Robert Pace
Chairman of the Board
MAKING THE RIGHT CONNECTIONS
SAFETY BRIEFING
Ryan Edwards
July 25, 2015
MAKING THE RIGHT CONNECTIONS
NOTICE OF MEETING
REPORT ON QUORUM
CONSOLIDATED FINANCIAL STATEMENTS
ELECTION OF DIRECTORS
Director Nominees

Donald Carty

Ambassador Gordon Giffin

Edith Holiday

Maureen Kempston Darkes

The Honourable Denis Losier

The Honourable Kevin Lynch

Claude Mongeau

James O’Connor

Robert Pace

Robert Phillips

Laura Stein
APPOINTMENT OF AUDITORS
ADVISORY VOTE ON EXECUTIVE COMPENSATION
SHAREHOLDER PROPOSAL
MAKING THE RIGHT CONNECTIONS
Claude Mongeau
President and Chief Executive Officer
TWENTY YEARS OF TRANSFORMATION

ANNUAL GENERAL MEETING OF SHAREHOLDERS

MONTREAL – APRIL 26, 2016
The Network in the Early 90’s

A STRONG CANADIAN FOOTPRINT
The Network Today

A TRULY NORTH AMERICAN RAILWAY
We’ve Come a Long Way since the IPO

**OPERATING RATIO (%)**
LEADING THE PACK SINCE 1998

<table>
<thead>
<tr>
<th>Year</th>
<th>Ratio</th>
</tr>
</thead>
<tbody>
<tr>
<td>1994*</td>
<td>89.4</td>
</tr>
<tr>
<td>2014</td>
<td>61.9</td>
</tr>
<tr>
<td>2015</td>
<td>58.2</td>
</tr>
</tbody>
</table>

*Adjusted for special charges

**ADJUSTED EPS ($Cdn)**
19% AVERAGE ANNUAL GROWTH

<table>
<thead>
<tr>
<th>Year</th>
<th>EPS</th>
</tr>
</thead>
<tbody>
<tr>
<td>1994*</td>
<td>0.12</td>
</tr>
<tr>
<td>2014</td>
<td>3.76</td>
</tr>
<tr>
<td>2015</td>
<td>4.44</td>
</tr>
</tbody>
</table>

*Pro-forma
See website for an explanation of this non-GAAP measure.

**MARKET CAP ($Cdn)**
WIDELY OUTPACING THE MARKET

<table>
<thead>
<tr>
<th>Year</th>
<th>Cap</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nov 95</td>
<td>$2B</td>
</tr>
<tr>
<td>Now</td>
<td>$63B</td>
</tr>
</tbody>
</table>

A UNIQUELY SUCCESSFUL BUSINESS TRANSFORMATION
Much to be Proud of

SUPERIOR CUSTOMER SERVICE

AT WORLD-CLASS RATES

CONTINUED INVESTMENT, FOCUSED EXECUTION AND BOLD INNOVATION
Playing Our Role as a True Backbone of the Economy

- CN touches just about every sector of the economy
- Serving thousands of customers across Canada and the U.S.
- Moving over $250 billion worth of goods every year
What We Stand For

DELIVERING
OPERATIONAL
AND SERVICE
EXCELLENCE

CREATING
VALUE FOR
SHAREHOLDERS

BUILDING
FOR THE FUTURE

DELIVERING
SAFELY
& RESPONSIBLY

PLAYING
OUR ROLE AS
A BACKBONE
OF THE ECONOMY

CREATING
VALUE FOR
CUSTOMERS
MAKING THE RIGHT CONNECTIONS
Executive Vice-President
and Chief Financial Officer

Luc Jobin
Forward-Looking Statements

The financial results in this presentation were determined on the basis of U.S. GAAP. Please refer to the website www.cn.ca/nonGAAP for the reconciliation of certain non-GAAP measures to comparable GAAP measures. To the extent that CN has provided non-GAAP financial measures in its outlook, the Company may not be able to provide a reconciliation to the GAAP measures, due to unknown variables and uncertainty related to future results.

Certain information included in this presentation constitutes “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 and under Canadian securities laws. CN cautions that, by their nature, these 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. To the extent that CN has provided non-GAAP financial measures in its outlook, the Company may not be able to provide a reconciliation to the GAAP measures, due to unknown variables and uncertainty related to future results. Key assumptions used in determining forward-looking information are set forth below.

2016 key assumptions
CN has made a number of economic and market assumptions in preparing its 2016 outlook. The Company is assuming that North American industrial production for the year will increase by less than one per cent (compared with its previous assumption announced on Jan. 26, 2016, of approximately one per cent) and assumes U.S. housing starts in the range of 1.2 million units and U.S. motor vehicle sales of approximately 17.5 million units. For the 2015/2016 crop year, the Canadian grain crop was in line with the five-year average and the U.S. grain crop was above the five-year average. The Company assumes that both the Canadian and U.S. 2016/2017 grain crops will be in line with their respective five-year averages. With these assumptions, CN now assumes total carloads for 2016 will decrease by four to five per cent versus 2015 (compared with its previous assumption of slightly negative carloads versus 2015). CN expects continued pricing improvement above inflation. CN now assumes that in 2016 the value of the Canadian dollar in U.S. currency will be in the range of $0.75 to $0.80 (compared with its previous assumption of a range of $0.70 to $0.75), and that the average price of crude oil (West Texas Intermediate) will be in the range of US$35 to US$45 per barrel (as opposed to CN’s previous assumption of a price range of US$30 to US$40 per barrel). CN now plans to invest approximately C$2.75 billion in its capital program (compared with its previous assumption of investing approximately C$2.9 billion in its capital program in 2016). CN still plans to target C$1.5 billion of this program toward track infrastructure.

Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results or performance of the Company or the rail industry to be materially different from the outlook or any future results or performance implied by such statements. Important risk factors that could affect the forward-looking statements include, but are not limited to, the effects of general economic and business conditions, 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, various events which could disrupt operations, including natural events such as severe weather, droughts, floods and earthquakes, labor negotiations and disruptions, environmental claims, uncertainties of investigations, proceedings or other types of claims and litigation, risks and liabilities arising from derailments, 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” in CN’s annual and interim reports, Annual Information Form and Form 40-F filed with Canadian and U.S. securities regulators, available on CN’s website, for a summary of major risk factors.

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.
Caution Regarding Non-GAAP Measures

This presentation contains non-GAAP measures that do not have a standardized meaning prescribed by GAAP and are therefore not necessarily comparable to similar measures presented by other companies, and as such, should not be considered in isolation.

A reconciliation to the comparable GAAP measures is provided at:

www.cn.ca/2016AGM-nonGAAP
Earnings Per Share

DILUTED EARNINGS PER SHARE (Cdn)

13% CAGR

2011: 2.70
2012: 3.06
2013: 3.09
2014: 3.85
2015: 4.39

14% increase

ADJUSTED DILUTED EARNINGS PER SHARE* (Cdn)

17% CAGR

2011: 2.41
2012: 2.81
2013: 3.06
2014: 3.76
2015: 4.44

18% increase

*Adjusted to exclude items affecting the comparability of results. See website for an explanation of this non-GAAP measure.

ACHIEVED INITIAL GUIDANCE OF DOUBLE-DIGIT EARNINGS GROWTH DESPITE HEADWINDS
Driving Top Line Growth

**CARLOADS** (thousands)
3% CAGR

<table>
<thead>
<tr>
<th>Year</th>
<th>Carloads</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>4,873</td>
</tr>
<tr>
<td>2012</td>
<td>5,059</td>
</tr>
<tr>
<td>2013</td>
<td>5,190</td>
</tr>
<tr>
<td>2014</td>
<td>5,625</td>
</tr>
<tr>
<td>2015</td>
<td>5,485</td>
</tr>
</tbody>
</table>

**REVENUES** ($M Cdn)
9% CAGR

<table>
<thead>
<tr>
<th>Year</th>
<th>Revenues</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>9,028</td>
</tr>
<tr>
<td>2012</td>
<td>9,920</td>
</tr>
<tr>
<td>2013</td>
<td>10,575</td>
</tr>
<tr>
<td>2014</td>
<td>12,134</td>
</tr>
<tr>
<td>2015</td>
<td>12,611</td>
</tr>
</tbody>
</table>

Revenues down 5% on a constant currency basis*
*See website for an explanation of this non-GAAP measure.

LOWER VOLUMES MORE THAN OFFSET BY FAVORABLE FOREIGN EXCHANGE AND DISCIPLINED PRICING
Growing at Low Incremental Cost

**EXPENSES**

($M Cdn)

<table>
<thead>
<tr>
<th>Year</th>
<th>Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>5,732</td>
</tr>
<tr>
<td>2012</td>
<td>6,235</td>
</tr>
<tr>
<td>2013</td>
<td>6,702</td>
</tr>
<tr>
<td>2014</td>
<td>7,510</td>
</tr>
<tr>
<td>2015</td>
<td>7,345</td>
</tr>
</tbody>
</table>

*(2%)*

**2015 OPERATING RATIO**

(\%)

<table>
<thead>
<tr>
<th></th>
<th>U.S. Peers</th>
<th>CP</th>
<th>CN</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>67.1</td>
<td>61.0</td>
<td>58.2</td>
</tr>
</tbody>
</table>

On a constant currency basis, expenses down 9%*  
*See website for an explanation of this non-GAAP measure.

CP and U.S. Peers (weighted average of UP, CSX and NS) based on publicly available information.

MAINTAINING INDUSTRY-LEADING EFFICIENCY
Balancing Operational and Service Excellence

**Train Productivity**
( GTMs per train mile)

<table>
<thead>
<tr>
<th>Year</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>8,625</td>
<td>8,739</td>
</tr>
</tbody>
</table>

**Yard Productivity**
(Cars per yard switching hour)

<table>
<thead>
<tr>
<th>Year</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>44</td>
<td>48</td>
</tr>
</tbody>
</table>

**Car Velocity**
(Car miles per day)

<table>
<thead>
<tr>
<th>Year</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>199</td>
<td>224</td>
</tr>
</tbody>
</table>

Focused on protecting customer service while recalibrating key resources to a weak volume environment.
<table>
<thead>
<tr>
<th>Year</th>
<th>Free Cash Flow (SM Cdn)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>1,746</td>
</tr>
<tr>
<td>2012</td>
<td>1,661</td>
</tr>
<tr>
<td>2013</td>
<td>1,623</td>
</tr>
<tr>
<td>2014</td>
<td>2,220</td>
</tr>
<tr>
<td>2015</td>
<td>2,373</td>
</tr>
</tbody>
</table>

*Free cash flow after voluntary pension plan contributions of C$100 million, C$700 million and C$350 million for 2013, 2012 and 2011, respectively.

See website for an explanation of this non-GAAP measure.
Reinvesting in Our Business

CAPITAL INVESTMENTS 2011-2015
($B Cdn)

- Core Track and Roadway: 5.7
- Capacity, Service and Productivity: 1.8
- Rolling Stock: 1.6
- Information Technology and Other: 1.5

$2.7B invested in 2015
Unwavering focus on safety and plant integrity
Supporting growth, service and productivity

~$11 BILLION OF CAPITAL INVESTMENTS IN FIVE YEARS
Prudent Financial Management

**ADJUSTED DEBT-TO-TOTAL CAPITALIZATION RATIO**  
(at December 31)  

- 2014: 40.0%  
- 2015: 42.5%

**ADJUSTED DEBT-TO-ADJUSTED EBITDA MULTIPLE**  
(for the twelve months ended December 31)  

- 2014: 1.57x  
- 2015: 1.71x

See website for an explanation of these non-GAAP measures.

CONTINUOUS, LOW COST ACCESS TO FINANCING
Rewarding Our Shareholders

**SHARE BUYBACK**
($M Cdn)

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>1,420</td>
</tr>
<tr>
<td>2012</td>
<td>1,400</td>
</tr>
<tr>
<td>2013</td>
<td>1,400</td>
</tr>
<tr>
<td>2014</td>
<td>1,505</td>
</tr>
<tr>
<td>2015</td>
<td>1,750</td>
</tr>
</tbody>
</table>

- 23.3M shares repurchased in 2015
- Current program of up to 33M shares

**DIVIDENDS**
($M Cdn)

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>585</td>
</tr>
<tr>
<td>2012</td>
<td>652</td>
</tr>
<tr>
<td>2013</td>
<td>724</td>
</tr>
<tr>
<td>2014</td>
<td>818</td>
</tr>
<tr>
<td>2015</td>
<td>996</td>
</tr>
</tbody>
</table>

- 20 consecutive years of dividend growth (17% CAGR)
- 20% increase approved for 2016

**OVER $11 BILLION RETURNED TO SHAREHOLDERS IN FIVE YEARS**
Outpacing the Market

Index: Closing price on December 31, 2010 = 100
Assumes reinvestment of all dividends

CNR 151%*
CNI 82%*
S&P 500 81%*
S&P TSX 12%*

*Cumulative total return over the last five years.
2016 First Quarter

DILUTED EARNINGS PER SHARE
($ Cdn)

<table>
<thead>
<tr>
<th>Q1-15</th>
<th>Q1-16</th>
</tr>
</thead>
<tbody>
<tr>
<td>0.86</td>
<td>1.00</td>
</tr>
</tbody>
</table>

16%

VERY SOLID PERFORMANCE IN A WEAKER VOLUME ENVIRONMENT
Revised 2016 Financial Outlook

CN now aims to deliver earnings in line with 2015 adjusted diluted EPS of C$4.44 (1)

- Carloads expected to be lower than last year by 4-5%, with pricing staying above inflation
- Higher foreign exchange and fuel price assumptions

Continuing to reinvest in the business for safety and efficiency

- Capital envelope of C$2.75B
- Includes PTC investments and impact of foreign exchange

Delivering sustainable value for our shareholders

- Protecting our profitability despite a tougher environment
- Rewarding our investors with consistent dividend and share buyback returns

(1) See website for an explanation of this non-GAAP measure.

Please see Forward-Looking Statements at the beginning of the presentation for a summary of key assumptions and important risk factors underlying CN’s 2016 financial outlook.
MAKING THE RIGHT CONNECTIONS
INTRODUCTION OF DIRECTORS
Donald Carty
Director

Ambassador

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The Honourable Denis Losier
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MAKING THE RIGHT CONNECTIONS
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