



# DRIVEN





# Shauneen Bruder

Chair of the Board

CN Annual Meeting of Shareholders  
May 1st, 2026



# Senior Officers



**Tracy Robinson**

President and Chief Executive Officer



**Ghislain Houle**

Executive Vice-President and Chief Financial Officer



**Cristina Circelli**

Vice-President, Corporate Secretary and General Counsel



# DRIVEN



# 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," "goals," or other similar words.

## 2026 key assumptions

CN has made a number of economic and market assumptions in preparing its 2026 outlook. The 2025/2026 grain crops in Canada and the U.S. were above their respective five-year averages. The Company continues to assume that the 2026/2027 grain crops in Canada and the U.S. will be in line with their respective five-year averages. CN continues to assume RTM growth will be flattish. CN now assumes that in 2026, the value of the Canadian dollar in U.S. currency will be \$0.73 (compared to its January 30, 2026 assumption of \$0.715), and now assumes that in 2026 the average price of crude oil (West Texas Intermediate) will be in the range of US\$80 - US\$110 per barrel (compared to its January 30, 2026 assumption in the range of US\$60-US\$70 per barrel). The Company notes there is a heightened demand risk as a result of volatile macroeconomic conditions, geopolitical conflicts and global trade tensions.

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 in this presentation include, but are not limited to, general economic and business conditions, including factors impacting global supply chains such as pandemics and geopolitical conflicts or tensions; trade restrictions, trade barriers, or the imposition of tariffs or other changes to international trade arrangements; 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 and other regulatory claims or proceedings; increases in maintenance and operating costs; security threats; reliance on technology and related cybersecurity risk; 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.

CN has sustainability-related commitments and climate goals, and continues to assess the impact on its operations of related initiatives, plans and proposals that CN and other stakeholders (including government, regulatory and other bodies) are pursuing in relation to climate change and carbon emissions. The achievement of CN's climate goals is subject to several risks and uncertainties, including those disclosed in the section entitled Business risks: Reputation of the MD&A. The achievement of these goals is also subject to circumstances outside of the Company's control, including the availability and cost competitiveness of renewable fuels and the development and availability of new technologies, such as alternative propulsion locomotive technologies, and the cooperation of third parties such as suppliers, customers, supply chain partners and regulators. There can be no certainty that the Company will achieve any or all of these goals within the stated timeframe, or that achieving any of these goals will meet all of the expectations of its stakeholders or applicable legal requirements. If the Company is unable to achieve its climate goals or satisfy the expectations of its stakeholders, its brand and reputation could be materially and adversely affected.

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.



# Safety Moment

CN Annual Meeting of Shareholders



# DRIVEN



# Safety Our Core Value

CN Annual Meeting of Shareholders



# Delivering Responsibly

CN Annual Meeting of Shareholders

# Our Talented Railroaders

CN Annual Meeting of Shareholders





# Our Communities

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CN Annual Meeting of Shareholders

# Governance

CN Annual Meeting of Shareholders





# DRIVEN





# Tracy Robinson

President and  
Chief Executive Officer

CN Annual Meeting of Shareholders  
May 1st, 2026





# DRIVEN



A group of construction workers wearing safety gear, including hard hats and high-visibility jackets, are gathered around a table, looking at a document. The scene is outdoors, possibly at a construction site. A dark blue overlay is present on the right side of the image, containing text.

# Safety is Our Core Value

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CN Annual Meeting of Shareholders



# Delivering Responsibly

CN Annual Meeting of Shareholders





# Sustain and Build Service Excellence

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CN Annual Meeting of Shareholders

# Growing Our Business

CN Annual Meeting of Shareholders





# Growing Our People

CN Annual Meeting of Shareholders

# Looking Ahead

CN Annual Meeting of Shareholders





# DRIVEN





To join the conference call,  
you must call either:

**1-844-418-2221**

(toll-free in Canada and the U.S.)

**(506) 560-2221**

(outside of Canada and the U.S.)

**CN Annual Meeting of Shareholders**

May 1st, 2026





# DRIVEN



# Notice of Meeting

CN Annual Meeting of Shareholders



A scenic view of a CN train crossing a bridge over a river, surrounded by dense evergreen forests. The train consists of several black freight cars with the CN logo, pulled by a red locomotive. The bridge is a steel truss structure supported by concrete piers. The river is a vibrant blue, and the surrounding forest is lush and green. In the background, a large body of water is visible, surrounded by more forested hills.

# Appointment of Scrutineers

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CN Annual Meeting of Shareholders

# Report on Quorum

CN Annual Meeting of Shareholders



# Consolidated Financial Statements

CN Annual Meeting of Shareholders





# Ghislain Houle

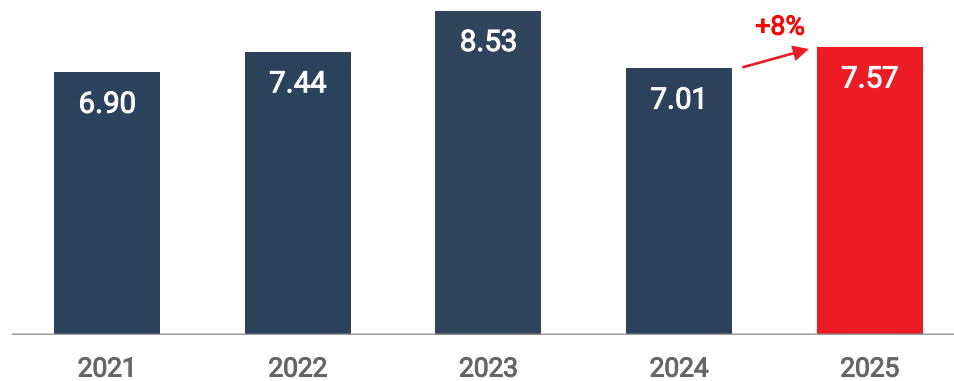
Executive Vice-President and  
Chief Financial Officer

CN Annual Meeting of Shareholders  
May 1st, 2026

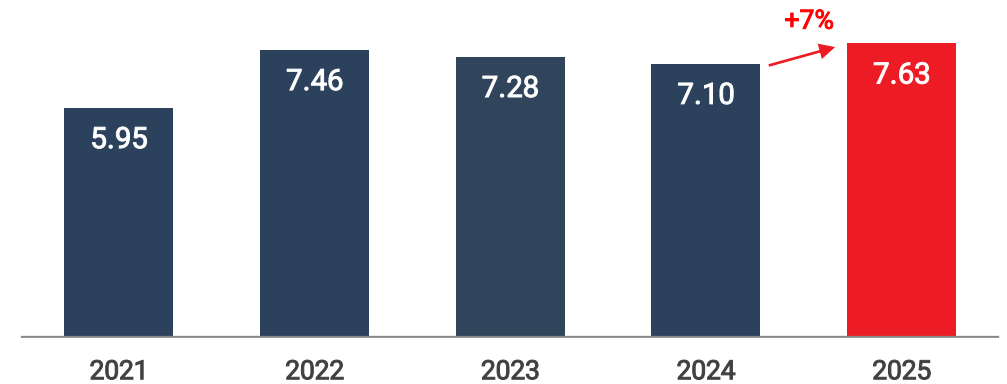


# Earnings Per Share

**DILUTED EARNINGS PER SHARE <sup>(1)</sup>** (\$ Cdn)  
2% CAGR



**ADJUSTED DILUTED EARNINGS PER SHARE <sup>(1)(2)</sup>** (\$ Cdn)  
6% CAGR



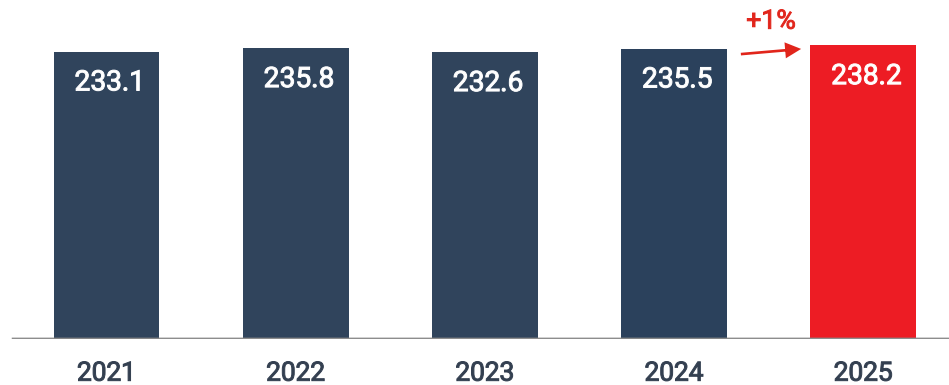
<sup>(1)</sup> In the first quarter of 2022, the Company changed its method of calculating market-related values of pension assets for its defined benefit plans using a retrospective approach. Comparative figures have been adjusted to conform to the change in methodology.

<sup>(2)</sup> 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 Appendix "Non-GAAP measures" for an explanation of this non-GAAP measure.

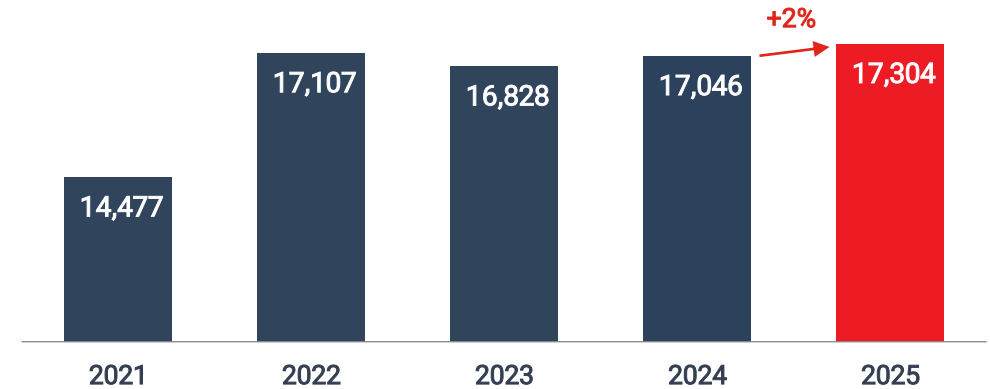
**DELIVERED SOLID EARNINGS  
BY MANAGING WHAT IS UNDER OUR CONTROL**

# Top-Line Growth

**REVENUE TON MILES <sup>(1)</sup> (Billions)**  
1% CAGR



**REVENUES (\$M Cdn)**  
5% CAGR

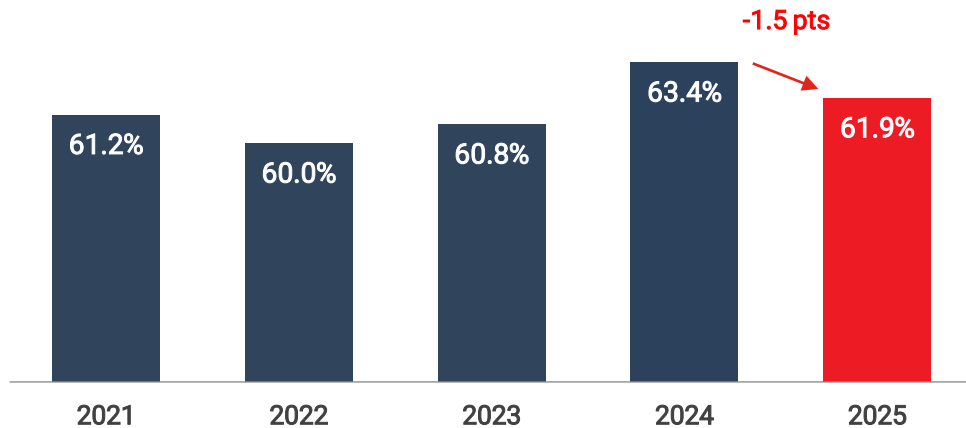


*(1) The movement of a ton of freight over one mile for revenue.*

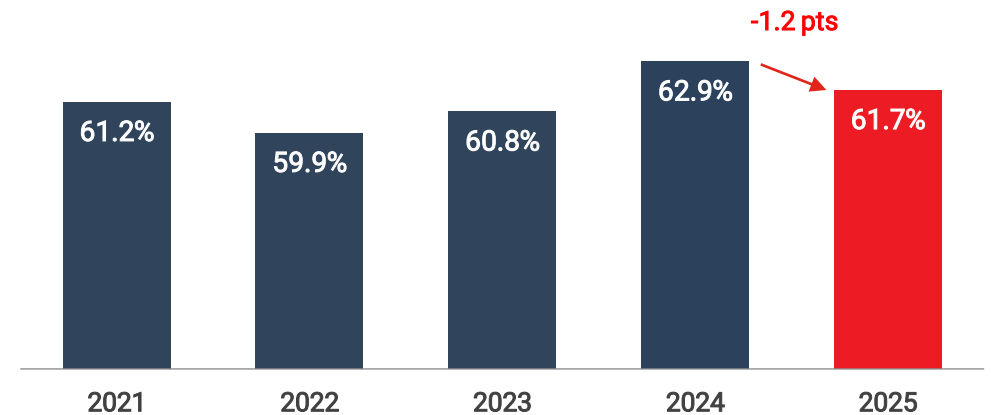
**BOOTS ON THE GROUND APPROACH  
OFFSETTING IMPACT FROM TARIFFS**

# Operating Ratio

**OPERATING RATIO**  
(%)



**ADJUSTED OPERATING RATIO <sup>(1)</sup>**  
(%)

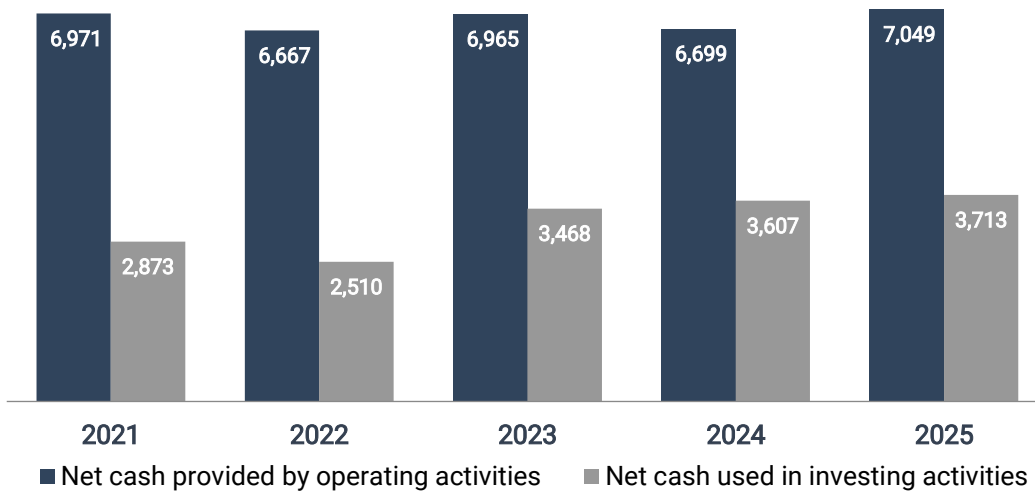


<sup>(1)</sup> This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. See Appendix "Non-GAAP measures" for an explanation of this non-GAAP measure.

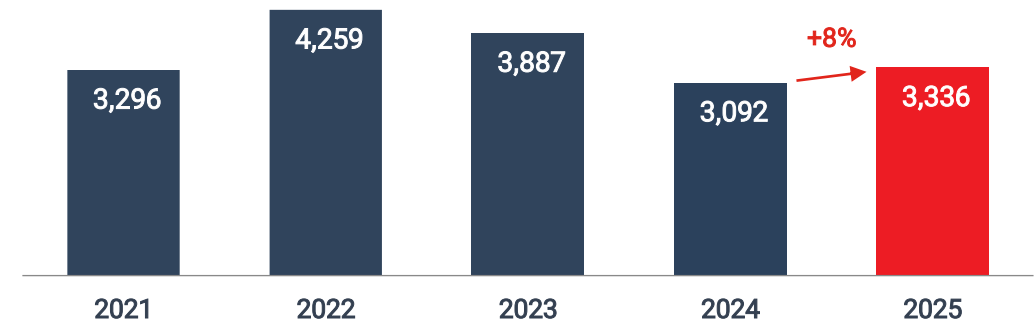
**SCHEDULED RAILROADING MODEL  
WITH ONGOING FOCUS ON PRODUCTIVITY**

# Free Cash Flow

**NET CASH  
PROVIDED BY OPERATING ACTIVITIES /  
USED IN INVESTING ACTIVITIES**  
(\$M Cdn)



**FREE CASH FLOW <sup>(1)</sup>**  
(\$M Cdn)

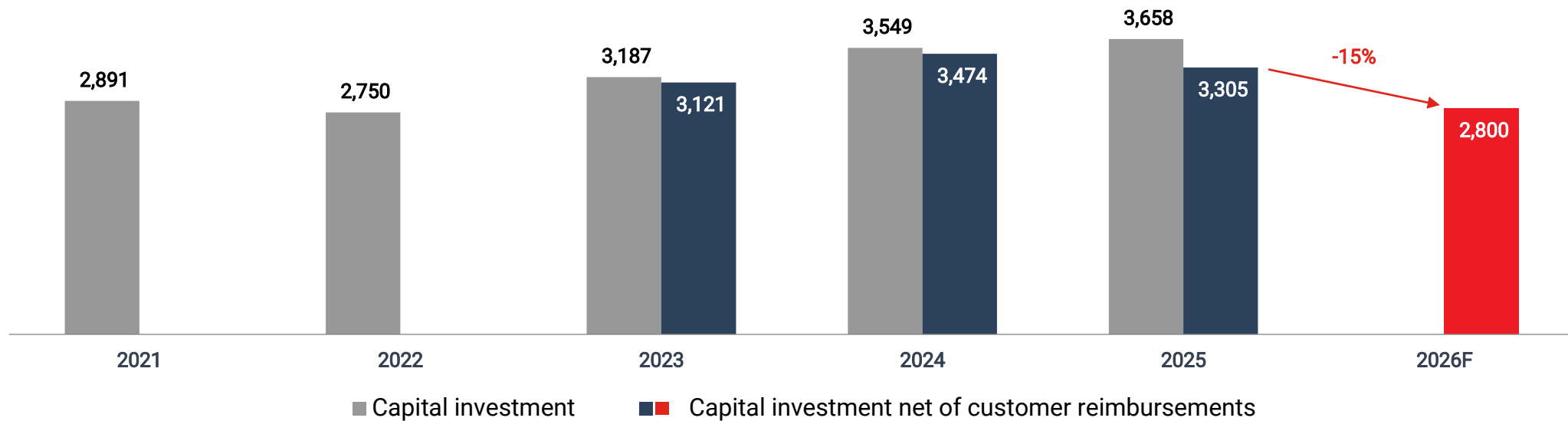


*(1) This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. See Appendix "Non-GAAP measures" for an explanation of this non-GAAP measure.*

**INCREASED FREE CASH FLOW  
DRIVEN BY HIGHER CASH FROM OPERATING ACTIVITIES**

# Capital Investments

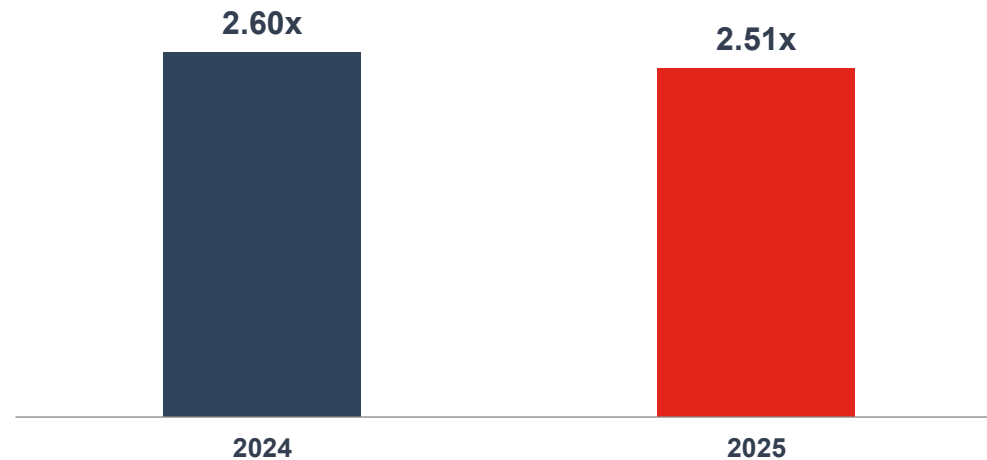
## CAPITAL INVESTMENTS (\$M Cdn)



**CAPITAL INVESTMENT DECREASING IN 2026  
FOLLOWING RECENT INVESTMENT CYCLE**

# Prudent Financial Management

## ADJUSTED DEBT-TO-ADJUSTED EBITDA MULTIPLE <sup>(1)</sup> (As at and for the year ended December 31)

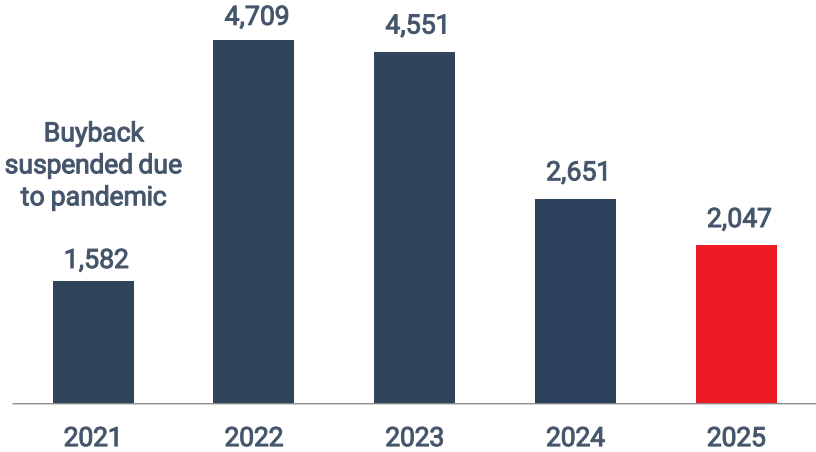


*<sup>(1)</sup> This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. See Appendix "Non-GAAP measures" for an explanation of this non-GAAP measure.*

**COMMITTED TO MAINTAINING A STRONG BALANCE SHEET  
AS WE TEMPORARILY INCREASE OUR LEVERAGE TARGET TO 2.7x IN 2026**

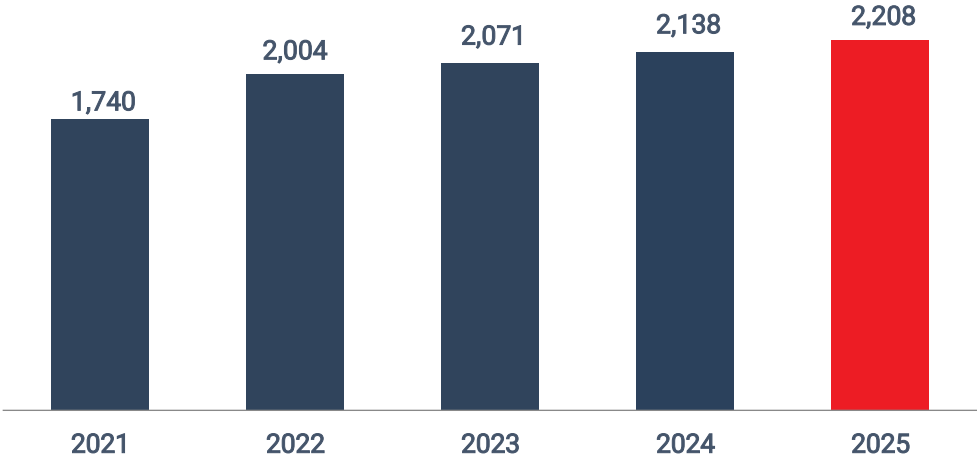
# Rewarding Our Shareholders

## SHARE BUYBACK (\$M Cdn)



Current normal course issuer bid for up to 24M shares  
(February 4, 2026 through February 3, 2027)

## DIVIDENDS (\$M Cdn)

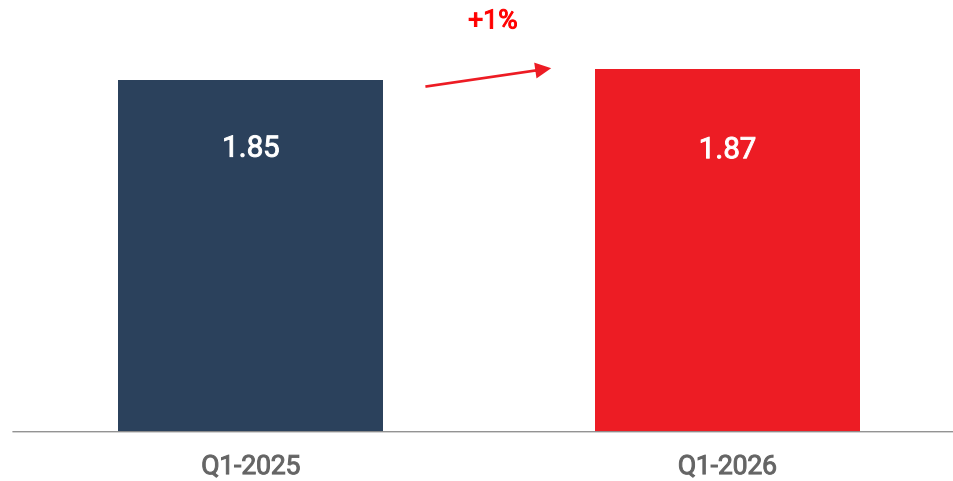


3% increase in dividend per share in 2026

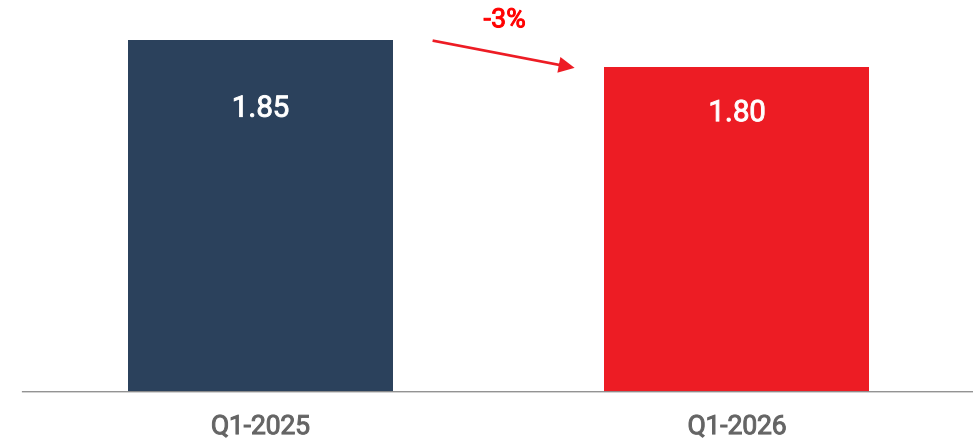
**OVER \$25 BILLION RETURNED TO  
SHAREHOLDERS OVER THE LAST FIVE YEARS**

# Q1-2026 Earnings Per Share

## DILUTED EARNINGS PER SHARE (\$ Cdn)



## ADJUSTED DILUTED EARNINGS PER SHARE <sup>(1)</sup> (\$ Cdn)



<sup>(1)</sup> 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 Appendix "Non-GAAP measures" for an explanation of this non-GAAP measure.

**DELIVERING ON OUR PLAN IN THE FIRST QUARTER**

# Non-GAAP Measures



This presentation makes reference to non-GAAP measures that do not have any standardized meaning prescribed by GAAP. 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 Performance Measures

Adjusted net income, adjusted diluted earnings per share, adjusted operating income, adjusted operating expenses and adjusted operating ratio are non-GAAP measures that are used to set performance goals and to measure CN's performance and may include the following adjustments:

- i. operating expense adjustments: workforce reduction program, advisory costs related to rail consolidation matters, depreciation expense on the deployment of a replacement system, advisory fees related to shareholder matters, losses and recoveries from assets held for sale, business acquisition-related costs;
- ii. non-operating expense adjustments: business acquisition-related financing fees, merger termination income, gains and losses on disposal of property; and
- iii. the effect of changes in tax laws including rate enactments and changes in tax positions affecting prior years.

## Q1 2026 Adjusted Net Income and Earnings per Share

Adjusted net income is defined as Net income in accordance with GAAP adjusted for certain significant items. Management believes that adjusted net income provides additional insight to management and investors into the Company's operations and underlying business trends as well as facilitate period-to-period comparisons, as it excludes certain significant items that are not reflective of CN's underlying business operations and could distort the analysis of trends in business performance. Adjusted diluted earnings per share is defined as adjusted net income divided by the weighted-average diluted shares outstanding. This measure helps management and investors evaluate the Company's profitability on a per-share basis, facilitating the assessment of period-over-period performance by removing the impact of significant, non-recurring items. The following table provides a reconciliation of Net income and Earnings per share in accordance with GAAP, as reported for the three months ended March 31, 2026 and 2025, to the non-GAAP adjusted performance measures presented herein:

	Three months ended March 31			
	2026		2025	
unaudited				
<i>In millions, except per share data</i>				
Net income	\$	1,146	\$	1,161
Adjustments:				
Operating expense adjustment:				
Advisory costs related to rail consolidation matters		17		—
Non-operating expense adjustment:				
Gain on disposal of property		(66)		—
Tax adjustment:				
Tax effect of adjustments <sup>(1)</sup>		5		—
<b>Total adjustments</b>	\$	<b>(44)</b>	\$	<b>—</b>
<b>Adjusted net income</b>	\$	<b>1,102</b>	\$	<b>1,161</b>
Diluted earnings per share	\$	1.87	\$	1.85
Impact of adjustments, per share		(0.07)		—
<b>Adjusted diluted earnings per share</b>	\$	<b>1.80</b>	\$	<b>1.85</b>

(1) The tax impact of adjustments is based on the nature of the item for tax purposes and related tax rates in the applicable jurisdiction.

# Non-GAAP Measures (continued)



## ADJUSTED NET INCOME AND EARNINGS PER SHARE

Adjusted net income is defined as Net income in accordance with GAAP adjusted for certain significant items. Management believes that adjusted net income provides additional insight to management and investors into the Company's operations and underlying business trends as well as facilitate period-to-period comparisons, as it excludes certain significant items that are not reflective of CN's underlying business operations and could distort the analysis of trends in business performance. Adjusted diluted earnings per share is defined as adjusted net income divided by the weighted-average diluted shares outstanding. This measure helps management and investors evaluate the Company's profitability on a per-share basis, facilitating the assessment of period-over-period performance by removing the impact of significant, non-recurring items. The following table provides a reconciliation of Net income and Earnings per share in accordance with GAAP, as reported for the periods specified, to the non-GAAP adjusted performance measures presented herein:

Unaudited (\$ millions, except per share data)	2021		2022		2023		2024		2025	
<b>Net income</b> <sup>(1)</sup>	\$	4,899	\$	5,118	\$	5,625	\$	4,448	\$	<b>4,720</b>
Adjustments:										
Operating expense adjustments										
Workforce reduction program		39		–		–		–		<b>34</b>
Advisory fees related to shareholder matters		20		22		–		–		–
Advisory fees related to rail consolidation matters		–		–		–		–		<b>15</b>
Loss (recovery) on assets held for sale		(137)		–		–		78		–
Transaction-related costs		84		–		–		–		–
Non-operating expense adjustments										
Amortization of bridge financing and other fees		97		–		–		–		–
Merger termination fee		(886)		–		–		–		–
Gains on disposal of property		–		–		(129)		–		–
Tax adjustments										
Tax-deductible goodwill and related impacts <sup>(2)</sup>		–		–		(713)		–		–
Tax effect of adjustments <sup>(3)</sup>		109		(6)		17		(20)		<b>(13)</b>
<b>Total adjustments</b>	\$	<b>(674)</b>	\$	<b>16</b>	\$	<b>(825)</b>	\$	<b>58</b>	\$	<b>36</b>
<b>Adjusted net income</b> <sup>(1)</sup>	\$	<b>4,225</b>	\$	<b>5,134</b>	\$	<b>4,800</b>	\$	<b>4,506</b>	\$	<b>4,756</b>
<b>Diluted earnings per share</b> <sup>(1)</sup>	\$	<b>6.90</b>	\$	<b>7.44</b>	\$	<b>8.53</b>	\$	<b>7.01</b>	\$	<b>7.57</b>
Impact of adjustments, per share		(0.95)		0.02		(1.25)		0.09		<b>0.06</b>
<b>Adjusted diluted earnings per share</b> <sup>(1)</sup>	\$	<b>5.95</b>	\$	<b>7.46</b>	\$	<b>7.28</b>	\$	<b>7.10</b>	\$	<b>7.63</b>

(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. See the Company's selected financial information restated for change in accounting policy filed on September 9, 2022, which may be found online on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), on the SEC's website at [www.sec.gov](http://www.sec.gov) through EDGAR, and on the Company's website at [www.cn.ca](http://www.cn.ca) in the Investors section, for additional information.

(2) Relates to the impacts resulting from tax filings consistent with a ruling that the Company received in a non-U.S. foreign jurisdiction in connection with prior taxation years.

(3) The tax impact of adjustments is based on the nature of the item for tax purposes and related tax rates in the applicable jurisdiction.

# Non-GAAP Measures (continued)



## ADJUSTED NET INCOME AND EARNINGS PER SHARE

**For the year ended December 31, 2025**, the Company's adjusted net income was \$4,756 million, or \$7.63 per diluted share, which excludes:

- employee termination benefits and severance costs related to a workforce reduction program of \$34 million, or \$25 million after-tax (\$0.04 per diluted share) recorded in the fourth quarter in Labor and fringe benefits within the Consolidated Statement of Income; and
- advisory costs related to analysis and advocacy for STB enforcement of antitrust laws pertaining to the potential merger between Union Pacific and Norfolk Southern of \$15 million, or \$11 million after-tax (\$0.02 per diluted share) recorded in the fourth quarter in Purchased services and materials within the Consolidated Statements of Income.

**For the year ended December 31, 2024**, the Company's adjusted net income was \$4,506 million, or \$7.10 per diluted share, which excludes a loss on assets held for sale of \$78 million, or \$58 million after-tax (\$0.09 per diluted share), recorded in the second quarter, resulting from an agreement to transfer the ownership and related risks and obligations of the Quebec Bridge located in Quebec, Canada, to the Government of Canada.

**For the year ended December 31, 2023**, the Company's adjusted net income was \$4,800 million, or \$7.28 per diluted share, which excludes:

- a gain on disposal of property within the Bala Subdivision located in Markham and Richmond Hill, Ontario, Canada of \$129 million, or \$112 million after-tax (\$0.17 per diluted share) recorded in the fourth quarter in Other income within the Consolidated Statements of Income; and
- a net deferred income tax recovery of \$713 million (\$1.08 per diluted share) recorded in the fourth quarter resulting from tax filings consistent with a ruling that the Company received in a non U.S. foreign jurisdiction in connection with prior taxation years.

**For the year ended December 31, 2022**, the Company's adjusted net income was \$5,134 million, or \$7.46 per diluted share, which excludes advisory fees related to shareholder matters of \$22 million, or \$16 million after-tax (\$0.02 per diluted share) of which \$12 million, or \$9 million after-tax (\$0.01 per diluted share) was recorded in the second quarter and \$10 million, or \$7 million after-tax (\$0.01 per diluted share) was recorded in the first quarter in Other expense within the Consolidated Statements of Income.

**For the year ended December 31, 2021**, the Company reported adjusted net income of \$4,225 million,<sup>(1)</sup> or \$5.95 per diluted share,<sup>(1)</sup> which excludes:

- employee termination benefits and severance costs related to a workforce reduction program of \$39 million, or \$29 million after-tax (\$0.04 per diluted share) recorded in the third quarter in Labor and fringe benefits within the Consolidated Statements of Income;
- advisory fees related to shareholder matters of \$20 million, or \$15 million after-tax (\$0.02 per diluted share) of which \$13 million, or \$10 million after-tax (\$0.01 per diluted share) was recorded in the fourth quarter and \$7 million, or \$5 million after-tax (\$0.01 per diluted share) was recorded in the third quarter in Other expense within the Consolidated Statements of Income;
- the recovery of \$137 million, or \$102 million after-tax (\$0.14 per diluted share) recorded in the first quarter related to the loss on assets held for sale in the second quarter of 2020, to reflect an agreement for the sale for ongoing rail operations, certain non core rail lines in Wisconsin, Michigan and Ontario to a short line operator;
- transaction-related costs, consisting of an advance to Kansas City Southern (KCS) and a related refund, net of transaction costs, of \$84 million, or \$70 million after-tax (\$0.10 per diluted share), recorded in the third quarter resulting from the terminated CN Merger Agreement with KCS;
- amortization of bridge financing and other fees of \$97 million, or \$84 million after-tax (\$0.11 per diluted share), of which \$65 million, or \$60 million after-tax (\$0.08 per diluted share) was recorded in the third quarter and \$32 million, or \$24 million after-tax (\$0.03 per diluted share) was recorded in the second quarter, resulting from the KCS transaction, recorded in Interest expense within the Consolidated Statements of Income; and
- merger termination fee paid by KCS to CN of \$886 million, or \$770 million after-tax (\$1.08 per diluted share), recorded in the third quarter resulting from KCS' notice of termination of the CN Merger Agreement with KCS.

(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. See the Company's selected financial information restated for change in accounting policy filed on September 9, 2022, which may be found online on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), on the SEC's website at [www.sec.gov](http://www.sec.gov) through EDGAR, and on the Company's website at [www.cn.ca](http://www.cn.ca) in the Investors section, for additional information.

# Non-GAAP Measures (continued)



## ADJUSTED OPERATING INCOME, OPERATING EXPENSES AND OPERATING RATIO

Adjusted operating income is defined as Operating income in accordance with GAAP adjusted for certain significant operating expense items that are not reflective of CN's underlying business operations. This measure helps management and investors assess the Company's core operating results by excluding items that may distort the analysis of ongoing business performance. Adjusted operating expenses is defined as Operating expenses in accordance with GAAP adjusted for certain significant operating expense items that are not reflective of CN's underlying business operations. This measure provides management and investors with a view of ongoing costs which exclude unusual or non-recurring items, enabling more accurate assessment of cost management and resource allocation across reporting periods. Adjusted operating ratio is defined as adjusted operating expenses as a percentage of revenues. For management and investors, the adjusted operating ratio serves as a key performance indicator of cost management and overall operational effectiveness, as it demonstrates how effectively management controls costs relative to total revenue by excluding unusual or non-recurring items. The following table provides a reconciliation of Operating income, Operating expenses and operating ratio, as reported for the periods specified, to the non-GAAP adjusted performance measures presented herein:

Unaudited	2021		2022		2023		2024		2025	
(\$ millions, except percentages)										
<b>Operating income</b>	\$	5,616	\$	6,840	\$	6,597	\$	6,247	\$	6,587
Operating expense adjustments:										
Workforce reduction program		39		–		–		–		34
Advisory fees related to shareholder matters		20		22		–		–		–
Advisory fees related to rail consolidation matters		–		–		–		–		15
Loss (recovery) on assets held for sale		(137)		–		–		78		–
Transaction-related costs		84		–		–		–		–
<b>Total operating expense adjustments</b>	\$	6	\$	22	\$	–	\$	78	\$	49
<b>Adjusted operating income</b>	\$	5,622	\$	6,862	\$	6,597	\$	6,325	\$	6,636
Operating expenses	\$	8,861	\$	10,267	\$	10,231	\$	10,799	\$	10,717
Total operating expense adjustments		(6)		(22)		–		(78)		(49)
<b>Adjusted operating expenses</b>	\$	8,855	\$	10,245	\$	10,231	\$	10,721	\$	10,668
Operating ratio <sup>(1)</sup>		61.2%		60.0%		60.8%		63.4%		61.9%
Impact of adjustments		–		(0.1)%		–		(0.5)%		(0.2)%
<b>Adjusted operating ratio</b>		61.2%		59.9%		60.8%		62.9%		61.7%

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

# Non-GAAP Measures (continued)



## FREE CASH FLOW

Free cash flow is a useful measure of liquidity as it demonstrates the Company's ability to generate cash for debt obligations and for discretionary uses such as payment of dividends, share repurchases and strategic opportunities. The Company defines its free cash flow measure as the difference between net cash provided by operating activities and net cash used in investing activities, adjusted for the impact of (i) business acquisitions and combinations, and (ii) merger transaction-related payments, cash receipts and cash income taxes, which are items that are not indicative of operating trends. Free cash flow does not have any standardized meaning prescribed by GAAP and, therefore, may not be comparable to similar measures presented by other companies. The following table provides a reconciliation of Net cash provided by operating activities in accordance with GAAP, as reported for the periods specified, to the non-GAAP free cash flow presented herein:

Unaudited		2021		2022		2023		2024		2025	
(\$ millions)											
<b>Net cash provided by operating activities</b>		\$	6,971	\$	6,667	\$	6,965	\$	6,699	\$	7,049
Net cash used in investing activities			(2,873)		(2,510)		(3,468)		(3,607)		(3,713)
<b>Net cash provided before financing activities</b>		\$	4,098	\$	4,157	\$	3,497	\$	3,092	\$	3,336
Adjustments:											
Cash income taxes for merger transaction-related payments and cash receipts <sup>(1)</sup>			-		102		-		-		-
Transaction-related costs paid <sup>(2)</sup>			125		-		-		-		-
Advance for acquisition <sup>(2)</sup>			845		-		-		-		-
Refund of advance for acquisition <sup>(2)</sup>			(886)		-		-		-		-
Merger termination fee <sup>(2)</sup>			(886)		-		-		-		-
Business acquisition and combinations <sup>(3)(4)</sup>			-		-		390		-		-
<b>Total adjustments</b>		\$	(802)	\$	102	\$	390	\$	-	\$	-
<b>Free cash flow</b>		\$	3,296	\$	4,259	\$	3,887	\$	3,092	\$	3,336

(1) Relates to income tax payments of \$102 million for KCS merger transaction-related payments and cash receipts. See Note 4 – Acquisitions, Terminated CN Kansas City Southern (KCS) merger agreement, to the Company's 2022 Annual Consolidated Financial Statements and the section entitled Adjusted performance measures to the Company's 2022 Annual MD&A filed on January 31, 2023, which may be found online on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), on the SEC's website at [www.sec.gov](http://www.sec.gov) through EDGAR, and on the Company's website at [www.cn.ca](http://www.cn.ca) in the Investors section, for additional information.

(2) Relates to the terminated CN KCS merger agreement. See Note 3 – Acquisitions, Terminated CN KCS merger agreement, to the Company's 2021 Annual Consolidated Financial Statements and the section entitled Adjusted performance measures to the Company's 2021 Annual MD&A filed on February 1, 2022, which may be found online on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), on the SEC's website at [www.sec.gov](http://www.sec.gov) through EDGAR, and on the Company's website at [www.cn.ca](http://www.cn.ca) in the Investors section, for additional information.

(3) Relates to the acquisitions of H&R Transport Limited ("H&R") and the TransX Group of Companies ("TransX"). See the section entitled Liquidity and capital resources – Investing activities to the Company's 2021 Annual MD&A filed on February 1, 2022, which may be found online on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), on the SEC's website at [www.sec.gov](http://www.sec.gov) through EDGAR, and on the Company's website at [www.cn.ca](http://www.cn.ca) in the Investors section, for additional information.

(4) Relates to the acquisition of the shares of Iowa Northern Railway Company and the business combination of Cape Breton & Central Nova Scotia Railway. See Note 4 – Business acquisitions and combinations to the Company's 2023 Annual Consolidated Financial Statements filed on January 31, 2024, which may be found online on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), on the SEC's website at [www.sec.gov](http://www.sec.gov) through EDGAR, and on the Company's website at [www.cn.ca](http://www.cn.ca) in the Investors section, for additional information.

# Non-GAAP Measures (continued)



## ADJUSTED DEBT-TO-ADJUSTED EBITDA MULTIPLE

Management believes that the adjusted debt-to-adjusted EBITDA multiple is a useful credit measure because it reflects the Company's ability to service its debt and other long-term obligations. The Company calculates the adjusted debt-to-adjusted EBITDA multiple as adjusted debt divided by the last 12 months of adjusted EBITDA. Adjusted debt is defined as the sum of Long-term debt and Current portion of long-term debt as reported on the Company's Consolidated Balance Sheets as well as Operating lease liabilities, including current portion and pension plans in deficiency recognized on the Company's Consolidated Balance Sheets due to the debt-like nature of their contractual and financial obligations. Adjusted EBITDA is calculated as Net income excluding Interest expense, Income tax expense, Depreciation and amortization, operating lease cost, Other components of net periodic benefit income, Other income (loss), and other significant items that are not reflective of CN's underlying business operations and which could distort the analysis of trends in business performance. Adjusted debt and adjusted EBITDA are non-GAAP measures used to compute the Adjusted debt-to-adjusted EBITDA multiple. These measures do not have any standardized meaning prescribed by GAAP and, therefore, may not be comparable to similar measures presented by other companies. The following table provides a reconciliation of debt and Net income in accordance with GAAP, reported as at and for the periods specified, to adjusted debt and adjusted EBITDA, which have been used to calculate the non-GAAP adjusted debt-to-adjusted EBITDA multiple:

Unaudited

(\$ millions, unless otherwise indicated)	2021	2022	2023	2024	2025
<b>Debt<sup>(1)</sup></b>	\$ 12,485	\$ 15,429	\$ 18,473	\$ 20,894	\$ 21,206
Operating lease liabilities, including current portion <sup>(2)</sup>	430	466	415	477	424
Pension plans in deficiency <sup>(3)</sup>	447	353	362	350	329
<b>Adjusted debt</b>	\$ 13,362	\$ 16,248	\$ 19,250	\$ 21,721	\$ 21,959
Net income <sup>(4)</sup>	\$ 4,899	\$ 5,118	\$ 5,625	\$ 4,448	\$ 4,720
Interest expense	610	548	722	891	913
Income tax expense <sup>(4)</sup>	1,443	1,645	863	1,404	1,544
Depreciation and amortization	1,598	1,729	1,817	1,892	1,938
Operating lease cost <sup>(5)</sup>	131	142	149	153	160
Other components of net periodic benefit income <sup>(4)</sup>	(407)	(498)	(479)	(454)	(502)
Other loss (income)	(43)	27	(134)	(42)	(88)
Adjustments:					
Workforce reduction program <sup>(6)</sup>	39	–	–	–	34
Advisory fees related to shareholder matters <sup>(7)</sup>	20	22	–	–	–
Advisory fees related to rail consolidation matters <sup>(8)</sup>	–	–	–	–	15
Loss (recovery) on assets held for sale <sup>(9)</sup>	(137)	–	–	78	–
Transaction-related costs <sup>(10)</sup>	84	–	–	–	–
Merger termination fee <sup>(10)</sup>	(886)	–	–	–	–
<b>Adjusted EBITDA</b>	\$ 7,351	\$ 8,733	\$ 8,563	\$ 8,370	\$ 8,734
<b>Adjusted debt-to-adjusted EBITDA multiple (times)</b>	1.82	1.86	2.25	2.60	2.51

(1) Represents the aggregate of Current portion of long-term and Long-term debt as disclosed on the Consolidated Balance Sheets.

(2) Represents the present value of operating lease payments.

(3) Represents the total funded deficit of all defined benefit pension plans with a projected benefit obligation in excess of plan assets.

(4) 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. See the Company's selected financial information restated for change in accounting policy filed on September 9, 2022, which may be found online on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), on the SEC's website at [www.sec.gov](http://www.sec.gov) through EDGAR, and on the Company's website at [www.cn.ca](http://www.cn.ca) in the Investors section, for additional information.

(5) Represents the operating lease costs recorded in Purchased services and material and Equipment rents within the Consolidated Statements of Income.

(6) Relates to employee termination benefits and severance costs for a workforce reduction program, recorded in Labor and fringe benefits within the Consolidated Statements of Income.

(7) Relates to advisory fees related to shareholder matters recorded in Casualty and other within the Consolidated Statements of Income

(8) Represents advisory costs related to analysis and advocacy for STB enforcement of antitrust laws pertaining to the potential merger between Union Pacific and Norfolk Southern recorded in the fourth quarter.

(9) Relates to the loss (recovery) on assets held for sale resulting from the Company entering into an agreement for the sale of non-core lines and a loss on assets held for sale resulting from an agreement to transfer the ownership and related risks and obligations of the Quebec Bridge located in Quebec, Canada, to the Government of Canada.

(10) Relates to the terminated CN KCS merger agreement.



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# Election of Directors

CN Annual Meeting of Shareholders

# Director Nominees

Shauneen Bruder

Jo-ann dePass Olsovsky

David Freeman

Denise Gray

Justin Howell

Susan C. Jones

Robert Knight

Michel Letellier

Al Monaco

Madeleine Paquin

Tracy Robinson

# Appointment of Auditors

CN Annual Meeting of Shareholders



# Advisory Vote on Compensation

CN Annual Meeting of Shareholders





# Climate Action Plan

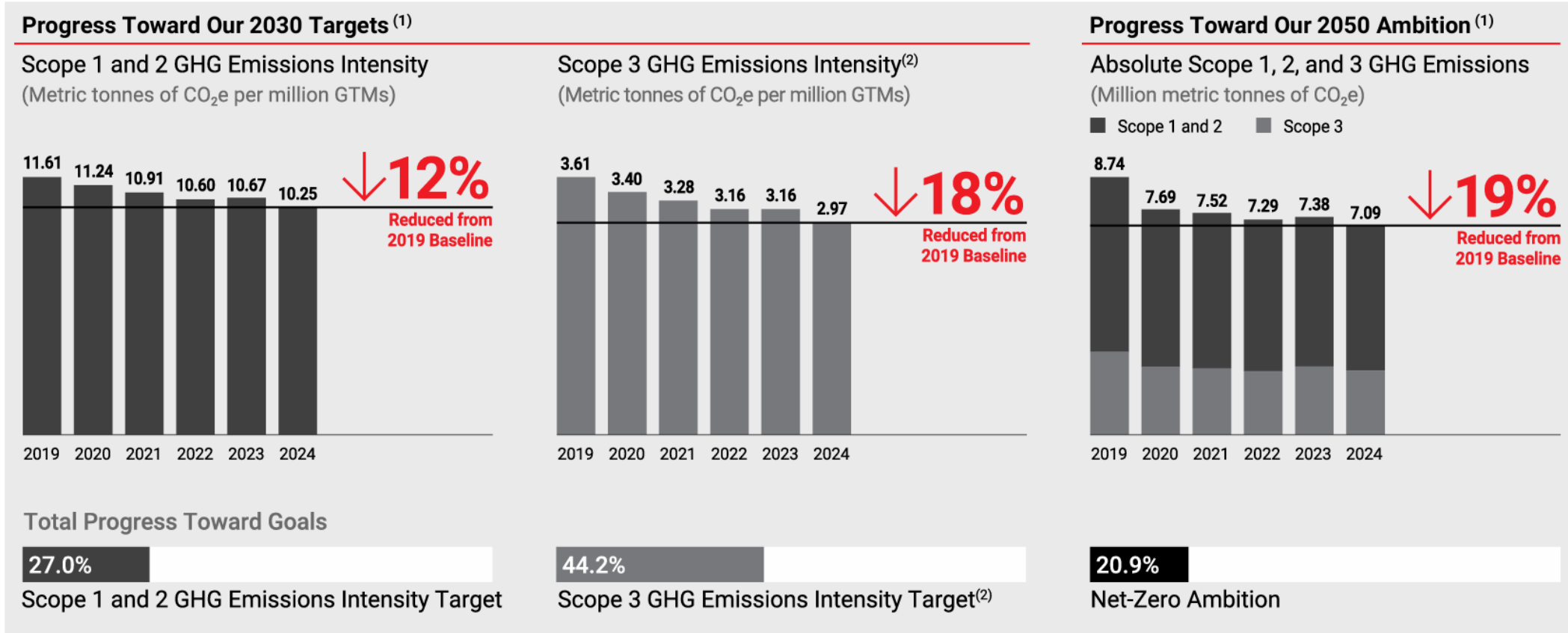
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CN Annual Meeting of Shareholders



**Committed to  
Reducing GHG  
Emissions  
Intensity**

# Committed to Reducing GHG Emissions Intensity



(1) CN has committed to reduce its Scope 1 and 2 GHG emissions by 43% per gross ton mile by 2030 from a 2019 base year, to reduce its Scope 3 GHG emissions from fuel- and energy-related activities by 40% per gross ton mile by 2030 from a 2019 base year, and to reduce its absolute Scope 1, 2, and 3 GHG emissions by 90% by the year 2050 from a 2019 base year. Additional details on CN's GHG emissions targets, including the full set of notes, are available in CN's 2024 Data Supplement.

(2) From fuel- and energy-related activities from locomotive, truck, and vessel fleets.

**MAKING PROGRESS TOWARD OUR 2030 AND 2050 OBJECTIVES**



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# Advisory Vote on Climate Action Plan

CN Annual Meeting of Shareholders





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# Vote on Items of Business

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CN Annual Meeting of Shareholders

# Vote Results

CN Annual Meeting of Shareholders



# Introduction of Directors



JO-ANN  
DEPASS OLSOVSKY



DAVID  
FREEMAN



DENISE  
GRAY



JUSTIN  
HOWELL



SUSAN C.  
JONES



ROBERT  
KNIGHT



MICHEL  
LETELLIER



AL  
MONACO



MADELEINE  
PAQUIN



TRACY  
ROBINSON



SHAUNEEN  
BRUDER



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# Question Period



To join the conference call,  
you must call either:

**1-844-418-2221**

(toll-free in Canada and the U.S.)

**(506) 560-2221**

(outside of Canada and the U.S.)

**CN Annual Meeting of Shareholders**

May 1st, 2026





# Question Period



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