



PENSION AND INVESTMENT COMMITTEE

1. PURPOSE

The purpose of the Pension and Investment Committee (“PIC”) is to assist the Board in fulfilling its oversight responsibilities in relation to the funding, administration, communication, and investment management of CN’s pension plans (“**CN’s Pension Plans**”).

2. MEMBERSHIP

- **Members.** The Board shall appoint a maximum of twelve individuals to be members of the PIC, a majority of whom shall be independent directors. The members of the PIC shall include the following three officers of CN: the President and Chief Executive Officer of CN, the Executive Vice-President and Chief Financial Officer of CN, the President and Chief Executive Officer of the CN Investment Division.

3. MEETINGS

- **Meetings.** The PIC shall meet at least four times annually, or more frequently as circumstances dictate. Such meetings may be held by telephone or by any other means which enables all participants to communicate with each other simultaneously and as necessary.
- **Quorum.** A quorum for the transaction of business at a PIC meeting shall be a majority of the PIC members, including at least two members who are officers of CN.
- **Additional Participant.** In addition to the PIC members, the Vice-President and Chief Investment Officer of the CN Investment Division shall be invited to attend each PIC meeting.
- **Timing.** The PIC shall typically meet one day prior to CN’s Board meetings, or as otherwise required.

4. RESPONSIBILITIES

The responsibilities of the PIC are in part described in the Standing Resolution on CN Investments and include the following:

- **Investment Division.** The PIC shall oversee and review the investment management activities of the CN Investment Division (the “**Investment Division**”). In this regard, the PIC shall:
 - in conjunction with the President and Chief Executive Officer of CN, oversee and determine the hiring, compensation, performance assessment, leadership development and succession planning of Investment Division executives, including the President and Chief Executive Officer of the Investment Division, subject to the approval of the Human Resources & Compensation Committee and the Board, only as to the President and Chief Executive Officer of the Investment Division;
 - monitor the Investment Division performance on investment of assets of CN’s Pension Trust Funds in accordance with the Statement of Investment Policies and Procedures approved by the Board, as well as the funded status of CN’s Pension Plans more broadly;

- review and approve the annual budget of the Investment Division; and
 - review and approve the CN Investment Division Incentive Plan and award payouts thereunder.
- **Pension Management.** The PIC shall oversee and review the funding and administration of CN's Pension Plans. In this regard, the PIC shall:
 - approve CN's overall pension risk management strategy and report thereon to the Board;
 - oversee implementation of the overall pension risk management strategy by the Pension Advisory Working Committee and the Investment Division;
 - ensure that all necessary information (e.g. actuarial valuation, asset/liability study results, plan amendments, investment performance results) supporting the PIC's decisions and recommendations have been considered;
 - approve all of CN's pension trust funds (the "**CN Pension Trust Funds**") investments made in any one real estate property, resource property, the shares or debt of any single corporation not listed on a prescribed stock exchange as defined in the Income Tax Act (Canada), or any investment in a single externally managed fund in any asset class with a locked-in investment term of more than three years, including real estate, oil and gas, private equities, private debt, infrastructure, and absolute return, for which the aggregate investment exceeds CAD \$150,000,000 (or the equivalent thereof), except when the loan or interest is by way of a first mortgage. Debt securities included in standard investment-grade Canadian bond indices are excluded from this requirement;
 - review and recommend to the Board changes to the Statements of Investment Policies and Procedures and Derivative Policy for the CN Pension Trust Funds for approval, including the investment beliefs and principles that are to underly investment decisions to ensure alignment with CN's overall values;
 - review and recommend to the Board actuarial valuations and funding of CN's Pension Plans;
 - review and approve plan actuary and trustee candidates, as recommended by the Pension Advisory Working Committee;
 - review and approve the benchmark selections for evaluating the performance of the CN Pension Trust Funds in accordance with the Statements of Investment Policies and Procedures and report thereon to the Board;
 - review and approve the governance structure of the management Pension Advisory Working Committee; and
 - appoint members of the management Pension Advisory Working Committee and its Chair.

5. EVALUATION OF THE PIC

- **Review.** The PIC will review and assess its mandate annually or otherwise as it deems appropriate and shall report to the Board regularly on its deliberations and annually on the adequacy of its mandate.
- **Assessment.** At least annually, the PIC will review its effectiveness in fulfilling its responsibilities and duties as set out in its mandate.

6. GENERAL

Nothing contained in the above mandate is intended to assign to the PIC the Board responsibility to ensure CN's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the PIC.

Members of the PIC are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.