diverse work environment where our employees can grow to their full potential and be recognized for their contribution to our success.”

KIM MADIGAN
Vice-President, Human Resources

PICTURED:
Elizabeth Hammack, Positive Train Control (PTC) System Validation Engineer, with Jaspreet Pannu, Trainmaster

KEY ACHIEVEMENTS

93%



NEW HIRE EMPLOYEE SATISFACTION DURING OUR ONBOARDING PROGRAM

711,396



HOURS OF EMPLOYEE TRAINING

40%



NEW EMPLOYEES IN CANADA AND 29% IN U.S. REPRESENTED BY DIVERSITY GROUPS



Becoming a Top Employer and Developing the Best Railroaders

Our 23,000 employees are our single greatest asset. By providing them with exciting development opportunities, a competitive total compensation package and opportunities to build their careers, we motivate and empower them to contribute to our business success.

Talent Recruitment

As we prepare for the next generation of railroaders, our focus is to hire the right people, onboard them successfully, and provide opportunities for them to develop and grow. In 2016, attracting and retaining a high-calibre senior management team was an important priority underpinning our ambition to continue to innovate our business and sustain our leadership position.

We also continued to integrate our newly hired railroaders by equipping them with the tools and knowledge to work safely and efficiently. Through our state-of-the-art CN training centres, we successfully delivered technical skills training, re-certification programs, as well as various development programs. In 2016, 35% of our positions were filled by internal candidates, demonstrating our deep bench strength and commitment to employee development.

Diversity and Inclusion

In today's increasingly complex global marketplace, we recognize that attracting a diverse workforce that reflects the communities where we operate and with whom we work will be critical to our success. We have various programs to reach out to diverse candidates, including women, visible minorities, Aboriginal peoples, veterans, and people with disabilities.

Employee Engagement and Innovation

Engaging and connecting our people on our goals helps us reinforce trust and appreciation for their talents and contributions, and ensure they feel invested in our shared success. This year, we continued to nurture an innovative culture harnessing the power of our EcoConnexions program and empowering diverse cross-functional teams to take on our biggest projects and challenges.



Heidi Rowley, Heavy Duty Mechanic, at the Transcona Shops in Winnipeg, MB

WOMEN IN RAILROADING

Through our CN Women in Operations Internship Program, which we launched in 2015, women railroaders are gaining first-hand experience and development opportunities in Transportation, Network Operations, Safety, Mechanical, and Supply Management.

INNOVATION AT WORK



Kevin Guiney, Officer, Technical Training, CN Claude Mongeau National Training Centre

EMPLOYEE INNOVATIVE IDEA: TRACK CIRCUIT SIMULATOR

At CN, some of the best sources of innovation are ideas from employees. Kevin brought his passion alive when he came up with the idea to improve the Signals and Communications training experience for new hires using a track circuit simulator.

ACTING ON THE GLOBAL GOALS



- Attracting a diverse and inclusive workforce and becoming a top-of-mind employer for all designated groups
- Ensuring productive employment for our 23,000 employees through competitive wages and benefit packages
- Improving work/life balance by engaging in collaborative partnerships with union partners and employees
- Developing employees to increase their engagement, retention, business knowledge and leadership capabilities

Community

“We strive to be a good neighbour, making communities better and safer places to live, work and play by investing in development and creating positive socio-economic benefits.”

SEAN FINN

Executive Vice-President, Corporate Services and Chief Legal Officer

PICTURED:

Railroader in the Community Dora Nelson at The Haven House in Harvey, IL

KEY ACHIEVEMENTS

\$18.2M



INVESTED IN COMMUNITIES THROUGH SPONSORSHIPS AND DONATIONS

23,000



EMPLOYEES INCLUDING \$3 BILLION IN SALARIES AND WAGES PAID

\$6B



IN GOODS AND SERVICES FROM OVER 15,000 SUPPLIERS



Investing in Stronger, Safer Communities

As part of the fabric of the many cities, towns and villages across our entire 19,600-mile North American network, we are proud of the important contribution we make towards social and economic progress. Supporting inclusive, sustainable and equitable communities underpins our goal of leaving communities and economies better for our being there.

Socio-Economic Benefits

Across our rail network, we reach people living in hundreds of communities throughout North America, transporting millions of goods annually for a wide range of businesses. Delivering our transportation services safely, efficiently, and responsibly is vital to the running of our railroad and the value we create for society.

As a true backbone of the economy, we provide positive socio-economic impacts through our sizeable investments in employment, infrastructure, goods and services, sponsorships and donations, as well as the taxes we pay to all levels of government. Since 2006 we have invested \$21 billion in capital improvements.

Community Investments

Building safer and stronger communities is vital to the running of our trans-continental railroad. This is why we strive to be a good neighbour – not only in our commitment to safety and environmental sustainability, but also by investing directly to make communities better places to live and work.

We support many national and community-based non-profit organizations throughout Canada and the U.S., and provide CN grants to our employees who volunteer their time to hundreds of worthy causes through our CN Railroaders in the Community program.

In 2016, we invested \$18.2 million in communities to support safety, transportation education, the environment, diversity, the CN Railroaders in the Community program, and caring and solidarity initiatives.



Kate Fenske, Manager, Regional Relations, CN Public Affairs, taking the safety pledge

RAIL SAFETY WEEK

Safety always comes first at CN. In 2016, we actively participated in Railway Safety Week through our partnership with Operation Lifesaver, conducting more than 200 safety blitzes at commuter stations and railway crossings in Canada and the U.S.

INNOVATION AT WORK



Canada 150 Tree Planting Project, Brandon, MB

EXPANDING OUR ECOCONNECTIONS COMMUNITY PROGRAM

In 2017, we celebrate the sixth year of our EcoConnections From the Group Up program and Canada's 150th birthday by increasing from 25 to 52 the number of communities awarded a \$25,000 grant. We've also donated \$1 million to Tree Canada's Operation ReLeaf in Fort McMurray.

ACTING ON THE GLOBAL GOALS

11 SUSTAINABLE CITIES AND COMMUNITIES



- Promoting safety in communities especially in terms of dangerous goods right-to-know initiatives
- Protecting community residents through our CN Police officers
- Promoting environmental sustainability through efficient freight services; helping reduce emissions, traffic congestion, accidents, and the burden on overstressed transportation infrastructure
- Building community trust by maintaining open and timely communications

Governance

“We are committed to continuously improving our culture of integrity and ethical business conduct, building the trust and confidence of our stakeholders and encouraging an inclusive and diverse governance approach that supports sound business decision-making.”

CRISTINA CIRCELLI
Deputy Corporate Secretary and
General Counsel

KEY ACHIEVEMENTS

38%



WOMEN ON BOARD OF DIRECTORS IN 2017, REFLECTING OUR COMMITMENT TO HAVE AT LEAST ONE-THIRD WOMEN ON OUR BOARD

100%



OF MANAGEMENT EMPLOYEES COMPLETED THE ONLINE TRAINING COURSE ON THE CODE OF CONDUCT



Doing the Right Thing

Robust corporate governance is simply good business. It helps strengthen our reputation, build the trust and confidence of our stakeholders, and make sound business decisions for our long-term success. Doing the right thing is a core value, reflecting our commitment to make the right choices and bring integrity in all aspects of our business.

Business Ethics and Integrity

Holding ourselves to the highest standards of ethics and integrity is essential to the success of our business. As one of North America's leading railroads, we know people expect the best of CN – a responsibility we take very seriously.

Our core values, CN's Code of Business Conduct, and corporate policies frame our values and commitments to responsible management, alongside our robust Board and executive governance models. In 2016, we updated our Code of Business Conduct, trained our management employees and reconfirmed adherence to our standards. To date, 100% of our management employees completed the online training course and attested their compliance with the Code.

Board Diversity

An inclusive and diverse Board is an important part of how we govern. We believe that diversity, including gender

diversity, on the Board helps increase the effectiveness of decision-making by bringing together a variety of perspectives. In 2015, we established our Diversity Policy, which takes into account gender, age and ethnicity when recommending director nominees to our Board. Our Diversity Policy reflects our commitment to have at least one-third of our Board represented by women by the end of 2017. In mid-2017, 5 of 13 directors were women, representing 38%.

Stakeholder and Aboriginal Outreach

Given the high visibility of our business throughout North America, we recognize the importance of maintaining a positive reputation in the communities where we operate. We value our stakeholders' views and are committed to building mutually beneficial and lasting relationships.



Aboriginal Day, Prince Rupert, BC

ABORIGINAL ENGAGEMENT

CN operates within or adjacent to nearly 200 different reserve lands of more than 110 First Nations and some Métis territories in eight provinces. We strive to develop respectful and mutually beneficial relationships with all Aboriginal peoples, while ensuring service to our customers.

INNOVATION AT WORK



INDUSTRY-LEADING CORPORATE GOVERNANCE PRACTICES

In 2016, as part of the annual performance assessment, our Board Chair led a peer review exercise comprising one-on-one meetings with each individual director. The results were compiled by an outside consultant and submitted to the Chair to inform individual directors on their personal performance.

ACTING ON THE GLOBAL GOALS



- Established and met a 2017 target to have at least one-third women on our Board
- Signed the Catalyst Accord, a call to action to increase representation of women on Financial Post 500 boards to 25% by 2017
- Became a member of the Canadian chapter of the 30% Club, which aims to boost the representation of women on boards to 30% by 2019
- 5 of 13 members of the CN's Board of Directors are female (38%)



We welcome comments, questions and feedback on this report.

Please contact:

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For more information on CN's Delivering Responsibly initiatives and performance, and to download our full sustainability report visit: www.cn.ca/delivering-responsibly



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