



# RESILIENT AND READY



2025 QUARTERLY REVIEW **THIRD QUARTER**





## CN Delivers Strong Third Quarter Financial and Operating Results

- Delivered 6% Earnings Growth and Operating Ratio of 61.4%, an improvement of 170 basis points.
- Repurchased close to 8 million shares in the quarter for approximately C\$1 billion.
- Improving productivity, including an additional C\$75 million in labor cost reductions.
- Guiding to 2026 capital expenditures of C\$2.8 billion\*. <sup>(2)</sup>

**MONTREAL, October 31, 2025** — CN (TSX: CNR) (NYSE: CNI) today reported its financial and operating results for the third quarter ended September 30, 2025.

"I want to thank the entire CN team for delivering a strong quarter that combined solid performance with excellent customer service. Our seasoned team of railroaders continues to run a safe, on time, and efficient operation focused on service, and capturing every freight movement opportunity across our unique network and diversified portfolio."

"We are taking decisive actions to navigate a challenging macro environment including doubling down on productivity efforts, setting our 2026 capital spend at C\$2.8 billion\*, down nearly C\$600 million from this year's levels, driving increased free cash flow on a go-forward basis. We are positioning this business to benefit from higher future volumes and ensuring everything we do enhances our customers and shareholders long term value." <sup>(2)</sup>

– Tracy Robinson, President and Chief Executive Officer, CN

### Highlights \*\*

- Maintaining guidance for 2025 of mid-to-high single digit adjusted diluted earnings per share (EPS) growth. <sup>(1)(2)</sup>
- Revenues of C\$4,165 million, an increase of C\$55 million, or 1%.
- Operating income of C\$1,606 million, an increase of \$91 million, or 6%.
- Operating ratio, defined as operating expenses as a percentage of revenues, of 61.4%, an improvement of 170 basis points.
- Net income of C\$1,139 million, an increase of C\$54 million, or 5%.
- Diluted EPS of C\$1.83, an increase of 6%.
- Adjusted EBITDA reported for the twelve months ended September 30, 2025 of C\$8,612, an increase of 1%. <sup>(1)</sup>
- Free cash flow for the first nine months of 2025 was C\$2,341 million, an increase of C\$281 million, or 14%, from the prior period in 2024. <sup>(1)</sup>
- Net cash provided by operating activities of C\$4,822 million, an increase of C\$118 million, or 3%, and net cash used in investing activities of C\$2,481 million, a decrease of C\$163 million, or 6%, for the first nine months of 2025 compared to the prior period in 2024.
- Adjusted debt-to-adjusted EBITDA of 2.54 times as at and for the twelve months ended September 30, 2025. <sup>(1)</sup>
- The Company repurchased close to 8 million shares in the third quarter for approximately C\$1 billion.

### Operating performance \*\*\*

- Gross ton miles (GTMs) increased 1% to 111,901 (millions).
- Revenue ton miles (RTMs) increased 1% to 57,188 (millions).
- Through dwell decreased by 1% to 7.0 (entire railroad, hours).
- Car velocity increased by 1% to 211 (car miles per day).
- Through network train speed increased by 2% to 19.5 (mph).
- Fuel efficiency of 0.833 (US gallons of locomotive fuel consumed per 1,000 gross ton miles (GTMs)), was 2% more efficient.
- Train length increased by 3% to 8,049 (feet).
- GTMs per average number of employees increased 6% to 4,585 (thousands).
- Operating expenses per GTM decreased 3% to 2.29 (cents).

\* Net of customer reimbursements.

\*\* For the quarter unless otherwise specified.

\*\*\* Statistical operating data and key operating measures are unaudited and based on estimated data available at such time and are subject to change as more complete information becomes available.



## **Dividends**

CN's Board of Directors has approved a fourth-quarter 2025 dividend on the Company's common shares outstanding. A quarterly dividend of eighty-eight and three-quarter cents (C\$0.8875) per common share will be paid on December 30, 2025, to shareholders of record at the close of business on December 9, 2025.

## **2025 guidance <sup>(1)(2)</sup>**

CN continues to expect to deliver adjusted diluted EPS growth in the mid to high single-digit range and continues to invest approximately C\$3.35 billion in its capital program, net of amounts reimbursed by customers.

## **CONFERENCE CALL DETAILS**

CN's senior officers will review the results and the railway's outlook in a conference call starting at 8:30 a.m. Eastern Time on October 31. Tracy Robinson, CN President and Chief Executive Officer, will lead the call. Parties wishing to participate via telephone may dial 1-800-715-9871 (Canada/U.S.), or 1-647-932-3411 (International), using 4715336 as the passcode. Participants are advised to dial in 10 minutes prior to the call.

## **(1) Non-GAAP Measures**

CN reports its financial results in accordance with United States generally accepted accounting principles (GAAP). CN may also use non-GAAP measures in this news release 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. For further details of these non-GAAP measures, including a reconciliation to the most directly comparable GAAP financial measures, refer to the attached supplementary schedule, Non-GAAP Measures.

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

## **(2) Forward-Looking Statements**

Certain statements included in this news release constitute "forward-looking statements" within the meaning of the *United States Private Securities Litigation Reform Act of 1995* and under Canadian securities laws, including statements based on management's assessment and assumptions and publicly available information with respect to CN. By their nature, forward-looking statements involve risks, uncertainties and assumptions. CN cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. Forward-looking statements may be identified by the use of terminology such as "believes," "expects," "anticipates," "assumes," "outlook," "plans," "targets," or other similar words.

## **2025 key assumptions**

CN has made a number of economic and market assumptions in preparing its 2025 outlook. The Company continues to assume slightly positive growth in North American industrial production in 2025. For the 2024/2025 crop year, the grain crop in Canada was in line with its five-year average and the U.S. grain crop was above its five-year average. The Company now assumes that the 2025/2026 grain crop in Canada will be above its five-year average (compared to its January 30, 2025 assumption that the 2025/2026 grain crop in Canada will be in line with its five-year average) and continues to assume that the U.S. grain crop will be above its five-year average. CN continues to assume RTM growth will be in the low single-digit range. CN also continues to assume that in 2025, the value of the Canadian dollar in U.S. currency will be in the range of \$0.70 to \$0.75 and continues to assume that in 2025 the average price of crude oil (West Texas Intermediate) will be in the range of US\$60 - US\$70 per barrel. The Company notes there is a heightened demand risk as a result of the volatile macroeconomic conditions 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 news release include, but are not limited to, general economic and business conditions, including factors impacting global supply chains such as pandemics and geopolitical conflicts and tensions; 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; 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.

The achievement of CN's climate goals is subject to several risks and uncertainties, including those disclosed in the MD&A in CN's annual and interim reports. 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.

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 news release.

## PRESS RELEASE

This earnings news release, as well as additional information, including the Financial Statements, Notes thereto and MD&A, is contained in CN's Quarterly Review available on the Company's website at [www.cn.ca/financial-results](http://www.cn.ca/financial-results) and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) as well as on the U.S. Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov) through EDGAR.

### About CN

CN powers the economy by safely transporting more than 300 million tons of natural resources, manufactured products, and finished goods throughout North America every year for its customers. With its nearly 20,000-mile rail network and related transportation services, CN connects Canada's Eastern and Western coasts with the U.S. Midwest and the U.S. Gulf Coast, contributing to sustainable trade and the prosperity of the communities in which it operates since 1919.

- 30 -

#### **Contacts:**

##### **Media**

Ashley Michnowski  
Senior Manager  
Media Relations  
(438) 596-4329  
[media@cn.ca](mailto:media@cn.ca)

##### **Investment Community**

Stacy Alderson  
Assistant Vice-President  
Investor Relations  
(514) 399-0052  
[investor.relations@cn.ca](mailto:investor.relations@cn.ca)

## SELECTED RAILROAD STATISTICS – UNAUDITED

	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
<b>Financial measures</b>				
<b>Key financial performance indicators <sup>(1)</sup></b>				
Total revenues (\$ millions)	4,165	4,110	12,840	12,688
Freight revenues (\$ millions)	3,991	3,922	12,369	12,212
Operating income (\$ millions)	1,606	1,515	4,854	4,619
Adjusted operating income (\$ millions) <sup>(2)(3)</sup>	1,606	1,515	4,854	4,697
Net income (\$ millions)	1,139	1,085	3,472	3,302
Adjusted net income (\$ millions) <sup>(2)(3)</sup>	1,139	1,085	3,472	3,360
Diluted earnings per share (\$)	1.83	1.72	5.54	5.19
Adjusted diluted earnings per share (\$ <sup>(2)(3)</sup>	1.83	1.72	5.54	5.28
Net cash provided by operating activities (\$ millions)	1,913	1,774	4,822	4,704
Net cash used in investing activities (\$ millions)	1,120	1,190	2,481	2,644
Free cash flow (\$ millions) <sup>(2)(4)</sup>	793	584	2,341	2,060
Gross property additions (\$ millions)	1,105	1,176	2,429	2,605
Share repurchases (\$ millions)	1,041	427	1,448	2,498
Dividends per share (\$)	0.8875	0.8450	2.6625	2.5350
<b>Financial ratio</b>				
Operating ratio (%) <sup>(5)</sup>	61.4	63.1	62.2	63.6
Adjusted operating ratio (%) <sup>(2)(3)</sup>	61.4	63.1	62.2	63.0
<b>Operational measures <sup>(6)</sup></b>				
<b>Statistical operating data</b>				
Gross ton miles (GTMs) (millions)	111,901	110,555	344,079	344,034
Revenue ton miles (RTMs) (millions)	57,188	56,548	176,452	176,233
Carloads (thousands)	1,368	1,304	4,095	4,066
Route miles (includes Canada and the U.S., end of period)	18,900	18,800	18,900	18,800
Employees (end of period)	24,237	25,428	24,237	25,428
Employees (average for the period)	24,408	25,593	24,679	25,451
<b>Key operating measures</b>				
Freight revenue per RTM (cents)	6.98	6.94	7.01	6.93
Freight revenue per carload (\$)	2,917	3,008	3,021	3,003
GTMs per average number of employees (thousands)	4,585	4,320	13,942	13,518
Operating expenses per GTM (cents)	2.29	2.35	2.32	2.35
Labor and fringe benefits expense per GTM (cents)	0.73	0.72	0.75	0.74
Diesel fuel consumed (US gallons in millions)	93.2	94.4	300.0	301.0
Average fuel price (\$ per US gallon)	3.82	4.43	3.93	4.50
Fuel efficiency (US gallons of locomotive fuel consumed per 1,000 GTMs)	0.833	0.854	0.872	0.875
Train weight (tons)	9,225	9,130	9,141	9,104
Train length (feet)	8,049	7,849	7,923	7,885
Car velocity (car miles per day)	211	208	204	208
Through dwell (entire railroad, hours)	7.0	7.1	7.2	7.0
Through network train speed (miles per hour)	19.5	19.2	18.7	18.7
Locomotive utilization (trailing GTMs per total horsepower)	191	182	188	186
<b>Safety indicators <sup>(7)</sup></b>				
Injury frequency rate (per 200,000 person hours)	1.29	0.99	1.08	1.04
Accident rate (per million train miles)	1.98	1.57	1.91	1.67

(1) Amounts expressed in Canadian dollars and prepared in accordance with United States generally accepted accounting principles (GAAP), unless otherwise noted.

(2) These non-GAAP measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

(3) See the supplementary schedule entitled *Non-GAAP Measures – Adjusted performance measures* for an explanation of these non-GAAP measures.

(4) See the supplementary schedule entitled *Non-GAAP Measures – Free cash flow* for an explanation of this non-GAAP measure.

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

(6) Statistical operating data, key operating measures and safety indicators are unaudited and based on estimated data available at such time and are subject to change as more complete information becomes available. Definitions of gross ton miles, revenue ton miles, freight revenue per RTM, fuel efficiency, train weight, train length, car velocity, through dwell and through network train speed are included within the Company's Management's Discussion and Analysis. Definitions of all other indicators are provided on CN's website, [www.cn.ca/glossary](http://www.cn.ca/glossary).

(7) Based on Federal Railroad Administration (FRA) reporting criteria.

# SUPPLEMENTARY INFORMATION – UNAUDITED

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change Fav (Unfav)	% Change at constant currency <sup>(1)</sup> Fav (Unfav)	2025	2024	% Change Fav (Unfav)	% Change at constant currency <sup>(1)</sup> Fav (Unfav)
<b>Revenues (\$ millions) <sup>(2)</sup></b>								
Petroleum and chemicals	854	839	2%	1%	2,577	2,546	1%	—%
Metals and minerals	477	502	(5%)	(6%)	1,496	1,560	(4%)	(6%)
Forest products	451	467	(3%)	(4%)	1,406	1,462	(4%)	(6%)
Coal	237	229	3%	3%	725	691	5%	4%
Grain and fertilizers	775	786	(1%)	(2%)	2,560	2,384	7%	6%
Intermodal	980	882	11%	11%	2,928	2,881	2%	1%
Automotive	217	217	—%	—%	677	688	(2%)	(3%)
<b>Total freight revenues</b>	<b>3,991</b>	<b>3,922</b>	<b>2%</b>	<b>1%</b>	<b>12,369</b>	<b>12,212</b>	<b>1%</b>	<b>—%</b>
Other revenues	174	188	(7%)	(8%)	471	476	(1%)	(3%)
<b>Total revenues</b>	<b>4,165</b>	<b>4,110</b>	<b>1%</b>	<b>1%</b>	<b>12,840</b>	<b>12,688</b>	<b>1%</b>	<b>—%</b>
<b>Revenue ton miles (RTMs) (millions) <sup>(3)</sup></b>								
Petroleum and chemicals	11,662	11,398	2%	2%	34,238	34,763	(2%)	(2%)
Metals and minerals	6,871	7,275	(6%)	(6%)	20,697	22,183	(7%)	(7%)
Forest products	5,159	5,323	(3%)	(3%)	15,659	16,843	(7%)	(7%)
Coal	5,131	4,908	5%	5%	15,635	14,839	5%	5%
Grain and fertilizers	14,562	15,072	(3%)	(3%)	48,325	46,690	4%	4%
Intermodal	13,027	11,793	10%	10%	39,469	38,538	2%	2%
Automotive	776	779	—%	—%	2,429	2,377	2%	2%
<b>Total RTMs</b>	<b>57,188</b>	<b>56,548</b>	<b>1%</b>	<b>1%</b>	<b>176,452</b>	<b>176,233</b>	<b>—%</b>	<b>—%</b>
<b>Freight revenue / RTM (cents) <sup>(2)(3)</sup></b>								
Petroleum and chemicals	7.32	7.36	(1%)	(1%)	7.53	7.32	3%	1%
Metals and minerals	6.94	6.90	1%	—%	7.23	7.03	3%	—%
Forest products	8.74	8.77	—%	(1%)	8.98	8.68	3%	1%
Coal	4.62	4.67	(1%)	(1%)	4.64	4.66	—%	(2%)
Grain and fertilizers	5.32	5.21	2%	2%	5.30	5.11	4%	2%
Intermodal	7.52	7.48	1%	—%	7.42	7.48	(1%)	(1%)
Automotive	27.96	27.86	—%	—%	27.87	28.94	(4%)	(6%)
<b>Total freight revenue / RTM</b>	<b>6.98</b>	<b>6.94</b>	<b>1%</b>	<b>—%</b>	<b>7.01</b>	<b>6.93</b>	<b>1%</b>	<b>—%</b>
<b>Carloads (thousands) <sup>(3)</sup></b>								
Petroleum and chemicals	162	158	3%	3%	479	485	(1%)	(1%)
Metals and minerals	225	243	(7%)	(7%)	677	730	(7%)	(7%)
Forest products	68	73	(7%)	(7%)	212	228	(7%)	(7%)
Coal	122	116	5%	5%	355	343	3%	3%
Grain and fertilizers	163	163	—%	—%	518	496	4%	4%
Intermodal	576	501	15%	15%	1,695	1,625	4%	4%
Automotive	52	50	4%	4%	159	159	—%	—%
<b>Total carloads</b>	<b>1,368</b>	<b>1,304</b>	<b>5%</b>	<b>5%</b>	<b>4,095</b>	<b>4,066</b>	<b>1%</b>	<b>1%</b>
<b>Freight revenue / carload (\$) <sup>(2)(3)</sup></b>								
Petroleum and chemicals	5,272	5,310	(1%)	(1%)	5,380	5,249	2%	1%
Metals and minerals	2,120	2,066	3%	2%	2,210	2,137	3%	1%
Forest products	6,632	6,397	4%	3%	6,632	6,412	3%	1%
Coal	1,943	1,974	(2%)	(2%)	2,042	2,015	1%	—%
Grain and fertilizers	4,755	4,822	(1%)	(2%)	4,942	4,806	3%	1%
Intermodal	1,701	1,760	(3%)	(4%)	1,727	1,773	(3%)	(3%)
Automotive	4,173	4,340	(4%)	(4%)	4,258	4,327	(2%)	(3%)
<b>Total freight revenue / carload</b>	<b>2,917</b>	<b>3,008</b>	<b>(3%)</b>	<b>(3%)</b>	<b>3,021</b>	<b>3,003</b>	<b>1%</b>	<b>(1%)</b>

(1) This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. See the supplementary schedule entitled *Non-GAAP Measures – Constant currency* for an explanation of this non-GAAP measure.

(2) Amounts expressed in Canadian dollars.

(3) Statistical operating data and related key operating measures are unaudited and based on estimated data available at such time and are subject to change as more complete information becomes available.

## NON-GAAP MEASURES – UNAUDITED

In this supplementary schedule, the "Company" or "CN" refers to Canadian National Railway Company, together with its wholly-owned subsidiaries. Financial information included in this schedule is expressed in Canadian dollars, unless otherwise noted.

CN reports its financial results in accordance with United States generally accepted accounting principles (GAAP). The Company also uses non-GAAP measures that do not have any standardized meaning prescribed by GAAP, including adjusted performance measures, free cash flow, constant currency and adjusted debt-to-adjusted EBITDA multiple. These non-GAAP measures may not be comparable to similar measures presented by other companies. From management's perspective, these non-GAAP measures are useful measures of performance and provide investors with supplementary information to assess the Company's results of operations and liquidity. 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, 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.

These non-GAAP measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

For the three and nine months ended September 30, 2025, the Company's net income was \$1,139 million, or \$1.83 per diluted share, and \$3,472 million, or \$5.54 per diluted share, respectively. There were no adjustments in the third quarter and the first nine months of 2025.

For the three and nine months ended September 30, 2024, the Company's adjusted net income was \$1,085 million, or \$1.72 per diluted share, and \$3,360 million, or \$5.28 per diluted share, respectively. The adjusted figures for the nine months ended September 30, 2024 exclude 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. See *Note 4 - Assets held for sale* to the Company's unaudited Interim Consolidated Financial Statements for additional information.

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.

## NON-GAAP MEASURES – UNAUDITED

The following table provides a reconciliation of Net income and Earnings per share in accordance with GAAP, as reported for the three and nine months ended September 30, 2025 and 2024, to the non-GAAP adjusted performance measures presented herein:

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Net income	\$ 1,139	\$ 1,085	\$ 3,472	\$ 3,302
Adjustments:				
Loss on assets held for sale	—	—	—	78
Tax effect of adjustments <sup>(1)</sup>	—	—	—	(20)
<b>Total adjustments</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 58</b>
<b>Adjusted net income</b>	<b>\$ 1,139</b>	<b>\$ 1,085</b>	<b>\$ 3,472</b>	<b>\$ 3,360</b>
Diluted earnings per share	\$ 1.83	\$ 1.72	\$ 5.54	\$ 5.19
Impact of adjustments, per share	—	—	—	0.09
<b>Adjusted diluted earnings per share</b>	<b>\$ 1.83</b>	<b>\$ 1.72</b>	<b>\$ 5.54</b>	<b>\$ 5.28</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.

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 three and nine months ended September 30, 2025 and 2024, to the non-GAAP adjusted performance measures presented herein:

<i>In millions, except percentages</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Operating income	\$ 1,606	\$ 1,515	\$ 4,854	\$ 4,619
Adjustment:				
Loss on assets held for sale	\$ —	\$ —	\$ —	\$ 78
<b>Total adjustment</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>78</b>
<b>Adjusted operating income</b>	<b>\$ 1,606</b>	<b>\$ 1,515</b>	<b>\$ 4,854</b>	<b>\$ 4,697</b>
Operating expenses	\$ 2,559	\$ 2,595	\$ 7,986	\$ 8,069
Total adjustment	—	—	—	(78)
<b>Adjusted operating expenses</b>	<b>\$ 2,559</b>	<b>\$ 2,595</b>	<b>\$ 7,986</b>	<b>\$ 7,991</b>
Operating ratio	61.4 %	63.1 %	62.2 %	63.6 %
Impact of adjustment	— %	— %	— %	(0.6)%
<b>Adjusted operating ratio</b>	<b>61.4 %</b>	<b>63.1 %</b>	<b>62.2 %</b>	<b>63.0 %</b>



## NON-GAAP MEASURES – UNAUDITED

### 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 (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 three and nine months ended September 30, 2025 and 2024, to the non-GAAP free cash flow presented herein:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Net cash provided by operating activities	\$ 1,913	\$ 1,774	\$ 4,822	\$ 4,704
Net cash used in investing activities	(1,120)	(1,190)	(2,481)	(2,644)
<b>Free cash flow</b>	<b>\$ 793</b>	<b>\$ 584</b>	<b>\$ 2,341</b>	<b>\$ 2,060</b>

## NON-GAAP MEASURES – UNAUDITED

### Constant currency

Financial results at constant currency allow results to be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons in the analysis of trends in business performance. Measures at constant currency are considered non-GAAP measures and do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. Financial results at constant currency are obtained by translating the current period results denominated in US dollars at the weighted average foreign exchange rates used to translate transactions denominated in US dollars of the comparable period of the prior year.

The average foreign exchange rates were \$1.378 and 1.399 per US\$1.00 for the three and nine months ended September 30, 2025 and \$1.364 and \$1.360 per US\$1.00 for the three and nine months ended September 30, 2024, respectively. On a constant currency basis, the Company's net income for the three and nine months ended September 30, 2025 would have been lower by \$1 million (\$nil per diluted share) and lower by \$45 million (\$0.07 per diluted share), respectively.

The following table provides a reconciliation of the impact of constant currency and related percentage change at constant currency on the financial results, as reported for the three and nine months ended September 30, 2025:

<i>In millions, except per share data</i>	Three months ended September 30				Nine months ended September 30			
	2025	Constant currency impact	2024	% Change at constant currency Fav (Unfav)	2025	Constant currency impact	2024	% Change at constant currency Fav (Unfav)
<b>Revenues</b>								
Petroleum and chemicals	\$ 854	\$ (4)	\$ 839	1%	\$ 2,577	\$ (43)	\$ 2,546	—%
Metals and minerals	477	(3)	502	(6%)	1,496	(34)	1,560	(6%)
Forest products	451	(3)	467	(4%)	1,406	(31)	1,462	(6%)
Coal	237	(1)	229	3%	725	(7)	691	4%
Grain and fertilizers	775	(3)	786	(2%)	2,560	(36)	2,384	6%
Intermodal	980	(3)	882	11%	2,928	(19)	2,881	1%
Automotive	217	(1)	217	—%	677	(13)	688	(3%)
<b>Total freight revenues</b>	<b>3,991</b>	<b>(18)</b>	<b>3,922</b>	<b>1%</b>	<b>12,369</b>	<b>(183)</b>	<b>12,212</b>	<b>—%</b>
Other revenues	174	(1)	188	(8%)	471	(7)	476	(3%)
<b>Total revenues</b>	<b>4,165</b>	<b>(19)</b>	<b>4,110</b>	<b>1%</b>	<b>12,840</b>	<b>(190)</b>	<b>12,688</b>	<b>—%</b>
<b>Operating expenses</b>								
Labor and fringe benefits	815	(3)	795	(2%)	2,597	(28)	2,539	(1%)
Purchased services and material	562	(3)	566	1%	1,715	(14)	1,715	1%
Fuel	418	(4)	519	20%	1,349	(38)	1,579	17%
Depreciation and amortization	500	(2)	475	(5%)	1,482	(17)	1,403	(4%)
Equipment rents	103	(1)	93	(10%)	326	(8)	294	(8%)
Other	161	(3)	147	(7%)	517	(12)	461	(10%)
Loss on assets held for sale	—	—	—	—%	—	—	78	100%
<b>Total operating expenses</b>	<b>2,559</b>	<b>(16)</b>	<b>2,595</b>	<b>2%</b>	<b>7,986</b>	<b>(117)</b>	<b>8,069</b>	<b>2%</b>
<b>Operating income</b>	<b>1,606</b>	<b>(3)</b>	<b>1,515</b>	<b>6%</b>	<b>4,854</b>	<b>(73)</b>	<b>4,619</b>	<b>4%</b>
Interest expense	(227)	1	(230)	2%	(679)	14	(660)	(1%)
Other components of net periodic benefit income	125	—	114	10%	376	—	341	10%
Other income	3	—	10	(70%)	44	(1)	44	(2%)
<b>Income before income taxes</b>	<b>1,507</b>	<b>(2)</b>	<b>1,409</b>	<b>7%</b>	<b>4,595</b>	<b>(60)</b>	<b>4,344</b>	<b>4%</b>
Income tax expense	(368)	1	(324)	(13%)	(1,123)	15	(1,042)	(6%)
<b>Net income</b>	<b>\$ 1,139</b>	<b>\$ (1)</b>	<b>\$ 1,085</b>	<b>5%</b>	<b>\$ 3,472</b>	<b>\$ (45)</b>	<b>\$ 3,302</b>	<b>4%</b>
<b>Diluted earnings per share</b>	<b>\$ 1.83</b>	<b>\$ —</b>	<b>\$ 1.72</b>	<b>6%</b>	<b>\$ 5.54</b>	<b>\$ (0.07)</b>	<b>\$ 5.19</b>	<b>5%</b>

**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 twelve 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 twelve months ended September 30, 2025 and 2024, to the adjusted measures presented herein, which have been used to calculate the non-GAAP adjusted debt-to-adjusted EBITDA multiple:

<i>In millions, unless otherwise indicated</i>	<i>As at and for the twelve months ended September 30,</i>		<b>2025</b>	<b>2024</b>
Debt <sup>(1)</sup>	\$	21,120	\$	20,698
Adjustments:				
Operating lease liabilities, including current portion <sup>(2)</sup>		452		363
Pension plans in deficiency <sup>(3)</sup>		341		356
<b>Adjusted debt</b>	<b>\$</b>	<b>21,913</b>	<b>\$</b>	<b>21,417</b>
Net income	\$	4,618	\$	5,432
Interest expense		910		859
Income tax expense		1,485		784
Depreciation and amortization		1,971		1,866
Operating lease cost <sup>(4)</sup>		159		153
Other components of net periodic benefit income		(489)		(460)
Other income		(42)		(178)
Adjustment:				
Loss on assets held for sale <sup>(5)</sup>		—		78
<b>Adjusted EBITDA</b>	<b>\$</b>	<b>8,612</b>	<b>\$</b>	<b>8,534</b>
<b>Adjusted debt-to-adjusted EBITDA multiple (times)</b>		<b>2.54</b>		<b>2.51</b>

(1) Represents the aggregate of Current portion of long-term debt 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) Represents the operating lease costs recorded in Purchased services and material and Equipment rents within the Consolidated Statements of Income.

(5) Relates to a loss on assets held for sale of \$78 million recorded in the second quarter of 2024, 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. See Note 4 - Assets held for sale to the Company's unaudited Interim Consolidated Financial Statements for additional information.

## Contents

Consolidated Statements of Income - unaudited	12
Consolidated Statements of Comprehensive Income - unaudited	12
Consolidated Balance Sheets - unaudited	13
Consolidated Statements of Changes in Shareholders' Equity - unaudited	14
Consolidated Statements of Cash Flows - unaudited	16
<b>NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED</b>	
Note 1 - Basis of presentation	17
Note 2 - Recent accounting pronouncements	17
Note 3 - Acquisition	18
Note 4 - Assets held for sale	19
Note 5 - Revenues	20
Note 6 - Pensions and other postretirement benefits	21
Note 7 - Earnings per share	21
Note 8 - Financing activities	22
Note 9 - Stock-based compensation	24
Note 10 - Accumulated other comprehensive loss	26
Note 11 - Major commitments and contingencies	28
Note 12 - Financial instruments	29
Note 13 - Segmented information	31



## CONSOLIDATED STATEMENTS OF INCOME – UNAUDITED

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
<b>Revenues (Note 5)</b>	<b>\$ 4,165</b>	<b>\$ 4,110</b>	<b>\$ 12,840</b>	<b>\$ 12,688</b>
Operating expenses				
Labor and fringe benefits	815	795	2,597	2,539
Purchased services and material	562	566	1,715	1,715
Fuel	418	519	1,349	1,579
Depreciation and amortization	500	475	1,482	1,403
Equipment rents	103	93	326	294
Other	161	147	517	461
Loss on assets held for sale (Note 4)	—	—	—	78
<b>Total operating expenses</b>	<b>2,559</b>	<b>2,595</b>	<b>7,986</b>	<b>8,069</b>
<b>Operating income</b>	<b>1,606</b>	<b>1,515</b>	<b>4,854</b>	<b>4,619</b>
Interest expense	(227)	(230)	(679)	(660)
Other components of net periodic benefit income (Note 6)	125	114	376	341
Other income	3	10	44	44
<b>Income before income taxes</b>	<b>1,507</b>	<b>1,409</b>	<b>4,595</b>	<b>4,344</b>
Income tax expense	(368)	(324)	(1,123)	(1,042)
<b>Net income</b>	<b>\$ 1,139</b>	<b>\$ 1,085</b>	<b>\$ 3,472</b>	<b>\$ 3,302</b>
Earnings per share (Note 7)				
Basic	\$ 1.83	\$ 1.72	\$ 5.55	\$ 5.20
Diluted	\$ 1.83	\$ 1.72	\$ 5.54	\$ 5.19
Weighted-average number of shares (Note 7)				
Basic	621.9	629.6	625.7	635.1
Diluted	622.4	630.5	626.2	636.2
Dividends declared per share	\$ 0.8875	\$ 0.8450	\$ 2.6625	\$ 2.5350

See accompanying notes to Interim Consolidated Financial Statements.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME – UNAUDITED

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Net income	\$ 1,139	\$ 1,085	\$ 3,472	\$ 3,302
Other comprehensive income (loss) (Note 10)				
Net gain (loss) on foreign currency translation	137	(53)	(208)	95
Net change in pension and other postretirement benefit plans (Note 6)	13	12	36	39
Derivative instruments (Note 12)	(3)	(16)	—	(19)
<b>Other comprehensive income (loss) before income taxes</b>	<b>147</b>	<b>(57)</b>	<b>(172)</b>	<b>115</b>
Income tax recovery (expense)	31	(17)	(59)	26
<b>Other comprehensive income (loss)</b>	<b>178</b>	<b>(74)</b>	<b>(231)</b>	<b>141</b>
<b>Comprehensive income</b>	<b>\$ 1,317</b>	<b>\$ 1,011</b>	<b>\$ 3,241</b>	<b>\$ 3,443</b>

See accompanying notes to Interim Consolidated Financial Statements.

## CONSOLIDATED BALANCE SHEETS – UNAUDITED

<i>In millions</i>	<i>As at</i>	<b>September 30 2025</b>	<b>December 31 2024</b>
<b>Assets</b>			
Current assets			
Cash and cash equivalents	\$	214	\$ 389
Restricted cash and cash equivalents		12	12
Accounts receivable		1,246	1,164
Material and supplies		780	720
Other current assets		260	334
<b>Total current assets</b>		<b>2,512</b>	<b>2,619</b>
Properties		48,668	47,960
Operating lease right-of-use assets		461	485
Pension asset		4,882	4,541
Deferred income tax assets		631	689
Intangible assets, goodwill and other		500	773
<b>Total assets</b>	\$	<b>57,654</b>	\$ 57,067
<b>Liabilities and shareholders' equity</b>			
Current liabilities			
Accounts payable and other	\$	2,607	\$ 2,810
Current portion of long-term debt		1,566	1,166
<b>Total current liabilities</b>		<b>4,173</b>	<b>3,976</b>
Deferred income tax liabilities		11,040	10,874
Other liabilities and deferred credits		805	612
Pension and other postretirement benefits		470	483
Long-term debt		19,554	19,728
Operating lease liabilities		339	343
<b>Total liabilities</b>		<b>36,381</b>	<b>36,016</b>
Shareholders' equity			
Common shares		3,468	3,474
Common shares in Share Trusts		(137)	(129)
Additional paid-in capital		404	372
Accumulated other comprehensive loss (Note 10)		(1,251)	(1,020)
Retained earnings		18,789	18,354
<b>Total shareholders' equity</b>		<b>21,273</b>	<b>21,051</b>
<b>Total liabilities and shareholders' equity</b>	\$	<b>57,654</b>	\$ 57,067

See accompanying notes to Interim Consolidated Financial Statements.

# CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY - UNAUDITED

<i>In millions</i>	Number of common shares		Common shares	Common shares in Share Trusts	Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	Outstanding	Share Trusts						
Balance at June 30, 2025	625.4	0.9	\$ 3,510	\$ (134)	\$ 389	\$ (1,429)	\$ 19,200	\$ 21,536
Net income							1,139	1,139
Stock options exercised	0.1		2		—			2
Settlement of equity settled awards	—	—		8	(9)		(2)	(3)
Stock-based compensation and other					24		(1)	23
Repurchase of common shares (Note 8)	(7.7)		(44)				(997)	(1,041)
Share purchases by Share Trusts	(0.1)	0.1		(11)				(11)
Other comprehensive income (Note 10)						178		178
Dividends							(550)	(550)
<b>Balance at September 30, 2025</b>	<b>617.7</b>	<b>1.0</b>	<b>\$ 3,468</b>	<b>\$ (137)</b>	<b>\$ 404</b>	<b>\$ (1,251)</b>	<b>\$ 18,789</b>	<b>\$ 21,273</b>

<i>In millions</i>	Number of common shares		Common shares	Common shares in Share Trusts	Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	Outstanding	Share Trusts						
Balance at December 31, 2024	627.9	0.9	\$ 3,474	\$ (129)	\$ 372	\$ (1,020)	\$ 18,354	\$ 21,051
Net income							3,472	3,472
Stock options exercised	0.4		53		(7)			46
Settlement of equity settled awards	0.1	(0.1)		24	(54)		19	(11)
Stock-based compensation and other					93		(4)	89
Repurchase of common shares (Note 8)	(10.5)		(59)				(1,389)	(1,448)
Share purchases by Share Trusts	(0.2)	0.2		(32)				(32)
Other comprehensive loss (Note 10)						(231)		(231)
Dividends							(1,663)	(1,663)
<b>Balance at September 30, 2025</b>	<b>617.7</b>	<b>1.0</b>	<b>\$ 3,468</b>	<b>\$ (137)</b>	<b>\$ 404</b>	<b>\$ (1,251)</b>	<b>\$ 18,789</b>	<b>\$ 21,273</b>

See accompanying notes to Interim Consolidated Financial Statements.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY - UNAUDITED

<i>In millions</i>	Number of common shares		Common shares	Common shares in Share Trusts	Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	Outstanding	Share Trusts						
Balance at June 30, 2024	631.3	0.9	\$ 3,484	\$ (129)	\$ 364	\$ (2,064)	\$ 17,749	\$ 19,404
Net income							1,085	1,085
Stock options exercised	0.1		7		(1)			6
Settlement of equity settled awards	—	—		8	(9)		(1)	(2)
Stock-based compensation and other					6		(1)	5
Repurchase of common shares (Note 8)	(2.5)		(14)				(413)	(427)
Share purchases by Share Trusts	(0.1)	0.1		(7)				(7)
Other comprehensive loss (Note 10)						(74)		(74)
Dividends							(532)	(532)
<b>Balance at September 30, 2024</b>	<b>628.8</b>	<b>1.0</b>	<b>\$ 3,477</b>	<b>\$ (128)</b>	<b>\$ 360</b>	<b>\$ (2,138)</b>	<b>\$ 17,887</b>	<b>\$ 19,458</b>

<i>In millions</i>	Number of common shares		Common shares	Common shares in Share Trusts	Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	Outstanding	Share Trusts						
Balance at December 31, 2023	642.7	1.1	\$ 3,512	\$ (144)	\$ 373	\$ (2,279)	\$ 18,655	\$ 20,117
Net income							3,302	3,302
Stock options exercised	0.4		44		(6)			38
Settlement of equity settled awards	0.4	(0.4)		58	(73)		(42)	(57)
Stock-based compensation and other					66		(2)	64
Repurchase of common shares (Note 8)	(14.4)		(79)				(2,419)	(2,498)
Share purchases by Share Trusts	(0.3)	0.3		(42)				(42)
Other comprehensive income (Note 10)						141		141
Dividends							(1,607)	(1,607)
<b>Balance at September 30, 2024</b>	<b>628.8</b>	<b>1.0</b>	<b>\$ 3,477</b>	<b>\$ (128)</b>	<b>\$ 360</b>	<b>\$ (2,138)</b>	<b>\$ 17,887</b>	<b>\$ 19,458</b>

See accompanying notes to Interim Consolidated Financial Statements.



# CONSOLIDATED STATEMENTS OF CASH FLOWS – UNAUDITED

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
<b>Operating activities</b>				
Net income	\$ 1,139	\$ 1,085	\$ 3,472	\$ 3,302
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	500	475	1,482	1,403
Pension income and funding	(101)	(95)	(305)	(288)
Deferred income taxes	92	152	190	307
Loss on assets held for sale (Note 4)	—	—	—	78
Changes in operating assets and liabilities:				
Accounts receivable	(83)	(5)	(40)	73
Material and supplies	43	59	(67)	(23)
Accounts payable and other	233	1	71	(288)
Other current assets	12	70	(113)	(23)
Other operating activities, net	78	32	132	163
<b>Net cash provided by operating activities</b>	<b>1,913</b>	<b>1,774</b>	<b>4,822</b>	<b>4,704</b>
<b>Investing activities</b>				
Property additions	(1,105)	(1,176)	(2,429)	(2,605)
Other investing activities, net	(15)	(14)	(52)	(39)
<b>Net cash used in investing activities</b>	<b>(1,120)</b>	<b>(1,190)</b>	<b>(2,481)</b>	<b>(2,644)</b>
<b>Financing activities</b>				
Issuance of debt (Note 8)	—	1,011	995	3,117
Repayment of debt	(371)	(17)	(420)	(528)
Change in commercial paper, net (Note 8)	719	(675)	26	(756)
Settlement of foreign exchange forward contracts on debt	33	(15)	17	(2)
Issuance of common shares for stock options exercised	2	6	46	38
Withholding taxes remitted on the net settlement of equity settled awards (Note 9)	(2)	(1)	(7)	(52)
Repurchase of common shares	(1,028)	(438)	(1,472)	(2,450)
Purchase of common shares for settlement of equity settled awards	(1)	(1)	(4)	(5)
Purchase of common shares by Share Trusts	(11)	(7)	(32)	(42)
Dividends paid	(550)	(532)	(1,663)	(1,607)
<b>Net cash used in financing activities</b>	<b>(1,209)</b>	<b>(669)</b>	<b>(2,514)</b>	<b>(2,287)</b>
Effect of foreign exchange fluctuations on cash, cash equivalents, restricted cash and restricted cash equivalents	2	(1)	(2)	1
<b>Net decrease in cash, cash equivalents, restricted cash, and restricted cash equivalents</b>	<b>(414)</b>	<b>(86)</b>	<b>(175)</b>	<b>(226)</b>
Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of period	640	784	401	924
<b>Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of period</b>	<b>\$ 226</b>	<b>\$ 698</b>	<b>\$ 226</b>	<b>\$ 698</b>
Cash and cash equivalents, end of period	\$ 214	\$ 273	\$ 214	\$ 273
Restricted cash and cash equivalents, end of period	12	425	12	425
<b>Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of period</b>	<b>\$ 226</b>	<b>\$ 698</b>	<b>\$ 226</b>	<b>\$ 698</b>
<b>Supplemental cash flow information</b>				
Interest paid	\$ (279)	\$ (265)	\$ (763)	\$ (716)
Income taxes paid	\$ (231)	\$ (262)	\$ (708)	\$ (933)

See accompanying notes to Interim Consolidated Financial Statements.

### 1 – Basis of presentation

In these notes, the "Company" or "CN" refers to Canadian National Railway Company, together with its wholly-owned subsidiaries. The accompanying unaudited Interim Consolidated Financial Statements ("Interim Consolidated Financial Statements"), expressed in Canadian dollars, have been prepared in accordance with United States generally accepted accounting principles (GAAP) for interim financial statements. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In management's opinion, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Interim operating results are not necessarily indicative of the results that may be expected for the full year.

These Interim Consolidated Financial Statements have been prepared using accounting policies consistent with those used in preparing CN's 2024 Annual Consolidated Financial Statements and should be read in conjunction with such statements and Notes thereto.

### 2 – Recent accounting pronouncements

The following recent Accounting Standards Updates (ASU) issued by the Financial Accounting Standards Board (FASB) have an effective date after December 31, 2024 and have not been adopted by the Company:

#### **ASU 2025-06 – Intangibles - Goodwill and Other Internal-Use Software (Subtopic 350-40)**

This ASU modernizes the accounting for internal-use software by removing references to prescriptive and sequential software development stages. The main provisions establish that capitalization begins when management authorizes and commits to funding the software project and it is probable the project will be completed and used as intended. The ASU also introduces enhanced disclosure requirements that align internal-use software disclosures to property, plant and equipment. It also consolidates guidance for website development by integrating it into the framework for internal-use software.

The amendments in this ASU are effective for annual periods beginning after December 15, 2027, including interim periods within these fiscal years. Early adoption is permitted. The amendments in this ASU must be adopted either prospectively, retrospectively or using a modified transition approach based on project status and prior capitalization.

The Company is evaluating the effects that the adoption of the ASU will have on its Consolidated Financial Statements and disclosures.

#### **ASU 2025-05 – Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets**

This ASU introduces an optional practical expedient to simplify the estimation of expected credit losses on current trade receivables and current contract assets arising from revenue transactions. When elected, an entity may assume that current conditions at the balance sheet date will remain unchanged over the remaining life of the assets in developing its reasonable and supportable forecast; entities still adjust historical loss information to reflect current conditions, but they need not incorporate forward-looking macroeconomic forecasts for assets within scope.

The amendments in this ASU are effective for annual periods beginning after December 15, 2025, including interim periods within these fiscal years. Early adoption is permitted. The amendments in this ASU should be applied prospectively to Consolidated Financial Statements.

The Company is evaluating the effects that the adoption of the ASU will have on its Consolidated Financial Statements and disclosures and is considering whether to adopt the practical expedient.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

### ASU 2024-03 – Disaggregation of Income Statement Expenses (Subtopic 220-40)

This ASU aims to provide stakeholders a clearer understanding of an entity's expenses and enhance their ability to assess performance, forecast expenses and evaluate the entity's potential for future cash flows. The ASU amends the rules on income statement expense disclosures and requires public business entities to disaggregate and disclose, in tabular format in the notes to financial statements, specified categories of expenses contained within certain income statement expense line items; to integrate certain amounts that were already required to be disclosed under current GAAP with the new disaggregation requirements and to qualitatively disclose descriptions of the amounts remaining that were not separately disaggregated. The ASU also requires public business entities to disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of those selling expenses. This ASU does not change or remove the current disclosure requirements of expense line items on the face of the Consolidated Statements of Income.

The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments in this ASU should be applied either prospectively to Consolidated Financial Statements issued for reporting periods following the effective date, or retrospectively to any or all prior periods presented in the Consolidated Financial Statements.

The Company is evaluating the effects that the adoption of the ASU will have on its Consolidated Financial Statements disclosures.

### ASU 2023-09 – Income Taxes (Topic 740): Improvements to Income Tax Disclosures

The ASU amends the rules on income tax disclosures by modifying or eliminating certain existing income tax disclosure requirements in addition to establishing new requirements. The amendments address investor requests for more transparency about income taxes, including jurisdictional information, by requiring consistent categories and greater disaggregation of information. The ASU's two primary amendments relate to the rate reconciliation and income taxes paid annual disclosures.

Reconciling items presented in the rate reconciliation will be in dollar amounts and percentages, and will be disaggregated into specified categories with certain reconciling items further broken out by nature and/or jurisdiction using a 5% threshold of domestic federal taxes. Income taxes paid will be disaggregated between federal, provincial/territorial, and foreign taxing jurisdictions using a 5% threshold of total income taxes paid net of refunds received.

The ASU is effective for annual periods beginning after December 15, 2024. The adoption of the ASU will impact the Company's Annual Consolidated Financial Statement disclosures. The Company will adopt the ASU in the fourth quarter of 2025 and will reflect the relevant annual disclosure changes prospectively, including the disaggregation of rate reconciliation items and income tax payments by specified categories, nature and/or jurisdiction as described above.

Other recently issued ASUs required to be applied on or after September 30, 2025 have been evaluated by the Company and are not expected to have a significant impact on the Company's Consolidated Financial Statements.

## 3 – Acquisition

On January 14, 2025, the Surface Transportation Board (STB) issued a final decision approving CN's application to acquire control of the Iowa Northern Railway Company (IANR), subject to certain conditions. The Company assumed control of IANR on March 1, 2025 (Control Date) and began consolidating IANR on that date, accounting for the acquisition as a business combination achieved in stages. The Company derecognized its previously held equity method investment in IANR of \$320 million as of March 1, 2025 and remeasured the investment at its Control Date fair value of \$344 million resulting in a net remeasurement gain of \$24 million recorded in Other income in the Consolidated Statements of Income. The fair value of the previously held equity interest in IANR was determined through use of a discounted cash flow approach, which incorporated the Company's best estimates of various assumptions including, but not limited to, discount rates and terminal growth rates and multiples.

The Company's Consolidated Balance Sheet includes the assets and liabilities of IANR as of the Control Date, and since that time, IANR's results of operations have been included in the Company's results of operations. The Company has not provided pro forma information relating to the pre-control date period as the acquisition was not material.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

The following table summarizes the preliminary purchase price allocation with the fair value at the Control Date of the previously held equity interest in IANR, as well as the amounts recognized for the identifiable assets acquired and liabilities assumed on the Control Date:

<i>(in millions)</i>	<b>March 1, 2025</b>	
Consideration		
Fair value of previously held equity method investment <sup>(1)</sup>	\$	<b>344</b>
Recognized amounts of identifiable assets acquired and liabilities assumed <sup>(1)</sup>		
Current assets	\$	<b>10</b>
Properties		<b>425</b>
Other non-current assets		<b>12</b>
Current liabilities		<b>(20)</b>
Deferred income tax liabilities		<b>(93)</b>
Other non-current liabilities		<b>(23)</b>
<b>Total identifiable net assets <sup>(2)</sup></b>	\$	<b>311</b>
<b>Goodwill <sup>(3)</sup></b>	\$	<b>33</b>

(1) The Company's fair value of the previously held equity interest in IANR and the related purchase price allocation is preliminary based on information available to the Company to date and subject to change over the measurement period, which may be up to one year from the Control Date.

(2) Includes operating lease right-of-use assets and liabilities. There were no identifiable intangible assets.

(3) The goodwill acquired through the business combination is mainly attributable to the premium of an established business operation. The goodwill is not deductible for tax purposes.

The preliminary fair values of Properties were determined using valuation techniques including the market approach and the cost approach. The significant assumptions used to determine the preliminary fair value of Properties were mostly related to a selection of comparable assets and inflation.

### 4 – Assets held for sale

On May 8, 2024, CN entered into an agreement to transfer the ownership and related risks and obligations of a road, rail, and pedestrian bridge known as the Quebec Bridge located in Quebec, Canada, to the Government of Canada for a nominal amount. At that time, CN met the criteria for classification of the related track and roadway assets as assets held for sale and accordingly recorded a loss of \$78 million (\$58 million after-tax) to adjust the carrying value to the nominal selling price. On November 12, 2024, the transaction was completed and the resulting difference between the carrying value and what was estimated was insignificant. CN had also recognized an operating lease right-of-use asset and a related liability of \$124 million for the retained requisite rights to occupy and operate the portion of the bridge where the rail infrastructure is located and will pay an annual occupancy fee over a term that also includes a noncancellable period.



## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

### 5 – Revenues

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Freight revenues				
Petroleum and chemicals	\$ 854	\$ 839	\$ 2,577	\$ 2,546
Metals and minerals	477	502	1,496	1,560
Forest products	451	467	1,406	1,462
Coal	237	229	725	691
Grain and fertilizers	775	786	2,560	2,384
Intermodal	980	882	2,928	2,881
Automotive	217	217	677	688
<b>Total freight revenues</b>	<b>3,991</b>	<b>3,922</b>	<b>12,369</b>	<b>12,212</b>
Other revenues	174	188	471	476
<b>Total revenues <sup>(1)</sup></b>	<b>\$ 4,165</b>	<b>\$ 4,110</b>	<b>\$ 12,840</b>	<b>\$ 12,688</b>
Revenues by geographic area				
Canada	\$ 2,887	\$ 2,825	\$ 8,946	\$ 8,832
United States (U.S.)	1,278	1,285	3,894	3,856
<b>Total revenues <sup>(1)</sup></b>	<b>\$ 4,165</b>	<b>\$ 4,110</b>	<b>\$ 12,840</b>	<b>\$ 12,688</b>

(1) As at September 30, 2025, the Company had remaining performance obligations related to freight in-transit, for which revenues of \$96 million (\$80 million as at September 30, 2024) are expected to be recognized in the next quarterly period.

#### Contract liabilities

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Beginning balance	\$ 317	\$ 104	\$ 191	\$ 95
Revenue recognized included in the beginning balance	(9)	(7)	(13)	(14)
Increase due to consideration received, net of revenue recognized	76	56	206	72
<b>Ending balance</b>	<b>\$ 384</b>	<b>\$ 153</b>	<b>\$ 384</b>	<b>\$ 153</b>
<b>Current portion - Ending balance</b>	<b>\$ 8</b>	<b>\$ 6</b>	<b>\$ 8</b>	<b>\$ 6</b>

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

### 6 – Pensions and other postretirement benefits

The Company has various retirement benefit plans under which substantially all of its employees are entitled to benefits at retirement age, generally based on compensation and length of service and/or contributions. Additional information relating to the retirement benefit plans is provided in *Note 17 – Pensions and other postretirement benefits* to the Company's 2024 Annual Consolidated Financial Statements.

<i>In millions</i>	Three months ended September 30				Nine months ended September 30			
	Pensions		Other postretirement benefits		Pensions		Other postretirement benefits	
	2025	2024	2025	2024	2025	2024	2025	2024
Current service cost	\$ 21	\$ 23	\$ 1	\$ 1	\$ 63	\$ 69	\$ 1	\$ 1
Other components of net periodic benefit income:								
Interest cost	150	168	2	2	453	502	5	5
Expected return on plan assets	(290)	(296)	–	–	(870)	(887)	–	–
Amortization of prior service credit	–	–	(1)	(2)	–	–	(3)	(3)
Amortization of net actuarial loss (gain)	15	16	(1)	(2)	43	47	(4)	(5)
<b>Total Other components of net periodic benefit income</b>	<b>(125)</b>	<b>(112)</b>	<b>–</b>	<b>(2)</b>	<b>(374)</b>	<b>(338)</b>	<b>(2)</b>	<b>(3)</b>
<b>Net periodic benefit income <sup>(1)</sup></b>	<b>\$ (104)</b>	<b>\$ (89)</b>	<b>\$ 1</b>	<b>\$ (1)</b>	<b>\$ (311)</b>	<b>\$ (269)</b>	<b>\$ (1)</b>	<b>\$ (2)</b>

(1) In the second quarters of 2025 and 2024, the Company revised its estimate of full year net periodic benefit income for pensions to reflect updated plan demographic information and the resulting impacts were not significant.

#### Pension contributions

Pension contributions for all plans for the nine months ended September 30, 2025 and 2024 were \$57 million and \$51 million, respectively. During the first quarter of 2025, one of CN's Canadian defined contribution pension plans was merged into the CN Pension Plan, and did not result in a remeasurement of the funded status of that plan. Based on the results of the Company's actuarial valuations for funding purposes as at December 31, 2024, the CN Pension Plan remained fully funded and at a level such that the Company continues to be prohibited from making contributions to the defined benefit component of the CN Pension Plan. As such, total cash contributions of approximately \$70 million are expected to be made in 2025 for all pension plans other than the defined benefit component of the CN Pension Plan.

### 7 – Earnings per share

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Net income	\$ 1,139	\$ 1,085	\$ 3,472	\$ 3,302
Weighted-average basic shares outstanding	621.9	629.6	625.7	635.1
Dilutive effect of stock-based compensation	0.5	0.9	0.5	1.1
<b>Weighted-average diluted shares outstanding</b>	<b>622.4</b>	<b>630.5</b>	<b>626.2</b>	<b>636.2</b>
Basic earnings per share	\$ 1.83	\$ 1.72	\$ 5.55	\$ 5.20
Diluted earnings per share	\$ 1.83	\$ 1.72	\$ 5.54	\$ 5.19
Units excluded from the calculation as their inclusion would not have a dilutive effect				
Stock options	2.5	1.4	2.1	1.2
Performance share units	0.7	0.6	0.7	0.3

## 8 – Financing activities

For details on the Company's available financing sources, see *Note 15 – Debt* to the Company's 2024 Annual Consolidated Financial Statements. For the nine months ended September 30, 2025, the following changes occurred:

### Notes and debentures

For the nine months ended September 30, 2025, the Company issued and repaid the following:

- On September 22, 2025, repayment of \$350 million 2.80% Notes due 2025 upon maturity; and
- On June 10, 2025, issuance of \$500 million 3.50% Notes due 2030 and \$500 million 4.20% Notes due 2035 in the Canadian capital markets, which resulted in total net proceeds of \$995 million.

For the nine months ended September 30, 2024, the Company issued the following:

- On September 18, 2024, issuance of US\$750 million (\$1,020 million) 4.38% Notes due 2034 in the U.S. capital markets, which resulted in total net proceeds of \$1,011 million; and
- On May 2, 2024, issuance of \$700 million 4.60% Notes due 2029 and \$550 million 5.10% Notes due in 2054 in the Canadian capital markets, which resulted in total net proceeds of \$1,242 million.

### Revolving credit facilities

On March 28, 2025, the Company's revolving credit facility agreements were amended to extend their respective tenors by one additional year each. The unsecured credit facility of \$2.5 billion consists of two tranches of \$1.25 billion and are now maturing on March 31, 2028 and March 31, 2030, respectively. The unsecured credit facility of \$1.0 billion is now maturing on March 17, 2027. The credit facilities provide borrowings at various benchmark interest rates, such as the Secured Overnight Financing Rate (SOFR) and the Canadian Overnight Repo Rate Average (CORRA), plus applicable margins, based on CN's credit ratings. Both revolving credit facility agreements have one financial covenant, which limits debt as a percentage of total capitalization. The Company is in compliance as at September 30, 2025.

As at September 30, 2025 and December 31, 2024, the Company had no outstanding borrowings under these revolving credit facilities and there were no draws during the nine months ended September 30, 2025.

### Equipment loans

Borrowings under the non-revolving term loan facilities are provided at SOFR or CORRA plus applicable margins.

During the first nine months of 2025, the Company repaid \$66 million of its equipment loans. As at September 30, 2025 and December 31, 2024, the Company had outstanding borrowings of \$1,360 million and \$1,449 million, respectively, at a weighted-average interest rate of 4.21% and 4.79%, respectively.

### Commercial paper

As at September 30, 2025 and December 31, 2024, the Company had total commercial paper borrowings of US\$557 million (\$776 million) and US\$501 million (\$721 million) respectively, at a weighted-average interest rate of 4.31% and 4.73% respectively, presented in Current portion of long-term debt on the Consolidated Balance Sheets.

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Commercial paper with maturities less than 90 days				
Issuance	\$ 6,979	\$ 5,398	\$ 18,236	\$ 12,774
Repayment	(6,260)	(5,519)	(17,986)	(13,327)
<b>Change in commercial paper with maturities less than 90 days, net</b>	<b>\$ 719</b>	<b>\$ (121)</b>	<b>\$ 250</b>	<b>\$ (553)</b>
Commercial paper with maturities of 90 days or greater				
Issuance	\$ —	\$ —	\$ —	\$ 1,472
Repayment	—	(554)	(224)	(1,675)
<b>Change in commercial paper with maturities of 90 days or greater, net</b>	<b>\$ —</b>	<b>\$ (554)</b>	<b>\$ (224)</b>	<b>\$ (203)</b>
<b>Change in commercial paper, net</b>	<b>\$ 719</b>	<b>\$ (675)</b>	<b>\$ 26</b>	<b>\$ (756)</b>

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

### Accounts receivable securitization program

On March 28, 2025, the Company extended the term of its agreement by one year to February 2, 2027. As at September 30, 2025 and December 31, 2024, the Company had no outstanding borrowings under the accounts receivable securitization program and there were no draws during the nine months ended September 30, 2025.

### Bilateral letter of credit facilities

On March 28, 2025, the Company extended the maturity date of its committed bilateral letter of credit facility agreements to April 28, 2028.

As at September 30, 2025, the Company had outstanding letters of credit of \$322 million (\$329 million as at December 31, 2024) under the committed facilities and \$153 million (\$142 million as at December 31, 2024) under the uncommitted facilities.

### Repurchase of common shares

The Company may repurchase its common shares pursuant to a Normal Course Issuer Bid (NCIB) at prevailing market prices plus brokerage fees, or such other prices as may be permitted by the Toronto Stock Exchange. Under its current NCIB, the Company may repurchase up to 20.0 million common shares between February 4, 2025 and February 3, 2026. As at September 30, 2025, the Company had repurchased 9.9 million common shares for \$1,321 million under its current NCIB.

As at September 30, 2025, the Company had accrued a liability of \$27 million for the two percent tax on net share repurchases made in the first nine months of 2025 (\$51 million as at December 31, 2024), which was accounted for as a direct cost of common share repurchases and recorded in Shareholders' equity. The accrued tax obligation for the 2024 net share repurchases was paid in the first quarter of 2025.

The Company repurchased 13.9 million common shares under its previous NCIB, including 0.6 million common shares in the first quarter of 2025, which allowed for the repurchase of up to 32.0 million common shares between February 1, 2024 and January 31, 2025.

<i>In millions, except per share data</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Number of common shares repurchased	7.7	2.5	10.5	14.4
Weighted-average price per share <sup>(1)</sup>	\$ 134.77	\$ 165.40	\$ 137.91	\$ 172.96
Amount of repurchase <sup>(1)(2)</sup>	\$ 1,041	\$ 427	\$ 1,448	\$ 2,498

(1) Includes brokerage fees and tax on share repurchases.

(2) Includes settlements in subsequent periods.



## 9 – Stock-based compensation

The Company has various stock-based compensation plans for eligible employees. A description of the major plans is provided in Note 19 – Stock-based compensation to the Company's 2024 Annual Consolidated Financial Statements.

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Share Units Plan <sup>(1)</sup>	\$ 13	\$ (6)	\$ 50	\$ 26
Voluntary Incentive Deferral Plan (VIDP) <sup>(2)</sup>	—	—	—	1
Stock option awards	2	3	9	9
Employee Share Investment Plan (ESIP)	8	7	23	21
<b>Total stock-based compensation expense</b>	<b>\$ 23</b>	<b>\$ 4</b>	<b>\$ 82</b>	<b>\$ 57</b>
Income tax impacts of stock-based compensation				
Tax benefit recognized in income	\$ 7	\$ 1	\$ 21	\$ 14
Net excess tax benefit (deficiency) recognized in income	\$ —	\$ —	\$ (6)	\$ 15

(1) Performance share unit (PSU) awards and restricted share unit (RSU) awards are granted under the Share Units Plan. PSU-ROIC awards and PSU-TSR awards settle depending on the level of attainment of a target return on invested capital (ROIC) performance condition, and on the level of attainment of a target total shareholder return (TSR) market condition, respectively, as defined by the award agreement, over the plan period of three years. RSU awards settle depending on continued employment throughout the plan period, and are not subject to market or performance conditions.

(2) Deferred share unit (DSU) awards are granted under the Voluntary Incentive Deferral Plan.

### Share Units Plan

	PSUs-ROIC <sup>(1)</sup>		PSUs-TSR <sup>(2)</sup>		RSUs <sup>(3)</sup>	
	Units <i>In millions</i>	Weighted- average grant date fair value	Units <i>In millions</i>	Weighted- average grant date fair value	Units <i>In millions</i>	Weighted- average grant date fair value
Outstanding at December 31, 2024	0.4	\$ 123.77	0.4	\$ 192.33	0.2	\$ 157.55
Granted <sup>(4)</sup>	0.3	\$ 143.41	0.1	\$ 187.06	0.3	\$ 143.89
Settled <sup>(5)</sup>	—	\$ —	(0.1)	\$ 179.03	—	\$ —
Forfeited	—	\$ 123.45	—	\$ 189.14	—	\$ 146.44
<b>Outstanding at September 30, 2025</b>	<b>0.7</b>	<b>\$ 131.14</b>	<b>0.4</b>	<b>\$ 191.68</b>	<b>0.5</b>	<b>\$ 147.87</b>

(1) The grant date fair value of equity settled PSU-ROIC awards granted in 2025 of \$36 million is valued based on the closing share price of the Company's stock on the date of the grant. As at September 30, 2025, total unrecognized compensation cost related to all outstanding awards was \$16 million and is expected to be recognized over a weighted-average period of 2.2 years.

(2) The grant date fair value of equity settled PSU-TSR awards granted in 2025 of \$30 million is calculated using a Monte Carlo simulation model. As at September 30, 2025, total unrecognized compensation cost related to all outstanding awards was \$30 million and is expected to be recognized over a weighted-average period of 1.9 years.

(3) The grant date fair value of equity settled RSU awards granted in 2025 of \$50 million is valued based on the closing share price of the Company's stock on the date of the grant. As at September 30, 2025, total unrecognized compensation cost related to all outstanding awards was \$36 million and is expected to be recognized over a weighted-average period of 1.6 years.

(4) Units granted in lieu of dividends have not been quantified as they relate to a nominal amount of units.

(5) Equity settled PSU-TSR awards granted in 2022 attained a performance vesting factor of 50%. In the first quarter of 2025, these awards were settled, net of the remittance of the participants' withholding tax obligation of \$4 million, by way of disbursement from the Share Trusts of a nominal number of common shares.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

### Voluntary Incentive Deferral Plan

	DSUs <sup>(1)</sup>	
	Units <i>In millions</i>	Weighted-average grant date fair value
Outstanding at December 31, 2024	0.3	\$ 120.55
Granted	—	\$ 147.94
Settled	—	\$ 122.68
<b>Outstanding at September 30, 2025 <sup>(2)</sup></b>	<b>0.3</b>	<b>\$ 122.26</b>

- (1) The grant date fair value of equity settled DSU awards granted in 2025 of \$3 million is calculated using the Company's stock price on the grant date. As at September 30, 2025, the aggregate intrinsic value of all equity settled DSU awards outstanding amounted to \$39 million.
- (2) The total fair value of equity settled DSU awards vested, the number of units outstanding that were nonvested, unrecognized compensation cost and the remaining recognition period, and the withholding tax obligation remitted on the settlement of DSU awards have not been quantified as they relate to a nominal number of units.

### Stock option awards

	Options outstanding	
	Number of options <i>In millions</i>	Weighted-average exercise price
Outstanding at December 31, 2024 <sup>(1)</sup>	3.2	\$ 142.55
Granted <sup>(2)</sup>	0.6	\$ 143.24
Exercised	(0.4)	\$ 117.01
Forfeited	(0.1)	\$ 154.73
<b>Outstanding at September 30, 2025 <sup>(1)(2)(3)</sup></b>	<b>3.3</b>	<b>\$ 141.95</b>
<b>Exercisable at September 30, 2025 <sup>(1)(3)</sup></b>	<b>1.9</b>	<b>\$ 134.15</b>

- (1) Stock options with a US dollar exercise price have been translated into Canadian dollars using the foreign exchange rate in effect at the balance sheet date.
- (2) The grant date fair value of options granted in 2025 of \$15 million (\$26.39 per option) is calculated using the Black-Scholes option-pricing model. As at September 30, 2025, total unrecognized compensation cost related to all outstanding awards was \$23 million and is expected to be recognized over a weighted-average period of 2.5 years.
- (3) The weighted-average term to expiration of options outstanding was 6.1 years and the weighted-average term to expiration of exercisable stock options was 4.8 years. As at September 30, 2025, the aggregate intrinsic value of in-the-money stock options outstanding amounted to \$17 million and the aggregate intrinsic value of stock options exercisable amounted to \$17 million.

### Employee Share Investment Plan

	ESIP	
	Number of shares <i>In millions</i>	Weighted-average share price
Unvested contributions at December 31, 2024	0.2	\$ 163.25
Company contributions	0.2	\$ 140.06
Forfeited	—	\$ 146.72
Vested <sup>(1)</sup>	(0.1)	\$ 166.89
<b>Unvested contributions at September 30, 2025 <sup>(2)</sup></b>	<b>0.3</b>	<b>\$ 142.75</b>

- (1) As at September 30, 2025, total fair value of units purchased with Company contributions that vested in 2025 was \$20 million.
- (2) As at September 30, 2025, total unrecognized compensation cost related to all outstanding awards was \$18 million and is expected to be recognized over the next 12 months.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

### 10 – Accumulated other comprehensive loss

The following tables present the changes in Accumulated other comprehensive loss by component for the three and nine months ended September 30, 2025 and 2024:

<i>In millions</i>	Foreign currency translation	Pension and other postretirement benefit plans	Derivative instruments	Total before tax	Income tax recovery (expense) <sup>(1)</sup>	Total net of tax
Balance at June 30, 2025	\$ (128)	\$ (1,955)	\$ 82	\$ (2,001)	\$ 572	\$ (1,429)
Other comprehensive income (loss) before reclassifications:						
Translation of net investment <sup>(2)</sup>	385			385	—	385
Translation of US dollar debt <sup>(3)</sup>	(248)			(248)	33	(215)
Derivative instruments <sup>(4)</sup>			33	33	(5)	28
Amounts reclassified from Accumulated other comprehensive loss:						
Amortization of net actuarial loss <sup>(5)</sup>		14		14	(4)	10
Amortization of prior service credit		(1)		(1)	1	—
Amortization of derivative instruments <sup>(6)</sup>			(36)	(36)	6	(30)
<b>Other comprehensive income (loss)</b>	137	13	(3)	147	31	178
<b>Balance at September 30, 2025</b>	<b>\$ 9</b>	<b>\$ (1,942)</b>	<b>\$ 79</b>	<b>\$ (1,854)</b>	<b>\$ 603</b>	<b>\$ (1,251)</b>

<i>In millions</i>	Foreign currency translation	Pension and other postretirement benefit plans	Derivative instruments	Total before tax	Income tax recovery (expense) <sup>(1)</sup>	Total net of tax
Balance at December 31, 2024	\$ 217	\$ (1,978)	\$ 79	\$ (1,682)	\$ 662	\$ (1,020)
Other comprehensive income (loss) before reclassifications:						
Translation of net investment <sup>(2)</sup>	(586)			(586)	—	(586)
Translation of US dollar debt <sup>(3)</sup>	378			378	(51)	327
Derivative instruments <sup>(4)</sup>			(31)	(31)	3	(28)
Amounts reclassified from Accumulated other comprehensive loss:						
Amortization of net actuarial loss <sup>(5)</sup>		39		39	(9)	30
Amortization of prior service credit		(3)		(3)	1	(2)
Amortization of derivative instruments <sup>(6)</sup>			31	31	(3)	28
<b>Other comprehensive income (loss)</b>	(208)	36	—	(172)	(59)	(231)
<b>Balance at September 30, 2025</b>	<b>\$ 9</b>	<b>\$ (1,942)</b>	<b>\$ 79</b>	<b>\$ (1,854)</b>	<b>\$ 603</b>	<b>\$ (1,251)</b>

Footnotes to the tables follow on the next page.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

<i>In millions</i>	Foreign currency translation	Pension and other postretirement benefit plans	Derivative instruments	Total before tax	Income tax recovery (expense) <sup>(1)</sup>	Total net of tax
Balance at June 30, 2024	\$ (23)	\$ (2,976)	\$ 96	\$ (2,903)	\$ 839	\$ (2,064)
Other comprehensive income (loss) before reclassifications:						
Translation of net investment <sup>(2)</sup>	(186)			(186)	—	(186)
Translation of US dollar debt <sup>(3)</sup>	133			133	(17)	116
Derivative instruments <sup>(4)</sup>			(15)	(15)	4	(11)
Amounts reclassified from Accumulated other comprehensive loss:						
Amortization of net actuarial loss <sup>(5)</sup>		14		14	(4)	10
Amortization of prior service credit		(2)		(2)	—	(2)
Amortization of gain on treasury locks			(1)	(1)	—	(1)
<b>Other comprehensive income (loss)</b>	(53)	12	(16)	(57)	(17)	(74)
<b>Balance at September 30, 2024</b>	\$ (76)	\$ (2,964)	\$ 80	\$ (2,960)	\$ 822	\$ (2,138)

<i>In millions</i>	Foreign currency translation	Pension and other postretirement benefit plans	Derivative instruments	Total before tax	Income tax recovery (expense) <sup>(1)</sup>	Total net of tax
Balance at December 31, 2023	\$ (171)	\$ (3,003)	\$ 99	\$ (3,075)	\$ 796	\$ (2,279)
Other comprehensive income (loss) before reclassifications:						
Translation of net investment <sup>(2)</sup>	332			332	—	332
Translation of US dollar debt <sup>(3)</sup>	(237)			(237)	32	(205)
Derivative instruments <sup>(4)</sup>			(15)	(15)	4	(11)
Amounts reclassified from Accumulated other comprehensive loss:						
Amortization of net actuarial loss <sup>(5)</sup>		42		42	(11)	31
Amortization of prior service credit		(3)		(3)	—	(3)
Amortization of gain on treasury locks			(4)	(4)	1	(3)
<b>Other comprehensive income (loss)</b>	95	39	(19)	115	26	141
<b>Balance at September 30, 2024</b>	\$ (76)	\$ (2,964)	\$ 80	\$ (2,960)	\$ 822	\$ (2,138)

(1) The Company releases stranded tax effects from Accumulated other comprehensive loss to Net income upon the liquidation or termination of the related item.

(2) Foreign exchange gain (loss) on translation of net investment in foreign operations.

(3) Foreign exchange gain (loss) on translation of US dollar-denominated debt designated as a hedge of the net investment in foreign operations. The Company designates US dollar-denominated debt of the parent company as a foreign currency hedge of its net investment in foreign operations. Accordingly, from the dates of designation, foreign exchange gains and losses on translation of the Company's US dollar-denominated debt are recorded in Accumulated other comprehensive loss, which minimizes the volatility of earnings resulting from the conversion of US dollar-denominated debt into Canadian dollars.

(4) The cumulative changes in fair values of cross-currency interest rate swaps and the cumulative gains or losses of treasury locks are included in Derivative instruments. See Note 12 – Financial instruments.

(5) Total before tax reclassified to Other components of net periodic benefit income in the Consolidated Statements of Income and included in net periodic benefit income. See Note 6 – Pensions and other postretirement benefits for additional information.

(6) Includes the amortization of treasury locks for the three months and nine months ended September 30, 2025 of \$1 million and \$3 million, respectively, as well as the amortization of cross-currency interest rate swaps related to foreign currency exposure and interest expense. See Note 12 – Financial instruments.

### 11 – Major commitments and contingencies

#### Purchase commitments

As at September 30, 2025, the Company had fixed and variable commitments to purchase information technology services and licenses, rail, engineering services, locomotives, wheels, railroad cars, rail ties, as well as other equipment and services with a total estimated cost of \$2,355 million. Costs of variable commitments were estimated using forecasted prices and volumes.

#### Contingencies

In the normal course of business, the Company becomes involved in various legal actions seeking compensatory and occasionally punitive damages, including actions brought on behalf of various purported classes of claimants and claims relating to employee and third-party personal injuries, occupational disease and property damage, arising out of harm to individuals or property allegedly caused by, but not limited to, derailments or other accidents.

As at September 30, 2025, the Company had aggregate reserves for personal injury and other claims of \$265 million, of which \$43 million was recorded as a current liability (\$284 million as at December 31, 2024, of which \$47 million was recorded as a current liability).

Although the Company considers such provisions to be adequate for all its outstanding and pending claims, the final outcome with respect to actions outstanding or pending as at September 30, 2025, or with respect to future claims, cannot be reasonably determined. When establishing provisions for contingent liabilities the Company considers, where a probable loss estimate cannot be made with reasonable certainty, a range of potential probable losses for each such matter, and records the amount it considers the most reasonable estimate within the range. However, when no amount within the range is a better estimate than any other amount, the minimum amount in the range is accrued. For matters where a loss is reasonably possible but not probable, a range of potential losses cannot be estimated due to various factors which may include the limited availability of facts, the lack of demand for specific damages and the fact that proceedings were at an early stage. Based on information currently available, the Company believes that the eventual outcome of the actions against the Company will not, individually or in the aggregate, have a material adverse effect on the Company's financial position. However, due to the inherent inability to predict with certainty unforeseeable future developments, there can be no assurance that the ultimate resolution of these actions will not have a material adverse effect on the Company's results of operations, financial position or liquidity.

#### Environmental matters

The Company's provision for specific environmental sites is undiscounted and includes costs for remediation and restoration of sites, as well as monitoring costs. Costs related to any unknown existing or future contamination will be accrued in the period in which they become probable and reasonably estimable. Additional information relating to the Company's environmental matters is provided in *Note 21 – Major commitments and contingencies* to the Company's 2024 Annual Consolidated Financial Statements.

Under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (CERCLA), the Company through one of its subsidiaries was notified by the U.S. Environmental Protection Agency (EPA) on February 28, 2024 that the EPA considers it a potentially responsible party (PRP), along with at least five other previously notified parties, with respect to the Matthiessen & Hegeler Zinc Company Site (Site) in LaSalle, Illinois. The EPA also requested that the Company respond to certain information requests, which the Company did on June 30, 2024. The Company's designation as a PRP is based on claims that the Company, or its predecessors, had land holdings historically that were leased to others for commercial or industrial uses that may allegedly have resulted in the disposal of hazardous substances onto the Site. Based on remedial investigations and feasibility studies previously conducted, the EPA issued a Record of Decision outlining the clean-up plan for the Site and certain off-Site areas. In the second quarter of 2025, CN received a special notice letter from the EPA which requests CN to respond with a good faith offer by August 4, 2025. The Company responded to the EPA on August 4, 2025 reiterating why it should not be considered a PRP for the Site and as at October 30, 2025, there have been no further developments. The Company has not accrued for any obligation related to the remediation of the Site as it has not been able to confirm to what, if any, extent it contributed to the contamination, the extent and cost of remediation and the contribution of other potentially responsible parties and their ability to pay for their obligations.

For matters where a loss is reasonably possible but not probable, a range of potential losses cannot be estimated due to various factors which may include the limited availability of facts, the lack of demand for specific damages and the fact that proceedings were at an early stage.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

As at September 30, 2025, the Company had aggregate accruals for environmental costs of \$63 million, of which \$39 million was recorded as a current liability (\$56 million as at December 31, 2024, of which \$40 million was recorded as a current liability). The Company anticipates that the liability at September 30, 2025 will be paid out over the next five years. Based on the information currently available, the Company considers its accruals to be adequate.

### **Guarantees and indemnifications**

A description of the Company's guarantees and indemnifications is provided in *Note 21 – Major commitments and contingencies* to the Company's 2024 Annual Consolidated Financial Statements.

As at September 30, 2025, the Company had outstanding letters of credit of \$322 million (\$329 million as at December 31, 2024) under the committed bilateral letter of credit facilities and \$153 million (\$142 million as at December 31, 2024) under the uncommitted bilateral letter of credit facilities, and surety and other bonds of \$148 million (\$145 million as at December 31, 2024), all issued by financial institutions with investment grade credit ratings to third parties to indemnify them in the event the Company does not perform its contractual obligations.

As at September 30, 2025, the maximum potential liability under these guarantee instruments was \$623 million (\$616 million as at December 31, 2024), of which \$582 million (\$571 million as at December 31, 2024) related to other employee benefit liabilities and workers' compensation and \$41 million (\$45 million as at December 31, 2024) related to other liabilities. The guarantee instruments expire at various dates between 2025 and 2027.

As at September 30, 2025, the Company had not recorded a liability with respect to guarantees and indemnifications as the Company did not expect to make any payments under its guarantees and indemnifications.

## 12 – Financial instruments

### **Derivative financial instruments**

The Company uses derivative financial instruments from time to time in the management of its foreign currency and interest rate exposures. The Company has limited involvement with derivative financial instruments in the management of its risks and does not hold or issue them for trading or speculative purposes.

### **Foreign currency risk**

#### *Foreign exchange forward contracts*

As at September 30, 2025, the Company had outstanding foreign exchange forward contracts to purchase as notional value of US\$557 million (US\$580 million as at December 31, 2024). These outstanding contracts are at a weighted-average exchange rate of \$1.38 per US\$1.00 (\$1.37 per US\$1.00 as at December 31, 2024). The weighted-average term of the contracts is 39 days (88 days as at December 31, 2024). Changes in fair values of foreign exchange forward contracts, resulting from changes in foreign exchange rates, are recognized in Other income in the Consolidated Statements of Income as they occur.

For the three and nine months ended September 30, 2025, the Company recorded a gain of \$40 million and a loss of \$7 million, respectively, related to foreign exchange forward contracts compared to a loss of \$22 million and a gain of \$53 million, respectively, for the same periods in 2024. These gains were largely offset by the re-measurement of US dollar-denominated monetary assets and liabilities recorded in Other income.

As at September 30, 2025, the fair value of outstanding foreign exchange forward contracts included in Other current assets was \$7 million (\$38 million, as at December 31, 2024).



## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

### *Cross-currency interest rate swaps*

As at September 30, 2025, the aggregate notional amount of cross-currency interest rate swaps entered into was US\$975 million to hedge the US-to-Canadian dollar currency fluctuations on US dollar-denominated notes maturing on March 1, 2026 and July 15, 2028, for an aggregate principal amount of \$1,401 million with a weighted average fixed annual interest rate of 3.33%.

These cross-currency interest rate swaps were designated as qualifying hedging instruments and were accounted for as cash flow hedges, with their critical terms corresponding to the related US dollar-denominated notes.

For the three and nine months ended September 30, 2025, the cumulative changes in fair values of these cross-currency interest rate swaps recorded in Accumulated other comprehensive loss in derivative instruments resulted in a gain of \$32 million and a loss of \$33 million, respectively. For the three and nine months ended September 30, 2025, the amounts amortized from Accumulated other comprehensive income to Other income related to foreign currency exposure and Interest expense were gains of \$31 million and \$4 million respectively, and a loss of \$44 million and a gain of \$10 million, respectively, in the same period that the carrying values of the two US dollar-denominated notes were remeasured to Canadian dollars and the interest expense was recognized.

As at September 30, 2025, the fair value of outstanding cross-currency interest rate swaps included in Other current asset was \$9 million, Accounts payable and other was \$22 million and Other liabilities and deferred credits was \$27 million.

The cash flows related to these cross-currency interest rate swaps that pertain to the periodic interest settlements are classified as operating activities and the cash flows that pertain to the principal balance will be classified as financing activities.

### **Interest rate risk**

#### *Treasury locks*

As at September 30, 2025, the aggregate notional amount of treasury lock agreements entered into was US\$400 million to hedge US Treasury benchmark rates related to an upcoming debt issuance. The treasury locks are designated as cash flow hedging instruments with cumulative gains or losses recorded in Accumulated other comprehensive loss in derivative instruments. The treasury locks will be settled upon the issuance of debt at which point the cumulative gains or losses recorded in Accumulated other comprehensive loss will be amortized in earnings as a reduction or increase of interest expense over the term of the corresponding debt.

For the three and nine months ended September 30, 2025, the cumulative change in fair value of these treasury locks recorded in Accumulated other comprehensive loss in derivative instruments resulted in gains of \$1 million and \$2 million, respectively.

As at September 30, 2025, the fair value of outstanding treasury lock agreements included in Other current assets was \$3 million and Other current liabilities was \$1 million.

#### *Interest rate swaps*

As at September 30, 2025, the Company had outstanding swaps with a notional amount of \$1.0 billion designated as qualifying hedging instruments and accounted for as fair value hedges on a cumulative \$1.0 billion of notes maturing on June 10, 2030 and June 10, 2035. The swaps were designed to hedge the interest rate risk associated with market fluctuations attributable to the Canadian Overnight Repo Rate Average (CORRA). The fair value gain or loss on the swaps as well as any offsetting loss or gain on the hedged notes attributable to the hedged risk are recorded in Interest expense.

For the three and nine months ended September 30, 2025, the cumulative change in fair value of these swaps recorded in Other current assets and Intangible assets, goodwill and other resulted in gains of \$7 million and \$5 million, respectively. For the three and nine months ended September 30, 2025, the hedging adjustment included in the carrying amount of the hedged notes within Long-term debt was losses of \$7 million and \$5 million, respectively.

Periodic net interest accruals for these swaps are recorded in Interest expense which were nominal for the three and nine months ended September 30, 2025, and their related settlements will be included as part of cash flows from operating activities.

### Fair value of financial instruments

The financial instruments that the Company measures at fair value on a recurring basis in periods subsequent to initial recognition are categorized into the following levels of the fair value hierarchy based on the degree to which inputs are observable:

- Level 1: Inputs are quoted prices for identical instruments in active markets
- Level 2: Significant inputs (other than quoted prices included in Level 1) are observable
- Level 3: Significant inputs are unobservable

The carrying amounts of Cash and cash equivalents and Restricted cash and cash equivalents approximate fair value. These financial instruments include highly liquid investments purchased three months or less from maturity, for which the fair value is determined by reference to quoted prices in active markets.

The carrying amounts of Accounts receivable, Other current assets and Accounts payable and other approximate fair value due to their short maturity, unless otherwise specified. The fair value of derivative financial instruments, included in Other current assets and Accounts payable and other is classified as Level 2 and is used to manage the Company's exposure to foreign currency risk and interest rate risk. The fair value is measured by discounting future cash flows using a discount rate derived from market data for financial instruments subject to similar risks and maturities.

The carrying amount of the Company's debt does not approximate fair value. The fair value is estimated based on quoted market prices for the same or similar debt instruments, as well as discounted cash flows using current interest rates for debt with similar terms, company rating, and remaining maturity. The Company classifies debt as Level 2. As at September 30, 2025, the Company's debt, excluding finance leases, had a carrying amount of \$21,114 million (\$20,887 million as at December 31, 2024) and a fair value of \$20,147 million (\$19,688 million as at December 31, 2024). The carrying amount of debt excluding finance leases exceeded the fair value due to market rates being higher than the stated coupon rates.

## 13 – Segmented information

As at December 31, 2024, the Company has adopted *ASU 2023-07 Segment reporting (Topic 280): Improvements to reportable segment disclosures*. Additional details relating to the Company's segmented information is provided in *Note 23 - Segment information* to the Company's 2024 Annual Consolidated Financial Statements.

Net income and diluted earnings per share (EPS), which are reported on the Company's Consolidated Statements of Income, are the profit measures reviewed by the Chief Operating Decision Maker (CODM). These measures are used by the CODM to assess segment profitability, allocate resources across CN's network, benchmark performance against targets and industry standards, analyze trends for strategic planning and forecasting and communicating results to stakeholders.

Significant segment expenses regularly provided to the CODM and included within net income and EPS are the expense captions detailed in the Consolidated Statements of Income. The measure of segment assets is reported on the Consolidated Balance Sheets as Total assets. Segment property additions is reported on the Consolidated Statements of Cash Flows as Property additions.

**Contents**

Forward-looking statements	33
Introduction	34
Quarterly highlights	34
2025 Business outlook and assumptions	35
Financial highlights	36
Results of operations	37
Non-GAAP measures	38
Revenues	42
Operating expenses	47
Other income and expenses	48
Summary of quarterly financial data	49
Liquidity and capital resources	49
Off balance sheet arrangements	54
Outstanding share data	54
Financial instruments	54
Recent accounting pronouncements	56
Recent regulatory and other updates	57
Critical accounting estimates	58
Business risks	58
Controls and procedures	59

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Forward-looking statements

Certain statements included in this Management's Discussion and Analysis (MD&A) are "forward-looking statements" within the meaning of the *United States Private Securities Litigation Reform Act of 1995* and under Canadian securities laws, including statements based on management's assessment and assumptions and publicly available information with respect to CN. By their nature, forward-looking statements involve risks, uncertainties and assumptions. CN cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. Forward-looking statements may be identified by the use of terminology such as "believes," "expects," "anticipates," "assumes," "outlook," "plans," "targets," or other similar words.

Forward-looking statements include, but are not limited to, those set forth in the table below, which also presents key assumptions used in determining the forward-looking statements. See also the section of this MD&A entitled *2025 Business outlook and assumptions*.

Forward-looking statements	Key assumptions
Statements relating to revenue growth opportunities, including those referring to general economic and business conditions	<ul style="list-style-type: none"><li>• North American and global economic growth in the short and long term</li><li>• Long-term growth opportunities being less affected by current economic conditions</li><li>• No material disruption of CN's operations or of the economy's supply chains as a result of pandemics or geopolitical conflicts and tensions</li><li>• No further deterioration in the North American economy as a result of tariffs, trade barriers and trade actions taken by various governments and agencies globally</li></ul>
Statements relating to the Company's ability to meet debt repayments and future obligations in the foreseeable future, including income tax payments, and capital spending	<ul style="list-style-type: none"><li>• Adequate credit ratios</li><li>• Investment-grade credit ratings</li><li>• Access to capital markets</li><li>• Adequate cash generated from operations and other sources of financing</li></ul>
Statements relating to pension contributions	<ul style="list-style-type: none"><li>• Adequate cash generated from operations and other sources of financing</li><li>• Adequate long-term return on investment on pension plan assets</li><li>• Level of funding as determined by actuarial valuations, particularly influenced by discount rates for funding purposes</li></ul>

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors which may cause actual results, performance or achievements of CN to be materially different from the outlook or any future results, performance or achievements implied by such statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Important risk factors that could affect the forward-looking statements include, but are not limited to, general economic and business conditions, including factors impacting global supply chains such as pandemics and geopolitical conflicts and tensions; 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; 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 U.S., including its Annual Information Form and Form 40-F. See the section entitled *Business risks* of this MD&A and the Company's 2024 Annual MD&A 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 Company's 2024 Annual 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.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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 MD&A.

### Introduction

This MD&A dated October 30, 2025, relates to the consolidated financial position and results of operations of Canadian National Railway Company, together with its wholly-owned subsidiaries, collectively "CN" or the "Company," and should be read in conjunction with the Company's September 30, 2025 Interim Consolidated Financial Statements and Notes thereto. It should also be read in conjunction with the Company's 2024 Annual Consolidated Financial Statements, and the 2024 Annual MD&A. All financial information reflected herein is expressed in Canadian dollars and prepared in accordance with United States generally accepted accounting principles (GAAP), unless otherwise noted.

CN's common shares are listed on the Toronto and New York stock exchanges. Additional information about CN filed with Canadian securities regulatory authorities and the United States Securities and Exchange Commission (SEC), including the Company's 2024 Annual Information Form and Form 40-F, 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. Printed copies of such documents may be obtained by contacting CN's Corporate Secretary's Office.

### Quarterly highlights

#### Third quarter of 2025 compared to third quarter of 2024

##### **Financial results**

- Revenues of \$4,165 million, an increase of \$55 million, or 1%.
- Operating income of \$1,606 million, an increase of \$91 million, or 6%.
- Operating ratio, defined as operating expenses as a percentage of revenues, of 61.4%, an improvement of 1.7-points.
- Diluted earnings per share (EPS) of \$1.83, an increase of 6%.

##### **Operating performance<sup>(1)</sup>**

- Through dwell decreased by 1% to 7.0 (entire railroad, hours).
- Car velocity increased by 1% to 211 (car miles per day).
- Through network train speed increased by 2% to 19.5 (mph).
- Fuel efficiency of 0.833 (US gallons of locomotive fuel consumed per 1,000 gross ton miles (GTMs)), was 2% more efficient.
- Train length increased by 3% to 8,049 (feet).
- Revenue ton miles (RTMs) increased 1% to 57,188 (millions).
- Injury frequency rate increased from 0.99 to 1.29 (per 200,000 person hours).<sup>(2)</sup>
- Accident rate increased from 1.57 to 1.98 (per million train miles).<sup>(2)</sup>

(1) Statistical operating data, key operating measures and safety indicators are unaudited and based on estimated data available at such time and are subject to change as more complete information becomes available.

(2) Based on Federal Railroad Administration (FRA) reporting criteria.

##### **Leadership changes**

On October 20, 2025, Patrick Whitehead was appointed as Executive Vice-President and Chief Operating Officer. Patrick's appointment follows the departure of Derek Taylor, former Executive Vice-President and Chief Field Operating Officer, from the Company.

On July 21, 2025, Janet Drysdale was appointed as CN's Chief Commercial Officer on an interim basis, following the departure of Remi G. Lalonde. On October 20, 2025, Janet Drysdale was appointed as Executive Vice-President and Chief Commercial Officer.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

On April 14, 2025, Bhushan Ivaturi was appointed as CN's Executive Vice-President and Chief Information and Technology Officer succeeding Dominique Malenfant.

### Acquisition

#### ***Iowa Northern Railway Company***

On January 14, 2025, the Surface Transportation Board (STB) issued a final decision approving CN's application to acquire control of the Iowa Northern Railway Company (IANR), subject to certain conditions. The Company assumed control of IANR on March 1, 2025 (Control Date) and began consolidating IANR on that date, accounting for the acquisition as a business combination achieved in stages. The Company derecognized its previously held equity method investment in IANR of \$320 million as of March 1, 2025 and remeasured the investment at its Control Date fair value of \$344 million resulting in a net remeasurement gain of \$24 million recorded in Other income in the Consolidated Statements of Income. The fair value of the previously held equity interest in IANR was determined through use of a discounted cash flow approach, which incorporated the Company's best estimates of various assumptions including, but not limited to, discount rates and terminal growth rates and multiples.

The Company's Consolidated Balance Sheet includes the assets and liabilities of IANR as of the Control Date, and since that time, IANR's results of operations have been included in the Company's results of operations. The Company has not provided pro forma information relating to the pre-control date period as the acquisition was not material.

### Labor and Workforce negotiations

As at September 30, 2025, CN employed a total of 17,399 employees in Canada, of which 12,424, or 71%, were unionized employees, and 6,838 employees in the U.S., of which 5,695, or 83%, were unionized employees.

#### ***Canadian workforce***

##### *Teamsters Canada Rail Conference*

On April 7, 2025, an arbitrator issued a binding decision, setting the terms of a new three-year collective agreement between CN and Teamsters Canada Rail Conference (TCRC). The three-year agreement covers approximately 6,000 conductors, conductor trainees, yard coordinators and locomotive engineers across CN's network in Canada and is retroactively effective beginning January 1, 2024 until December 31, 2026.

##### *International Brotherhood of Electric Workers*

On February 14, 2025, the new collective agreement with the International Brotherhood of Electric Workers (IBEW) was ratified. The four-year agreement covers approximately 750 Signals and Communications employees in Canada until December 31, 2028.

#### ***U.S. workforce***

The general approach to labor negotiations by U.S. Class I railroads is to bargain on a collective national basis with the industry, which CN's subsidiaries Grand Trunk Western Railroad Company (GTW), companies owned by Illinois Central Corporation (ICC), Wisconsin Central Ltd. (WC), and Bessemer & Lake Erie Railroad Company (BLE) currently participate in for collective bargaining agreements covering all union-represented employees, with the exception of two employee groups working at Pittsburgh and Conneaut Dock Company (PCD). On November 1, 2024, the National Carriers Conference Committee (NCCC) served a Section 6 notice pursuant to the Railway Labor Act (RLA), which officially opened collective bargaining for the freight industry. As at the date of this MD&A, agreements have been reached and ratified with ten unions, a tentative agreement has been reached with one union and negotiations continue with the remaining one union. There can be no strike or lockout until such time as the parties have failed to reach voluntary agreements and all dispute resolution mechanisms of the RLA have been exhausted. While negotiations are ongoing and until all RLA provisions have been exhausted, all existing contract terms remain in place.

## 2025 Business outlook and assumptions

The Company continues to assume slightly positive growth in North American industrial production in 2025. For the 2024/2025 crop year, the grain crop in Canada was in line with its five-year average and the U.S. grain crop was above its five-year average. The Company now assumes that the 2025/2026 grain crop in Canada will be above its five-year average (compared to its January 30, 2025 assumption that the 2025/2026 grain crop in Canada will be in line with its five-year average) and continues to assume that the U.S. grain crop will be above its five-year average. The Company notes there is a heightened demand risk as a result of the volatile macroeconomic conditions and global trade tensions.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

In 2025, the Company continues to expect to invest approximately \$3.35 billion in its capital program, net of amounts reimbursed by customers, to improve the safety, efficiency and integrity of its network. These investments are intended to also enable and support the growth of the Company and will be financed with cash generated from operations or with cash from financing activities.

The forward-looking statements discussed in this *2025 Business outlook and assumptions* section are subject to risks and uncertainties that could cause actual results or performance to differ materially from those expressed or implied in such statements and are based on certain factors and assumptions which the Company considers reasonable, about events, developments, prospects and opportunities that may not materialize or that may be offset entirely or partially by other events and developments. In addition to the assumptions and expectations discussed in this section, reference should be made to the section of this MD&A entitled *Forward-looking statements* for assumptions and risk factors affecting such statements.

## Financial highlights

In millions, except percentages and per share data	Three months ended September 30			Nine months ended September 30		
	2025	2024	% Change Fav (Unfav)	2025	2024	% Change Fav (Unfav)
<b>Financial performance and liquidity</b>						
Revenues	\$ 4,165	\$ 4,110	1%	\$ 12,840	\$ 12,688	1%
Operating income	\$ 1,606	\$ 1,515	6%	\$ 4,854	\$ 4,619	5%
Adjusted operating income <sup>(1)(2)</sup>	\$ 1,606	\$ 1,515	6%	\$ 4,854	\$ 4,697	3%
Net income	\$ 1,139	\$ 1,085	5%	\$ 3,472	\$ 3,302	5%
Adjusted net income <sup>(1)(2)</sup>	\$ 1,139	\$ 1,085	5%	\$ 3,472	\$ 3,360	3%
Basic earnings per share	\$ 1.83	\$ 1.72	6%	\$ 5.55	\$ 5.20	7%
Diluted earnings per share	\$ 1.83	\$ 1.72	6%	\$ 5.54	\$ 5.19	7%
Adjusted diluted earnings per share <sup>(1)(2)</sup>	\$ 1.83	\$ 1.72	6%	\$ 5.54	\$ 5.28	5%
Dividends per share	\$ 0.8875	\$ 0.8450	5%	\$ 2.6625	\$ 2.5350	5%
Operating ratio <sup>(3)</sup>	61.4%	63.1%	1.7 pts	62.2%	63.6%	1.4 pts
Adjusted operating ratio <sup>(1)(2)</sup>	61.4%	63.1%	1.7 pts	62.2%	63.0%	0.8 pts
Net cash provided by operating activities	\$ 1,913	\$ 1,774	8%	\$ 4,822	\$ 4,704	3%
Net cash used in investing activities	\$ 1,120	\$ 1,190	6%	\$ 2,481	\$ 2,644	6%
Free cash flow <sup>(1)(4)</sup>	\$ 793	\$ 584	36%	\$ 2,341	\$ 2,060	14%
				As at September 30, 2025	As at December 31, 2024	% Change Fav (Unfav)
<b>Financial position</b>						
Total assets				\$ 57,654	\$ 57,067	1%
Total long-term liabilities <sup>(5)</sup>				\$ 32,208	\$ 32,040	(1%)

(1) These non-GAAP measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

(2) See the section of this MD&A entitled *Non-GAAP measures – Adjusted performance measures* for an explanation of these non-GAAP measures.

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

(4) See the section of this MD&A entitled *Liquidity and capital resources – Free cash flow* for an explanation of this non-GAAP measure.

(5) Total long-term liabilities is the difference between Total liabilities and Total current liabilities.

### Results of operations

#### Third quarter and first nine months of 2025 compared to corresponding periods in 2024

Revenues for the third quarter of 2025 were \$4,165 million compared to \$4,110 million for the same period in 2024, an increase of \$55 million, or 1%. The increase was mainly due to higher volumes and higher freight revenue per RTM:

- Volumes: increased mainly due to higher shipments of domestic and international intermodal driven by the impact of the TCRC-related labor uncertainty and work stoppage in the third quarter of 2024 as well as higher exports of Canadian metallurgical coal and U.S. grain; partly offset by lower volumes of Canadian grain, frac sand and refined petroleum products.
- Freight revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program, the cost of which is charged back to customers and lower applicable fuel surcharge rates.

Revenues for the first nine months of 2025 were \$12,840 million compared to \$12,688 million for the same period in 2024, an increase of \$152 million, or 1%. The increase was mainly due to higher freight revenue per RTM while volumes remained flat:

- Volumes: remained flat mainly due to higher exports of U.S. grain, higher shipments of domestic intermodal, Canadian metallurgical coal and the impact of the TCRC-related labor uncertainty and work stoppage in the third quarter of 2024; offset by lower volumes of refined petroleum products and lower shipments of forest products, frac sand and iron ore.
- Freight revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by lower applicable fuel surcharge rates and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program, the cost of which is charged back to customers.

Operating expenses for the third quarter of 2025 were \$2,559 million compared to \$2,595 million for the same period in 2024. Operating expenses for the first nine months of 2025 were \$7,986 million compared to \$8,069 million for the same period in 2024. The decrease of \$36 million, or 1%, in the third quarter and the decrease of \$83 million, or 1%, in the first nine months of 2025 were mainly due to lower fuel prices and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program; partly offset by the negative translation impact of a weaker Canadian dollar. In addition, the decrease in the first nine months of 2025 was partly due to the loss on assets held for sale recorded in the second quarter of 2024.

Operating income for the third quarter of 2025 increased by \$91 million or 6%, to \$1,606 million when compared to the same period in 2024. Operating income for the first nine months of 2025 increased by \$235 million, or 5%, to \$4,854 million when compared to the same period in 2024. The operating ratio, defined as operating expenses as a percentage of revenues, was 61.4% in the third quarter of 2025 compared to 63.1% in the third quarter of 2024, a 1.7-point improvement. The operating ratio for the first nine months of 2025 was 62.2% compared to 63.6% for the same period in 2024, a 1.4-point improvement.

Net income for the third quarter of 2025 was \$1,139 million, an increase of \$54 million, or 5%, and diluted earnings per share increased by 6% to \$1.83, when compared to the same period in 2024. Net income for the first nine months of 2025 was \$3,472 million, an increase of \$170 million, or 5%, and diluted earnings per share increased by 7% to \$5.54, when compared to the same period in 2024.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Key operating metrics

	Three months ended September 30			Nine months ended September 30		
	2025	2024	% Change Fav (Unfav)	2025	2024	% Change Fav (Unfav)
Gross ton miles (GTMs) (millions) <sup>(1)</sup>	111,901	110,555	1%	344,079	344,034	—%
Train weight (tons) <sup>(2)</sup>	9,225	9,130	1%	9,141	9,104	—%
Train length (feet) <sup>(3)</sup>	8,049	7,849	3%	7,923	7,885	—%
Through network train speed (miles per hour) <sup>(4)</sup>	19.5	19.2	2%	18.7	18.7	—%
Fuel efficiency (US gallons of locomotive fuel consumed per 1,000 GTMs) <sup>(5)</sup>	0.833	0.854	2%	0.872	0.875	—%
Through dwell (entire railroad, hours) <sup>(6)</sup>	7.0	7.1	1%	7.2	7.0	(3%)
Car velocity (car miles per day) <sup>(7)</sup>	211	208	1%	204	208	(2%)

- (1) GTMs: The workload performed by system trains in hauling freight or equipment. GTMs are calculated by multiplying the trailing weight by the distance the train moved. A larger number is an indicator of more traffic (and thus more revenue) being moved.
- (2) Train weight: An efficiency measurement on how much tonnage each mainline train handles on average as it crosses the network. Calculated as the total of GTMs and divided by total train miles, this measure provides insight on how well each train was maximized in terms of its capacity to move traffic. This operating measure was formerly named Train productivity.
- (3) Train length: An efficiency measurement on average trailing length of each mainline train on the network. Calculated as the total of car foot miles (the sum of car length multiplied by miles travelled for each trailing car) divided by total train miles, this measure provides insight on how well each train was maximized in terms of its capacity to move traffic.
- (4) Through network train speed: A measure of the line-haul movement from origin to destination, including time at terminals. The average speed is calculated by dividing train miles by total hours operated, excluding yard and local trains, passenger trains, maintenance of way trains, and foreign trains. This measure represents the fluidity of trains on the network, with a higher value also indicating a more fluid network.
- (5) Fuel efficiency: This measure represents how efficient the Company is in the generation and utilization of locomotive horsepower in freight train operations, with a lower number indicating improved performance. Fuel efficiency is defined as US gallons of locomotive fuel consumed per 1,000 GTMs.
- (6) Through dwell: The average time a car resides within terminal boundaries expressed in hours. The measurement begins with a customer release, received interchange, or train arrival event and ends with a customer placement (actual or constructive), delivered or offered in interchange, or train departure event. This excludes stored, bad ordered, maintenance of way cars, or cars with dwell greater than 10 days. This measure represents the efficiency of handling cars within the terminal, with a lower value indicating higher performance.
- (7) Car velocity: The average miles per day traveled by loaded and empty cars (including all active cars whether private, foreign or CN owned) on company lines. This measure represents the fluidity of cars on the network, calculated by the sum of miles each car traveled divided by the sum of all of the cars' active time, with a higher value indicating a smoother and more fluid operation.

During the third quarter of 2025, fewer network disruptions including the impact of the TCRC-related labor uncertainty and work stoppage in the third quarter of 2024 and the Company's continued focus on its scheduled operating plan drove improvements across all key operating metrics.

Most key operating metrics remained flat during the first nine months of 2025 when compared to the same period in 2024 as a result of less favorable winter operating conditions in the first quarter; offset by fewer network disruptions, including the year-over-year impact of the prior year TCRC-related labor uncertainty and work stoppage.

### Non-GAAP measures

This MD&A makes reference to non-GAAP measures, including adjusted performance measures, constant currency, free cash flow and adjusted debt-to-adjusted EBITDA multiple that do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. From management's perspective, these non-GAAP measures are useful measures of performance and provide investors with supplementary information to assess the Company's results of operations and liquidity. These non-GAAP measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP.

For further details of these non-GAAP measures, including a reconciliation to the most directly comparable GAAP financial measures, refer to the sections of this MD&A entitled *Non-GAAP measures: Adjusted performance measures* and *Constant currency*, as well as the section entitled *Liquidity and capital resources: Free cash flow and Adjusted debt-to-adjusted EBITDA multiple*.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### 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:

- operating expense adjustments: workforce reduction program, 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;
- non-operating expense adjustments: business acquisition-related financing fees, merger termination income, gains and losses on disposal of property; and
- the effect of changes in tax laws including rate enactments and changes in tax positions affecting prior years.

These non-GAAP measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

For the three and nine months ended September 30, 2025, the Company's net income was \$1,139 million, or \$1.83 per diluted share, and \$3,472 million, or \$5.54 per diluted share, respectively. There were no adjustments in the third quarter and the first nine months of 2025.

For the three and nine months ended September 30, 2024, the Company's adjusted net income was \$1,085 million, or \$1.72 per diluted share, and \$3,360 million, or \$5.28 per diluted share, respectively. The adjusted figures for the nine months ended September 30, 2024 exclude 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. See *Note 4 - Assets held for sale* to the Company's unaudited Interim Consolidated Financial Statements for additional information.

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 and nine months ended September 30, 2025 and 2024, to the non-GAAP adjusted performance measures presented herein:

	Three months ended September 30		Nine months ended September 30	
<i>In millions, except per share data</i>	2025	2024	2025	2024
Net income	\$ 1,139	\$ 1,085	\$ 3,472	\$ 3,302
Adjustments:				
Loss on assets held for sale	—	—	—	78
Tax effect of adjustments <sup>(1)</sup>	—	—	—	(20)
<b>Total adjustments</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 58</b>
<b>Adjusted net income</b>	<b>\$ 1,139</b>	<b>\$ 1,085</b>	<b>\$ 3,472</b>	<b>\$ 3,360</b>
Diluted earnings per share	\$ 1.83	\$ 1.72	\$ 5.54	\$ 5.19
Impact of adjustments, per share	—	—	—	0.09
<b>Adjusted diluted earnings per share</b>	<b>\$ 1.83</b>	<b>\$ 1.72</b>	<b>\$ 5.54</b>	<b>\$ 5.28</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.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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 three and nine months ended September 30, 2025 and 2024, to the non-GAAP adjusted performance measures presented herein:

<i>In millions, except percentages</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Operating income	\$ 1,606	\$ 1,515	\$ 4,854	\$ 4,619
Adjustment:				
Loss on assets held for sale	—	—	—	78
<b>Total adjustment</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 78</b>
<b>Adjusted operating income</b>	<b>\$ 1,606</b>	<b>\$ 1,515</b>	<b>\$ 4,854</b>	<b>\$ 4,697</b>
Operating expenses	\$ 2,559	\$ 2,595	\$ 7,986	\$ 8,069
Total adjustment	—	—	—	(78)
<b>Adjusted operating expenses</b>	<b>\$ 2,559</b>	<b>\$ 2,595</b>	<b>\$ 7,986</b>	<b>\$ 7,991</b>
Operating ratio	61.4 %	63.1 %	62.2 %	63.6 %
Impact of adjustment	— %	— %	— %	(0.6)%
<b>Adjusted operating ratio</b>	<b>61.4 %</b>	<b>63.1 %</b>	<b>62.2 %</b>	<b>63.0 %</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Constant currency

Financial results at constant currency allow results to be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons in the analysis of trends in business performance. Measures at constant currency are considered non-GAAP measures and do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. Financial results at constant currency are obtained by translating the current period results denominated in US dollars at the weighted average foreign exchange rates used to translate transactions denominated in US dollars of the comparable period of the prior year.

The average foreign exchange rates were \$1.378 and 1.399 per US\$1.00 for the three and nine months ended September 30, 2025 and \$1.364 and \$1.360 per US\$1.00 for three and nine months ended September 30, 2024, respectively. On a constant currency basis, the Company's net income for the three and nine months ended September 30, 2025 would have been lower by \$1 million (\$nil per diluted share) and lower by \$45 million (\$0.07 per diluted share), respectively.

The following table provides a reconciliation of the impact of constant currency and related percentage change at constant currency on the financial results, as reported for the three and nine months ended September 30, 2025:

	Three months ended September 30				Nine months ended September 30			
	2025	Constant currency impact	2024	% Change at constant currency Fav (Unfav)	2025	Constant currency impact	2024	% Change at constant currency Fav (Unfav)
<i>In millions, except per share data</i>								
<b>Revenues</b>								
Petroleum and chemicals	\$ 854	\$ (4)	\$ 839	1%	\$ 2,577	\$ (43)	\$ 2,546	—%
Metals and minerals	477	(3)	502	(6%)	1,496	(34)	1,560	(6%)
Forest products	451	(3)	467	(4%)	1,406	(31)	1,462	(6%)
Coal	237	(1)	229	3%	725	(7)	691	4%
Grain and fertilizers	775	(3)	786	(2%)	2,560	(36)	2,384	6%
Intermodal	980	(3)	882	11%	2,928	(19)	2,881	1%
Automotive	217	(1)	217	—%	677	(13)	688	(3%)
<b>Total freight revenues</b>	<b>3,991</b>	<b>(18)</b>	<b>3,922</b>	<b>1%</b>	<b>12,369</b>	<b>(183)</b>	<b>12,212</b>	<b>—%</b>
Other revenues	174	(1)	188	(8%)	471	(7)	476	(3%)
<b>Total revenues</b>	<b>4,165</b>	<b>(19)</b>	<b>4,110</b>	<b>1%</b>	<b>12,840</b>	<b>(190)</b>	<b>12,688</b>	<b>—%</b>
<b>Operating expenses</b>								
Labor and fringe benefits	815	(3)	795	(2%)	2,597	(28)	2,539	(1%)
Purchased services and material	562	(3)	566	1%	1,715	(14)	1,715	1%
Fuel	418	(4)	519	20%	1,349	(38)	1,579	17%
Depreciation and amortization	500	(2)	475	(5%)	1,482	(17)	1,403	(4%)
Equipment rents	103	(1)	93	(10%)	326	(8)	294	(8%)
Other	161	(3)	147	(7%)	517	(12)	461	(10%)
Loss on assets held for sale	—	—	—	—%	—	—	78	100%
<b>Total operating expenses</b>	<b>2,559</b>	<b>(16)</b>	<b>2,595</b>	<b>2%</b>	<b>7,986</b>	<b>(117)</b>	<b>8,069</b>	<b>2%</b>
<b>Operating income</b>	<b>1,606</b>	<b>(3)</b>	<b>1,515</b>	<b>6%</b>	<b>4,854</b>	<b>(73)</b>	<b>4,619</b>	<b>4%</b>
Interest expense	(227)	1	(230)	2%	(679)	14	(660)	(1%)
Other components of net periodic benefit income	125	—	114	10%	376	—	341	10%
Other income	3	—	10	(70%)	44	(1)	44	(2%)
<b>Income before income taxes</b>	<b>1,507</b>	<b>(2)</b>	<b>1,409</b>	<b>7%</b>	<b>4,595</b>	<b>(60)</b>	<b>4,344</b>	<b>4%</b>
Income tax expense	(368)	1	(324)	(13%)	(1,123)	15	(1,042)	(6%)
<b>Net income</b>	<b>\$ 1,139</b>	<b>\$ (1)</b>	<b>\$ 1,085</b>	<b>5%</b>	<b>\$ 3,472</b>	<b>\$ (45)</b>	<b>\$ 3,302</b>	<b>4%</b>
<b>Diluted earnings per share</b>	<b>\$ 1.83</b>	<b>\$ —</b>	<b>\$ 1.72</b>	<b>6%</b>	<b>\$ 5.54</b>	<b>\$ (0.07)</b>	<b>\$ 5.19</b>	<b>5%</b>



## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Revenues

In millions, unless otherwise indicated	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency <sup>(1)</sup>	2025	2024	% Change	% Change at constant currency <sup>(1)</sup>
Freight revenues	\$ 3,991	\$ 3,922	2%	1%	\$ 12,369	\$ 12,212	1%	—%
Other revenues	174	188	(7%)	(8%)	471	476	(1%)	(3%)
<b>Total revenues</b>	<b>\$ 4,165</b>	<b>\$ 4,110</b>	<b>1%</b>	<b>1%</b>	<b>\$ 12,840</b>	<b>\$ 12,688</b>	<b>1%</b>	<b>—%</b>
Freight revenues								
Petroleum and chemicals	\$ 854	\$ 839	2%	1%	\$ 2,577	\$ 2,546	1%	—%
Metals and minerals	477	502	(5%)	(6%)	1,496	1,560	(4%)	(6%)
Forest products	451	467	(3%)	(4%)	1,406	1,462	(4%)	(6%)
Coal	237	229	3%	3%	725	691	5%	4%
Grain and fertilizers	775	786	(1%)	(2%)	2,560	2,384	7%	6%
Intermodal	980	882	11%	11%	2,928	2,881	2%	1%
Automotive	217	217	—%	—%	677	688	(2%)	(3%)
<b>Total freight revenues</b>	<b>\$ 3,991</b>	<b>\$ 3,922</b>	<b>2%</b>	<b>1%</b>	<b>\$ 12,369</b>	<b>\$ 12,212</b>	<b>1%</b>	<b>—%</b>
Revenue ton miles (RTMs) (millions) <sup>(2)</sup>	57,188	56,548	1%	1%	176,452	176,233	—%	—%
Freight revenue/RTM (cents) <sup>(3)</sup>	6.98	6.94	1%	—%	7.01	6.93	1%	—%
Carloads (thousands)	1,368	1,304	5%	5%	4,095	4,066	1%	1%
Freight revenue/carload (\$)	2,917	3,008	(3%)	(3%)	3,021	3,003	1%	(1%)

(1) This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. See the section of this MD&A entitled *Non-GAAP measures – Constant currency* for an explanation of this non-GAAP measure.

(2) RTMs is a measure of volumes and is calculated by multiplying the weight in tons of the shipment lading being transported by the number of miles that the shipment is transported on company lines. CN uses RTMs as the primary measure of volumes as compared to Carloads, since RTMs also takes into account the length of haul and weight in the movement.

(3) Freight revenue per RTM is an indicator of revenue yield and represents revenue earned for transporting one ton of freight over a distance of one mile.

Revenues for the third quarter of 2025 were \$4,165 million compared to \$4,110 million for the same period in 2024, an increase of \$55 million, or 1%. The increase was mainly due to higher volumes and higher freight revenue per RTM:

- Volumes: increased mainly due to higher shipments of domestic and international intermodal driven by the impact of the TCRC-related labor uncertainty and work stoppage in the third quarter of 2024 as well as higher exports of Canadian metallurgical coal and U.S. grain; partly offset by lower volumes of Canadian grain, frac sand and refined petroleum products.
- Freight revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program, the cost of which is charged back to customers and lower applicable fuel surcharge rates.

Revenues for the first nine months of 2025 were \$12,840 million compared to \$12,688 million for the same period in 2024, an increase of \$152 million, or 1%. The increase was mainly due to higher freight revenue per RTM while volumes remained flat:

- Volumes: remained flat mainly due to higher exports of U.S. grain, higher shipments of domestic intermodal, Canadian metallurgical coal and the impact of the TCRC-related labor uncertainty and work stoppage in the third quarter of 2024; offset by lower volumes of refined petroleum products and lower shipments of forest products, frac sand and iron ore.
- Freight revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by lower applicable fuel surcharge rates and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program, the cost of which is charged back to customers.

Fuel and carbon surcharge revenues decreased by \$74 million in the third quarter of 2025 and decreased \$299 million in the first nine months of 2025 when compared to the same periods in 2024, mainly due to lower applicable fuel surcharge rates and the April 1, 2025 elimination of the Canadian federal carbon tax program; partly offset by higher volumes.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Petroleum and chemicals

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency	2025	2024	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 854	\$ 839	2%	1%	\$ 2,577	\$ 2,546	1%	—%
RTMs ( <i>millions</i> )	11,662	11,398	2%	2%	34,238	34,763	(2%)	(2%)
Revenue/RTM ( <i>cents</i> )	7.32	7.36	(1%)	(1%)	7.53	7.32	3%	1%
Carloads ( <i>thousands</i> )	162	158	3%	3%	479	485	(1%)	(1%)
Revenue/carload (\$)	5,272	5,310	(1%)	(1%)	5,380	5,249	2%	1%

Revenues for this commodity group increased by \$15 million, or 2%, in the third quarter of 2025, when compared to the same period in 2024, mainly due to higher volumes; partly offset by lower revenue per RTM:

- Volumes: increased mainly due to higher shipments of chemicals, plastics as well as crude oil; partly offset by lower domestic volumes of refined petroleum products driven by production disruptions and extended turnarounds at customer facilities.
- Revenue per RTM: decreased mainly due to the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program and lower applicable fuel surcharge rates; partly offset by freight rate increases and the positive translation impact of a weaker Canadian dollar.

Revenues for this commodity group increased by \$31 million, or 1%, in the first nine months of 2025 when compared to the same period in 2024, mainly due to higher revenue per RTM; partly offset by lower volumes:

- Volumes: decreased mainly due to lower domestic volumes of refined petroleum products driven by production disruptions and extended turnarounds at customer facilities; partly offset by higher exports of natural gas liquids and higher shipments of plastics.
- Revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by lower applicable fuel surcharge rates and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program.

### Metals and minerals

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency	2025	2024	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 477	\$ 502	(5%)	(6%)	\$ 1,496	\$ 1,560	(4%)	(6%)
RTMs ( <i>millions</i> )	6,871	7,275	(6%)	(6%)	20,697	22,183	(7%)	(7%)
Revenue/RTM ( <i>cents</i> )	6.94	6.90	1%	—%	7.23	7.03	3%	—%
Carloads ( <i>thousands</i> )	225	243	(7%)	(7%)	677	730	(7%)	(7%)
Revenue/carload (\$)	2,120	2,066	3%	2%	2,210	2,137	3%	1%

Revenues for this commodity group decreased by \$25 million, or 5%, in the third quarter of 2025, when compared to the same period in 2024, mainly due to lower volumes; partly offset by higher revenue per RTM:

- Volumes: decreased mainly due to weaker market fundamentals for frac sand driven by lower levels of natural gas drilling projects in western Canada as well as weaker market fundamentals for iron ore and the shutdown of a mine in the second quarter of 2025. Aluminum volumes were also negatively impacted as a result of U.S. tariffs.
- Revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by lower applicable fuel surcharge rates, the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program and an increase in the average length of haul.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Revenues for this commodity group decreased by \$64 million, or 4%, in the first nine months of 2025 when compared to the same period in 2024, mainly due to lower volumes; partly offset by higher revenue per RTM:

- Volumes: decreased mainly due to weaker market fundamentals for frac sand driven by lower levels of natural gas drilling projects in western Canada as well as weaker market fundamentals for iron ore and the shutdown of a mine in the second quarter of 2025. Aluminum volumes were also negatively impacted as a result of U.S. tariffs.
- Revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by lower applicable fuel surcharge rates and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program.

### Forest products

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency	2025	2024	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 451	\$ 467	(3%)	(4%)	\$ 1,406	\$ 1,462	(4%)	(6%)
RTMs ( <i>millions</i> )	5,159	5,323	(3%)	(3%)	15,659	16,843	(7%)	(7%)
Revenue/RTM ( <i>cents</i> )	8.74	8.77	—%	(1%)	8.98	8.68	3%	1%
Carloads ( <i>thousands</i> )	68	73	(7%)	(7%)	212	228	(7%)	(7%)
Revenue/carload (\$)	6,632	6,397	4%	3%	6,632	6,412	3%	1%

Revenues for this commodity group decreased by \$16 million, or 3%, in the third quarter of 2025, when compared to the same period in 2024, mainly due to lower volumes while revenue per RTM remained flat:

- Volumes: decreased mainly due to lower shipments of lumber and woodpulp as a result of ongoing unfavorable market conditions including the impact of higher U.S. anti-dumping and countervailing duties on Canadian lumber.
- Revenue per RTM: remained flat mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; offset by the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program, lower applicable fuel surcharge rates and an increase in the average length of haul.

Revenues for this commodity group decreased by \$56 million, or 4%, in the first nine months of 2025 when compared to the same period in 2024, mainly due to lower volumes; partly offset by higher revenue per RTM:

- Volumes: decreased mainly due to lower shipments of lumber and woodpulp from ongoing unfavorable market conditions including the impact of higher U.S. anti-dumping and countervailing duties on Canadian lumber.
- Revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by lower applicable fuel surcharge rates and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program.

Carloads decreased more than RTMs in the third quarter when compared to the same period in 2024, mainly due to reduced short-haul shipments of pulp and paper.

### Coal

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency	2025	2024	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 237	\$ 229	3%	3%	\$ 725	\$ 691	5%	4%
RTMs ( <i>millions</i> )	5,131	4,908	5%	5%	15,635	14,839	5%	5%
Revenue/RTM ( <i>cents</i> )	4.62	4.67	(1%)	(1%)	4.64	4.66	—%	(2%)
Carloads ( <i>thousands</i> )	122	116	5%	5%	355	343	3%	3%
Revenue/carload (\$)	1,943	1,974	(2%)	(2%)	2,042	2,015	1%	—%

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Revenues for this commodity group increased by \$8 million, or 3%, in the third quarter of 2025 when compared to the same period in 2024, mainly due higher volumes; partly offset by lower revenue per RTM:

- Volumes: increased mainly due to higher exports of Canadian metallurgical coal; partly offset by lower exports of U.S. thermal coal following planned outages at two thermal coal mines in the U.S., which have now gradually resumed operations.
- Revenue per RTM: decreased mainly due to the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program and lower applicable fuel surcharge rates; partly offset by freight rate increases.

Revenues for this commodity group increased by \$34 million, or 5%, in the first nine months of 2025 when compared to the same period in 2024, mainly due to higher volumes while revenue per RTM remained flat:

- Volumes: increased mainly due to higher exports of Canadian metallurgical coal.
- Revenue per RTM: remained flat mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; offset by lower applicable fuel surcharge rates and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program.

### Grain and fertilizers

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency	2025	2024	% Change	% Change at constant currency
Revenues (millions)	\$ 775	\$ 786	(1%)	(2%)	\$ 2,560	\$ 2,384	7%	6%
RTMs (millions)	14,562	15,072	(3%)	(3%)	48,325	46,690	4%	4%
Revenue/RTM (cents)	5.32	5.21	2%	2%	5.30	5.11	4%	2%
Carloads (thousands)	163	163	—%	—%	518	496	4%	4%
Revenue/carload (\$)	4,755	4,822	(1%)	(2%)	4,942	4,806	3%	1%

Revenues for this commodity group decreased by \$11 million, or 1%, in the third quarter of 2025 when compared to the same period in 2024, mainly due to lower volumes; partly offset by higher revenue per RTM:

- Volumes: decreased mainly due to lower exports of Canadian grain; partly offset by higher exports of U.S. grain.
- Revenue per RTM: increased mainly due to a significant decrease in the average length of haul, freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program and lower applicable fuel surcharge rates.

Revenues for this commodity group increased by \$176 million, or 7%, in the first nine months of 2025 when compared to the same period in 2024, mainly due to higher volumes and higher revenue per RTM:

- Volumes: increased mainly due to higher exports of U.S. and Canadian grain.
- Revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program and lower applicable fuel surcharge rates.

RTMs decreased while Carloads remained flat in the third quarter of 2025 when compared to the same period in 2024, mainly due to increased short-haul shipments of U.S. grain and reduced long-haul shipments of Canadian grain.

### Intermodal

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency	2025	2024	% Change	% Change at constant currency
Revenues (millions)	\$ 980	\$ 882	11%	11%	\$ 2,928	\$ 2,881	2%	1%
RTMs (millions)	13,027	11,793	10%	10%	39,469	38,538	2%	2%
Revenue/RTM (cents)	7.52	7.48	1%	—%	7.42	7.48	(1%)	(1%)
Carloads (thousands)	576	501	15%	15%	1,695	1,625	4%	4%
Revenue/carload (\$)	1,701	1,760	(3%)	(4%)	1,727	1,773	(3%)	(3%)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Revenues for this commodity group increased by \$98 million, or 11%, in the third quarter of 2025 when compared to the same period in 2024, mainly due to higher volumes and higher revenue per RTM:

- Volumes: increased mainly due to higher shipments in the domestic segment and higher shipments of international intermodal. The increase also reflects the impact of the TCRC-related labor uncertainty and work stoppage in the third quarter of 2024.
- Revenue per RTM: increased mainly due to freight rate increases and the positive translation impact of a weaker Canadian dollar; partly offset by the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program and lower applicable surcharge rates.

Revenues for this commodity group increased by \$47 million, or 2%, in the first nine months of 2025 when compared to the same period in 2024, mainly due to higher volumes; partly offset by lower revenue per RTM:

- Volumes: increased mainly due to higher shipments in the domestic segment and higher imports through the Port of Halifax and the Port of Prince Rupert; partly offset by lower imports through the Port of Vancouver. The increase also reflects the impact of the TCRC-related labor uncertainty and work stoppage in the third quarter of 2024.
- Revenue per RTM: decreased mainly due to lower applicable fuel surcharge rates and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program; partly offset by freight rate increases and the positive translation impact of a weaker Canadian dollar.

Carloads increased more than RTMs in the third quarter of 2025 when compared to the same period in 2024, mainly due to lower average tonnage per car as a result of an increase in empty container returns.

### Automotive

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency	2025	2024	% Change	% Change at constant currency
Revenues ( <i>millions</i> )	\$ 217	\$ 217	—%	—%	\$ 677	\$ 688	(2%)	(3%)
RTMs ( <i>millions</i> )	776	779	—%	—%	2,429	2,377	2%	2%
Revenue/RTM ( <i>cents</i> )	27.96	27.86	—%	—%	27.87	28.94	(4%)	(6%)
Carloads ( <i>thousands</i> )	52	50	4%	4%	159	159	—%	—%
Revenue/carload (\$)	4,173	4,340	(4%)	(4%)	4,258	4,327	(2%)	(3%)

Revenues for this commodity group remained flat in the third quarter of 2025 when compared to the same period in 2024.

- Volumes: remained flat mainly due to higher shipments of finished vehicles from Mexico into Canada; offset by lower U.S.-Canada transborder shipments of finished vehicles and lower imports via Vancouver.
- Revenue per RTM: remained flat mainly due to freight rate increases, the positive translation impact of a weaker Canadian dollar and a decrease in the average length of haul; offset by the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program and lower applicable fuel surcharge rates.

Revenues for this commodity group decreased by \$11 million, or 2%, in the first nine months of 2025 when compared to the same period in 2024, mainly due to lower revenue per RTM; partly offset by higher volumes:

- Volumes: increased mainly due to higher shipments of finished vehicles from Mexico into Canada and within Canada; partly offset by lower transborder shipments of finished vehicles between Canada and the U.S.
- Revenue per RTM: decreased mainly due to the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program and lower applicable fuel surcharge rates; partly offset by freight rate increases and the positive translation impact of a weaker Canadian dollar.

Carloads increased while RTMs remained flat in the third quarter of 2025 when compared to the same period in 2024, mainly due to reduced long-haul domestic shipments of finished vehicles.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Other revenues

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency	2025	2024	% Change	% Change at constant currency
Revenues (millions)	\$ 174	\$ 188	(7%)	(8%)	\$ 471	\$ 476	(1%)	(3%)

Other revenues decreased by \$14 million, or 7% and \$5 million, or 1%, in the third quarter of 2025 and the first nine months of 2025, respectively, when compared to the same periods in 2024, mainly due to lower vessel revenues from the iron ore supply chain. The decrease in the first nine months of 2025 was partly offset by increased automotive logistics revenues and increased distribution services.

### Operating expenses

Operating expenses for the third quarter of 2025 were \$2,559 million compared to \$2,595 million for the same period in 2024. Operating expenses for the first nine months of 2025 were \$7,986 million compared to \$8,069 million for the same period in 2024. The decrease of \$36 million, or 1%, in the third quarter and the decrease of \$83 million, or 1%, in the first nine months of 2025 were mainly due to lower fuel prices and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program; partly offset by the negative translation impact of a weaker Canadian dollar. In addition, the decrease in the first nine months of 2025 was partly due to the loss on assets held for sale recorded in the second quarter of 2024.

	Three months ended September 30				Nine months ended September 30			
	2025	2024	% Change	% Change at constant currency <sup>(1)</sup>	2025	2024	% Change	% Change at constant currency <sup>(1)</sup>
<i>In millions, unless otherwise indicated</i>								
Labor and fringe benefits	\$ 815	\$ 795	(3%)	(2%)	\$ 2,597	\$ 2,539	(2%)	(1%)
Purchased services and material	562	566	1%	1%	1,715	1,715	—%	1%
Fuel	418	519	19%	20%	1,349	1,579	15%	17%
Depreciation and amortization	500	475	(5%)	(5%)	1,482	1,403	(6%)	(4%)
Equipment rents	103	93	(11%)	(10%)	326	294	(11%)	(8%)
Other	161	147	(10%)	(7%)	517	461	(12%)	(10%)
Loss on assets held for sale	—	—	—%	—%	—	78	100%	100%
<b>Total operating expenses</b>	<b>\$ 2,559</b>	<b>\$ 2,595</b>	<b>1%</b>	<b>2%</b>	<b>\$ 7,986</b>	<b>\$ 8,069</b>	<b>1%</b>	<b>2%</b>

(1) This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. See the section of this MD&A entitled *Non-GAAP measures – Constant currency* for an explanation of this non-GAAP measure.

#### Labor and fringe benefits

Labor and fringe benefits expense increased by \$20 million, or 3%, in the third quarter and \$58 million, or 2%, in the first nine months of 2025 when compared to the same periods in 2024. The increase in the third quarter was mainly due to higher incentive compensation expense and general wage increases; partly offset by lower average headcount. The increase in the first nine months of 2025 was mainly due to the negative translation impact of a weaker Canadian dollar, higher incentive compensation expense and general wage increases; partly offset by lower average headcount.

#### Purchased services and material

Purchased services and material expense decreased by \$4 million, or 1%, in the third quarter and remained flat in the first nine months of 2025 when compared to the same periods in 2024. The decrease in the third quarter of 2025 was mainly due to lower repairs and maintenance expense. In the first nine months of 2025, lower contracted services expense was offset by higher freight forwarding expense.

#### Fuel

Fuel expense decreased by \$101 million, or 19%, in the third quarter and \$230 million, or 15%, in the first nine months of 2025 when compared to the same periods in 2024, mainly due to lower fuel prices and the impact of the April 1, 2025 elimination of the Canadian federal carbon tax program; partly offset by the negative translation impact of a weaker Canadian dollar.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Depreciation and amortization

Depreciation and amortization expense increased by \$25 million, or 5%, in the third quarter and \$79 million, or 6%, in the first nine months of 2025 when compared to the same periods in 2024, mainly due to a higher depreciable asset base and the negative translation impact of a weaker Canadian dollar.

### Equipment rents

Equipment rents expense increased by \$10 million, or 11%, in the third quarter and \$32 million, or 11%, in the first nine months of 2025 when compared to the same periods in 2024, mainly due to higher car hire expense and the negative translation impact of a weaker Canadian dollar.

### Other

Other expense increased by \$14 million, or 10%, in the third quarter and \$56 million, or 12%, in the first nine months of 2025 when compared to the same periods in 2024. The increase in the third quarter of 2025 was mainly due to higher incident costs. The increase in the first nine months of 2025 was mainly due to higher software and support costs, higher incident costs and lower capital credits; partly offset by lower legal provisions.

### Loss on assets held for sale

Loss on assets held for sale of \$78 million recorded in the second quarter of 2024 resulting from the Company entering into 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 a nominal amount. See *Note 4 - Assets held for sale* to the Company's unaudited Interim Consolidated Financial Statements for additional information.

## Other income and expense

### Interest expense

Interest expense was \$227 million and \$679 million for the three and nine months ended September 30, 2025, respectively, compared to \$230 million and \$660 million respectively, for the same periods in 2024. The increase of \$19 million in the first nine months was mainly due to the higher average level of debt and the negative translation impact of a weaker Canadian dollar; partly offset by lower average interest rates.

### Other components of net periodic benefit income

Other components of net periodic benefit income were \$125 million and \$376 million for the three and nine months ended September 30, 2025, respectively, compared to \$114 million and \$341 million, respectively, for the same periods in 2024. The increase of \$11 million and \$35 million, respectively, were mainly due to lower interest cost which primarily resulted from changes to discount rates determined at December 31, 2024.

### Other income

Other income was \$3 million and \$44 million for the three and nine months ended September 30, 2025, compared to \$10 million and \$44 million, respectively, for the same periods in 2024. The decrease in the third quarter was mainly due to a lower gain on foreign exchange. Other income remained flat in the first nine months.

### Income tax expense

Income tax expense was \$368 million and \$1,123 million for the three and nine months ended September 30, 2025 compared to \$324 million and \$1,042 million for the same periods in 2024. The effective tax rate for the three and nine months ended September 30, 2025 was 24.4% and 24.4%, compared to 23.0% and 24.0% for the same periods in 2024.

On July 4, 2025, the President of the United States signed into law the One Big Beautiful Bill Act ("the Bill"). The Bill addresses numerous spending policies and also makes several adjustments to current tax law, including an increase to the base erosion and anti-abuse tax rate starting in 2026, permanently restoring the ability for immediate deduction of new investments in certain qualified depreciable assets made after January 19, 2025, and providing a higher deduction limitation for net interest expense starting in 2025. The enacted changes in tax laws do not affect the Company's effective tax rate and have no material impact to its income tax payments.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Summary of quarterly financial data

<i>In millions, except per share data</i>	2025 Quarters				2024 Quarters		2023 Quarters	
	Third	Second	First	Fourth	Third	Second	First	Fourth
Revenues	\$ 4,165	\$ 4,272	\$ 4,403	\$ 4,358	\$ 4,110	\$ 4,329	\$ 4,249	\$ 4,471
Operating income <sup>(1)</sup>	\$ 1,606	\$ 1,638	\$ 1,610	\$ 1,628	\$ 1,515	\$ 1,558	\$ 1,546	\$ 1,818
Net income <sup>(1)</sup>	\$ 1,139	\$ 1,172	\$ 1,161	\$ 1,146	\$ 1,085	\$ 1,114	\$ 1,103	\$ 2,130
Basic earnings per share	\$ 1.83	\$ 1.87	\$ 1.85	\$ 1.82	\$ 1.72	\$ 1.75	\$ 1.72	\$ 3.30
Diluted earnings per share <sup>(1)</sup>	\$ 1.83	\$ 1.87	\$ 1.85	\$ 1.82	\$ 1.72	\$ 1.75	\$ 1.72	\$ 3.29
Dividends per share	\$ 0.8875	\$ 0.8875	\$ 0.8875	\$ 0.8450	\$ 0.8450	\$ 0.8450	\$ 0.8450	\$ 0.7900

(1) Certain quarters include items that management believes do not necessarily arise as part of CN's normal day-to-day operations and can distort the analysis of trends in business performance. See the section of this MD&A entitled *Non-GAAP measures* as well as the Company's 2024 Annual MD&A for additional information on these items.

Revenues generated by the Company during the year are influenced by seasonal weather conditions, general economic conditions, cyclical demand for rail transportation and competitive forces in the transportation marketplace (see the section entitled *Business risks* of the Company's 2024 Annual MD&A). Operating expenses reflect the impact of freight volumes, seasonal weather conditions, labor costs, fuel prices and the Company's productivity initiatives. Fluctuations in the Canadian dollar relative to the US dollar have also affected the conversion of the Company's US dollar-denominated revenues and expenses and resulted in fluctuations in Net income in the rolling eight quarters presented above.

### Liquidity and capital resources

An analysis of the Company's liquidity and capital resources is provided in the section entitled *Liquidity and capital resources* of the Company's 2024 Annual MD&A. There were no significant changes during the first nine months of 2025, except as noted below.

As at September 30, 2025 and December 31, 2024, the Company had Cash and cash equivalents of \$214 million and \$389 million, respectively; Restricted cash and cash equivalents of \$12 million and \$12 million, respectively; and a working capital deficit of \$1,661 million and \$1,357 million, respectively.<sup>(1)</sup> There are currently no specific requirements relating to working capital other than in the normal course of business as discussed herein. The Company expects cash from operations and its various sources of financing to be sufficient to meet its ongoing obligations.

(1) The Company defines working capital as current assets of \$2,512 million (December 31, 2024 - \$2,619 million) less current liabilities of \$4,173 million (December 31, 2024 - \$3,976 million).

#### Available financing sources

For details on the Company's available financing sources, see section entitled *Liquidity and capital resources* to the Company's 2024 Annual MD&A as well as *Note 8 – Financing activities* to the Company's September 30, 2025 Interim Consolidated Financial Statements.

#### Revolving credit facilities

On March 28, 2025, the Company's revolving credit facility agreements were amended to extend their respective tenors by one additional year each. The unsecured credit facility of \$2.5 billion consists of two tranches of \$1.25 billion and are now maturing on March 31, 2028 and March 31, 2030, respectively. The unsecured credit facility of \$1.0 billion is now maturing on March 17, 2027. The credit facilities provide borrowings at various benchmark interest rates, such as the Secured Overnight Financing Rate (SOFR) and the Canadian Overnight Repo Rate Average (CORRA), plus applicable margins, based on CN's credit ratings.

As at September 30, 2025 and December 31, 2024, the Company had no outstanding borrowings under these revolving credit facilities.

#### Equipment loans

Borrowings under the non-revolving term loan facilities are provided at SOFR or CORRA plus applicable margins.

During the first nine months of 2025, the Company repaid \$66 million of its equipment loans. As at September 30, 2025 and December 31, 2024, the Company had outstanding borrowings of \$1,360 million and \$1,449 million, respectively.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Commercial paper

As at September 30, 2025 and December 31, 2024, the Company had total commercial paper borrowings of US\$557 million (\$776 million) and US\$501 million (\$721 million) respectively, presented in Current portion of long-term debt on the Consolidated Balance Sheets.

### Accounts receivable securitization program

On March 28, 2025, the Company extended the term of its agreement by one year to February 2, 2027. As at September 30, 2025 and December 31, 2024, the Company had no outstanding borrowings under the accounts receivable securitization program.

### Bilateral letter of credit facilities

On March 28, 2025, the Company extended the maturity date of its committed bilateral letter of credit facility agreements to April 28, 2028.

As at September 30, 2025, the Company had outstanding letters of credit of \$322 million (\$329 million as at December 31, 2024) under the committed facilities and \$153 million (\$142 million as at December 31, 2024) under the uncommitted facilities.

### Credit ratings

The following table provides the Company's long-term debt and commercial paper credit ratings as of the date of this MD&A.

	Outlook	Long-term debt rating <sup>(1)</sup>	Commercial paper rating <sup>(1)</sup>
DBRS Morningstar	Stable	A	R-1 (low)
Moody's Investors Service	Stable	A2	P-1
S&P Global Ratings	Stable	A-	A-2

(1) These credit ratings are not recommendations to purchase, hold, or sell the securities referred to above. Ratings may be revised or withdrawn at any time by the credit rating agencies. Each credit rating should be evaluated independently of any other credit rating.

### Cash flows

In millions	Three months ended September 30			Nine months ended September 30		
	2025	2024	Variance	2025	2024	Variance
Net cash provided by operating activities	\$ 1,913	\$ 1,774	\$ 139	\$ 4,822	\$ 4,704	\$ 118
Net cash used in investing activities	(1,120)	(1,190)	70	(2,481)	(2,644)	163
Net cash used in financing activities	(1,209)	(669)	(540)	(2,514)	(2,287)	(227)
Effect of foreign exchange fluctuations on cash, cash equivalents, restricted cash, and restricted cash equivalents	2	(1)	3	(2)	1	(3)
<b>Net increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents</b>	<b>(414)</b>	<b>(86)</b>	<b>(328)</b>	<b>(175)</b>	<b>(226)</b>	<b>51</b>
Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of period	640	784	(144)	401	924	(523)
<b>Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of period</b>	<b>\$ 226</b>	<b>\$ 698</b>	<b>\$ (472)</b>	<b>\$ 226</b>	<b>\$ 698</b>	<b>\$ (472)</b>

### 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 (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.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table provides a reconciliation of Net cash provided by operating activities in accordance with GAAP, as reported for the three and nine months ended September 30, 2025 and 2024, to the non-GAAP free cash flow presented herein:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Net cash provided by operating activities	\$ 1,913	\$ 1,774	\$ 4,822	\$ 4,704
Net cash used in investing activities	(1,120)	(1,190)	(2,481)	(2,644)
<b>Free cash flow</b>	<b>\$ 793</b>	<b>\$ 584</b>	<b>\$ 2,341</b>	<b>\$ 2,060</b>

### Operating activities

Net cash provided by operating activities increased by \$139 million in the third quarter of 2025 and by \$118 million in the first nine months of 2025 when compared to the same periods in 2024, mainly due to changes in working capital items and higher operating income.

### Pension contributions

The Company's contributions to its various defined benefit pension plans are made in accordance with the applicable legislation in Canada and the U.S. and such contributions follow minimum and maximum thresholds as determined by actuarial valuations.

Additional information relating to the pension plans is provided in *Note 17 – Pensions and other postretirement benefits* to the Company's 2024 Annual Consolidated Financial Statements and the section entitled *Liquidity and capital resources* of the Company's 2024 Annual MD&A.

The Company's most recently filed actuarial valuations for funding purposes for its Canadian registered defined benefit pension plans conducted as at December 31, 2024 indicated a funding excess on a going concern basis of approximately \$5.3 billion and a funding excess on a solvency basis of approximately \$3.4 billion calculated using the three-year average of the plans' hypothetical wind-up ratio.

Pension contributions for all plans for the nine months ended September 30, 2025 and 2024 were \$57 million and \$51 million, respectively. During the first quarter of 2025, one of CN's Canadian defined contribution pension plans was merged into the CN Pension Plan, and did not result in a remeasurement of the funded status of that plan. Based on the results of the Company's actuarial valuations for funding purposes as at December 31, 2024, the CN Pension Plan remained fully funded and at a level such that the Company continues to be prohibited from making contributions to the defined benefit component of the CN Pension Plan. As such, total cash contributions of approximately \$70 million are expected to be made in 2025 for all pension plans other than the defined benefit component of the CN Pension Plan.

Adverse changes to the assumptions used to calculate the Company's funding status, particularly the discount rate, as well as changes to existing federal pension legislation or regulator guidance could significantly impact the Company's future pension contributions.

### Income tax payments

Net income tax payments for the nine months ended September 30, 2025 and 2024 were \$708 million and \$933 million, respectively. The decrease was mainly due to lower required installment payments in Canada. For 2025, the Company's net income tax payments are now expected to be approximately \$1.0 billion.

### Investing activities

Net cash used in investing activities decreased by \$70 million in the third quarter of 2025 and by \$163 million in the first nine months of 2025 when compared to the same periods in 2024, mainly due to lower property additions.

### Property additions

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Track and roadway	\$ 718	\$ 677	\$ 1,605	\$ 1,515
Rolling stock	196	342	352	682
Buildings	41	28	80	58
Information technology	67	94	209	253
Other	83	35	183	97
<b>Property additions</b>	<b>\$ 1,105</b>	<b>\$ 1,176</b>	<b>\$ 2,429</b>	<b>\$ 2,605</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### 2025 Capital expenditure program

In 2025, the Company will continue to invest in its capital program to improve the safety, efficiency and integrity of its network. These investments will enable and support the growth of the Company and will be financed with cash generated from operations or with cash from financing activities as required.

### Financing activities

Net cash used in financing activities increased by \$540 million in the third quarter of 2025 and increased by \$227 million in the first nine months of 2025 when compared to the same periods in 2024. The increase in the third quarter is mainly due to higher repurchases of common shares. The increase in the first nine months is mainly due to higher net repayments of debt including commercial paper; partly offset by lower repurchases of common shares.

### Debt financing activities

Debt financing activities in the first nine months of 2025 included the following:

- On September 22, 2025, repayment of \$350 million 2.80% Notes due 2025 upon maturity;
- On June 10, 2025, issuance of \$500 million 3.50% Notes due 2030 and \$500 million 4.20% Notes due 2035 in the Canadian capital markets, which resulted in total net proceeds of \$995 million which was used for general corporate purposes, including the refinancing of outstanding indebtedness; and
- Net issuance of commercial paper of \$719 million in the third quarter and \$26 million in the first nine months.

Debt financing activities in the first nine months of 2024 included the following:

- On September 18, 2024, issuance of US\$750 million (\$1,020 million) 4.38% Notes due 2034 in the U.S. capital markets, which resulted in total net proceeds of \$1,011 million;
- On May 2, 2024, issuance of \$700 million 4.60% Notes due 2029 and \$550 million 5.10% Notes due in 2054 in the Canadian capital markets, which resulted in total net proceeds of \$1,242 million;
- Net repayment of commercial paper of \$675 million in the third quarter and \$756 million in the first nine months;
- On March 22, 2024, issuance of a \$412 million equipment loan under the non-revolving credit facility;
- Proceeds from the accounts receivable securitization program of \$450 million in the first quarter; and
- Repayment of accounts receivable securitization borrowings of \$450 million.

Additional information relating to the Company's outstanding debt securities is provided in *Note 15 – Debt* to the Company's 2024 Annual Consolidated Financial Statements.

### Repurchase of common shares

The Company may repurchase its common shares pursuant to a Normal Course Issuer Bid (NCIB) at prevailing market prices plus brokerage fees, or such other prices as may be permitted by the Toronto Stock Exchange. Under its current NCIB, the Company may repurchase up to 20.0 million common shares between February 4, 2025 and February 3, 2026. As at September 30, 2025, the Company had repurchased 9.9 million common shares for \$1,321 million under its current NCIB.

As at September 30, 2025, the Company had accrued a liability of \$27 million for the two percent tax on net share repurchases made in the first nine months of 2025 (\$51 million as at December 31, 2024), which was accounted for as a direct cost of common share repurchases and recorded in Shareholders' equity. The accrued tax obligation for the 2024 net share repurchases was paid in the first quarter of 2025.

The Company repurchased 13.9 million common shares under its previous NCIB, including 0.6 million common shares in the first quarter of 2025, which allowed for the repurchase of up to 32.0 million common shares between February 1, 2024 and January 31, 2025.

In millions, except per share data	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
Number of common shares repurchased	7.7	2.5	10.5	14.4
Weighted-average price per share <sup>(1)</sup>	\$ 134.77	\$ 165.40	\$ 137.91	\$ 172.96
Amount of repurchase <sup>(1)(2)</sup>	\$ 1,041	\$ 427	\$ 1,448	\$ 2,498

(1) Includes brokerage fees and tax on share repurchases.

(2) Includes settlements in subsequent periods.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Dividends paid

The Company paid quarterly dividends of \$0.8875 per share amounting to \$550 million and \$1,663 million in the third quarter and first nine months of 2025 compared to \$532 million and \$1,607 million, at the quarterly rate of \$0.8450 per share for the same periods in 2024.

### Contractual obligations

In the normal course of business, the Company incurs contractual obligations. The following table sets forth the Company's contractual obligations for the following items as at September 30, 2025:

<i>In millions</i>	<b>Total</b>	2025	2026	2027	2028	2029	2030 & thereafter
Debt obligations <sup>(1)</sup>	\$ 21,114	\$ 800	\$ 774	\$ 79	\$ 1,090	\$ 1,131	\$ 17,240
Interest on debt obligations	13,714	191	879	868	868	790	10,118
Finance lease obligations	6	1	4	1	—	—	—
Operating lease obligations <sup>(2)</sup>	707	44	125	96	62	34	346
Purchase obligations <sup>(3)</sup>	2,355	1,602	233	198	234	67	21
Other long-term liabilities <sup>(4)</sup>	1,047	30	84	54	74	46	759
<b>Total contractual obligations</b>	<b>\$ 38,943</b>	<b>\$ 2,668</b>	<b>\$ 2,099</b>	<b>\$ 1,296</b>	<b>\$ 2,328</b>	<b>\$ 2,068</b>	<b>\$ 28,484</b>

(1) Presented net of unamortized discounts and debt issuance costs and excludes finance lease obligations.

(2) Includes \$255 million of imputed interest.

(3) Includes fixed and variable commitments for information technology services and licenses, rail, engineering services, locomotives, wheels, railroad cars, rail ties, as well as other equipment and services. Costs of variable commitments were estimated using forecasted prices and volumes.

(4) Includes expected payments for workers' compensation, pension benefit payments for the Company's non-registered supplemental pension plan, postretirement benefits other than pensions, net unrecognized tax benefits and environmental liabilities.

### 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 twelve 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.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table provides a reconciliation of debt and Net income in accordance with GAAP, reported as at and for the twelve months ended September 30, 2025 and 2024, to the adjusted measures presented herein, which have been used to calculate the non-GAAP adjusted debt-to-adjusted EBITDA multiple:

<i>In millions, unless otherwise indicated</i>	<i>As at and for the twelve months ended September 30,</i>		<b>2025</b>	<b>2024</b>
Debt <sup>(1)</sup>	\$	21,120	\$	20,698
Adjustments:				
Operating lease liabilities, including current portion <sup>(2)</sup>		452		363
Pension plans in deficiency <sup>(3)</sup>		341		356
<b>Adjusted debt</b>	<b>\$</b>	<b>21,913</b>	<b>\$</b>	<b>21,417</b>
Net income	\$	4,618	\$	5,432
Interest expense		910		859
Income tax expense		1,485		784
Depreciation and amortization		1,971		1,866
Operating lease cost <sup>(4)</sup>		159		153
Other components of net periodic benefit income		(489)		(460)
Other income		(42)		(178)
Adjustment:				
Loss on assets held for sale <sup>(5)</sup>		—		78
<b>Adjusted EBITDA</b>	<b>\$</b>	<b>8,612</b>	<b>\$</b>	<b>8,534</b>
<b>Adjusted debt-to-adjusted EBITDA multiple (times)</b>		<b>2.54</b>		<b>2.51</b>

(1) Represents the aggregate of Current portion of long-term debt 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) Represents the operating lease costs recorded in Purchased services and material and Equipment rents within the Consolidated Statements of Income.

(5) Relates to a loss on assets held for sale of \$78 million recorded in the second quarter of 2024, 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. See *Note 4 - Assets held for sale* to the Company's unaudited Interim Consolidated Financial Statements for additional information.

## Off balance sheet arrangements

### Guarantees and indemnifications

In the normal course of business, the Company enters into agreements that may involve providing guarantees or indemnifications to third parties and others, which may extend beyond the term of the agreements. These include, but are not limited to, standby letters of credit, surety and other bonds, and indemnifications that are customary for the type of transaction or for the railway business. As at September 30, 2025, the Company has not recorded a liability with respect to guarantees and indemnifications. Additional information relating to guarantees and indemnifications is provided in *Note 11 – Major commitments and contingencies* to the Company's September 30, 2025 Interim Consolidated Financial Statements.

## Outstanding share data

As at October 30, 2025, the Company had 615.5 million common shares and 3.2 million stock options outstanding.

## Financial instruments

### Risk management

In the normal course of business, the Company is exposed to various risks from its use of financial instruments, such as credit risk, liquidity risk, and market risks which include foreign currency risk, interest rate risk and commodity price risk. A description of these risks and how the Company manages them, is provided in the section entitled *Financial instruments* of the Company's 2024 Annual MD&A.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Derivative financial instruments

#### Foreign currency risk

##### Foreign exchange forward contracts

As at September 30, 2025, the Company had outstanding foreign exchange forward contracts to purchase as notional value of US\$557 million (US\$580 million as at December 31, 2024). These outstanding contracts are at a weighted-average exchange rate of \$1.38 per US\$1.00 (\$1.37 per US\$1.00 as at December 31, 2024). The weighted-average term of the contracts is 39 days (88 days as at December 31, 2024). Changes in fair values of foreign exchange forward contracts, resulting from changes in foreign exchange rates, are recognized in Other income in the Consolidated Statements of Income as they occur.

For the three and nine months ended September 30, 2025, the Company recorded a gain of \$40 million and a loss of \$7 million, respectively, related to foreign exchange forward contracts compared to a loss of \$22 million and a gain of \$53 million, respectively, for the same periods in 2024. These gains were largely offset by the re-measurement of US dollar-denominated monetary assets and liabilities recorded in Other income.

As at September 30, 2025, the fair value of outstanding foreign exchange forward contracts included in Other current assets was \$7 million (\$38 million, as at December 31, 2024).

##### Cross-currency interest rate swaps

As at September 30, 2025, the aggregate notional amount of cross-currency interest rate swaps entered into was US\$975 million to hedge the US-to-Canadian dollar currency fluctuations on US dollar-denominated notes maturing on March 1, 2026 and July 15, 2028, for an aggregate principal amount of \$1,401 million with a weighted average fixed annual interest rate of 3.33%.

These cross-currency interest rate swaps were designated as qualifying hedging instruments and were accounted for as cash flow hedges, with their critical terms corresponding to the related US dollar-denominated notes.

For the three and nine months ended September 30, 2025, the cumulative changes in fair values of these cross-currency interest rate swaps recorded in Accumulated other comprehensive loss in derivative instruments resulted in a gain of \$32 million and a loss of \$33 million, respectively. For the three and nine months ended September 30, 2025, the amounts amortized from Accumulated other comprehensive income to Other income related to foreign currency exposure and Interest expense were gains of \$31 million and \$4 million respectively, and a loss of \$44 million and a gain of \$10 million, respectively, in the same period that the carrying values of the two US dollar-denominated notes were remeasured to Canadian dollars and the interest expense was recognized.

As at September 30, 2025, the fair value of outstanding cross-currency interest rate swaps included in Other current asset was \$9 million, Accounts payable and other was \$22 million and Other liabilities and deferred credits was \$27 million.

The cash flows related to these cross-currency interest rate swaps that pertain to the periodic interest settlements are classified as operating activities and the cash flows that pertain to the principal balance will be classified as financing activities.

#### Interest rate risk

##### Treasury locks

As at September 30, 2025, the aggregate notional amount of treasury lock agreements entered into was US\$400 million to hedge US Treasury benchmark rates related to an upcoming debt issuance. The treasury locks are designated as cash flow hedging instruments with cumulative gains or losses recorded in Accumulated other comprehensive loss in derivative instruments. The treasury locks will be settled upon the issuance of debt at which point the cumulative gains or losses recorded in Accumulated other comprehensive loss will be amortized in earnings as a reduction or increase of interest expense over the term of the corresponding debt.

For the three and nine months ended September 30, 2025, the cumulative change in fair value of these treasury locks recorded in Accumulated other comprehensive loss in derivative instruments resulted in gains of \$1 million and \$2 million, respectively.

As at September 30, 2025, the fair value of outstanding treasury lock agreements included in Other current assets was \$3 million and Other current liabilities was \$1 million.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

### *Interest rate swaps*

As at September 30, 2025, the Company had outstanding swaps with a notional amount of \$1.0 billion designated as qualifying hedging instruments and accounted for as fair value hedges on a cumulative \$1.0 billion of notes maturing on June 10, 2030 and June 10, 2035. The swaps were designed to hedge the interest rate risk associated with market fluctuations attributable to the Canadian Overnight Repo Rate Average (CORRA). The fair value gain or loss on the swaps as well as any offsetting loss or gain on the hedged notes attributable to the hedged risk are recorded in Interest expense.

For the three and nine months ended September 30, 2025, the cumulative change in fair value of these swaps recorded in Other current assets and Intangible assets, goodwill and other resulted in gains of \$7 million and \$5 million, respectively. For the three and nine months ended September 30, 2025, the hedging adjustment included in the carrying amount of the hedged notes within Long-term debt was losses of \$7 million and \$5 million, respectively.

Periodic net interest accruals for these swaps are recorded in Interest expense which were nominal for the three and nine months ended September 30, 2025, and their related settlements will be included as part of cash flows from operating activities.

### **Fair value of financial instruments**

As at September 30, 2025, the Company's debt, excluding finance leases, had a carrying amount of \$21,114 million (\$20,887 million as at December 31, 2024) and a fair value of \$20,147 million (\$19,688 million as at December 31, 2024). The carrying amount of debt excluding finance leases exceeded the fair value due to market rates being higher than the stated coupon rates.

Additional information relating to financial instruments is provided in *Note 12 – Financial instruments* to the Company's September 30, 2025 Interim Consolidated Financial Statements.

## Recent accounting pronouncements

The following recent Accounting Standards Updates (ASU) issued by the Financial Accounting Standards Board (FASB) have an effective date after December 31, 2024 and have not been adopted by the Company:

### **ASU 2025-06 – Intangibles - Goodwill and Other Internal-Use Software (Subtopic 350-40)**

This ASU modernizes the accounting for internal-use software by removing references to prescriptive and sequential software development stages. The main provisions establish that capitalization begins when management authorizes and commits to funding the software project and it is probable the project will be completed and used as intended. The ASU also introduces enhanced disclosure requirements that align internal-use software disclosures to property, plant and equipment. It also consolidates guidance for website development by integrating it into the framework for internal-use software.

The amendments in this ASU are effective for annual periods beginning after December 15, 2027, including interim periods within these fiscal years. Early adoption is permitted. The amendments in this ASU must be adopted either prospectively, retrospectively or using a modified transition approach based on project status and prior capitalization.

The Company is evaluating the effects that the adoption of the ASU will have on its Consolidated Financial Statements and disclosures.

### **ASU 2025-05 – Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets**

This ASU introduces an optional practical expedient to simplify the estimation of expected credit losses on current trade receivables and current contract assets arising from revenue transactions. When elected, an entity may assume that current conditions at the balance sheet date will remain unchanged over the remaining life of the assets in developing its reasonable and supportable forecast; entities still adjust historical loss information to reflect current conditions, but they need not incorporate forward-looking macroeconomic forecasts for assets within scope.

The amendments in this ASU are effective for annual periods beginning after December 15, 2025, including interim periods within these fiscal years. Early adoption is permitted. The amendments in this ASU should be applied prospectively to Consolidated Financial Statements.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company is evaluating the effects that the adoption of the ASU will have on its Consolidated Financial Statements and disclosures and is considering whether to adopt the practical expedient.

### **ASU 2024-03 – Disaggregation of Income Statement Expenses (Subtopic 220-40)**

This ASU aims to provide stakeholders a clearer understanding of an entity's expenses and enhance their ability to assess performance, forecast expenses and evaluate the entity's potential for future cash flows. The ASU amends the rules on income statement expense disclosures and requires public business entities to disaggregate and disclose, in tabular format in the notes to financial statements, specified categories of expenses contained within certain income statement expense line items; to integrate certain amounts that were already required to be disclosed under current GAAP with the new disaggregation requirements and to qualitatively disclose descriptions of the amounts remaining that were not separately disaggregated. The ASU also requires public business entities to disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of those selling expenses. This ASU does not change or remove the current disclosure requirements of expense line items on the face of the Consolidated Statements of Income.

The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments in this ASU should be applied either prospectively to Consolidated Financial Statements issued for reporting periods following the effective date, or retrospectively to any or all prior periods presented in the Consolidated Financial Statements.

The Company is evaluating the effects that the adoption of the ASU will have on its Consolidated Financial Statements disclosures.

### **ASU 2023-09 – Income Taxes (Topic 740): Improvements to Income Tax Disclosures**

The ASU amends the rules on income tax disclosures by modifying or eliminating certain existing income tax disclosure requirements in addition to establishing new requirements. The amendments address investor requests for more transparency about income taxes, including jurisdictional information, by requiring consistent categories and greater disaggregation of information. The ASU's two primary amendments relate to the rate reconciliation and income taxes paid annual disclosures.

Reconciling items presented in the rate reconciliation will be in dollar amounts and percentages, and will be disaggregated into specified categories with certain reconciling items further broken out by nature and/or jurisdiction using a 5% threshold of domestic federal taxes. Income taxes paid will be disaggregated between federal, provincial/territorial, and foreign taxing jurisdictions using a 5% threshold of total income taxes paid net of refunds received.

The ASU is effective for annual periods beginning after December 15, 2024. The adoption of the ASU will impact the Company's Annual Consolidated Financial Statement disclosures. The Company will adopt the ASU in the fourth quarter of 2025 and will reflect the relevant annual disclosure changes prospectively, including the disaggregation of rate reconciliation items and income tax payments by specified categories, nature and/or jurisdiction as described above.

Other recently issued ASUs required to be applied on or after September 30, 2025 have been evaluated by the Company and are not expected to have a significant impact on the Company's Consolidated Financial Statements.

## Recent regulatory and other updates

### ***Reciprocal switching***

On April 30, 2024, the STB issued a final rule for reciprocal switching for inadequate service. The STB's new rule allows customers to obtain reciprocal switching access to an alternate carrier in a terminal area if the incumbent railroad's service falls below one of three objective metrics (original estimated time of arrival, transit time, and first-mile/last-mile service) and if certain other conditions are met. Any prescribed reciprocal switching arrangement for a facility in the United States would be effective for a period between three to five years and could be renewed. On May 10, 2024, the Company and two other railroads filed a petition for review of the rule with the U.S. Court of Appeals for the Seventh Circuit. On July 8, 2025, the U.S. Court of Appeals for the Seventh Circuit vacated the STB's reciprocal switching rule, following a petition for review filed by the Company and two other railroads. The decision became effective on September 2, 2025.

No assurance can be given that these and any other current or future regulatory or legislative initiatives by the U.S. federal government and agencies will not materially adversely affect the Company's results of operations or its competitive and financial position.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### **Environmental matters**

Under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (CERCLA), the Company through one of its subsidiaries was notified by the U.S. Environmental Protection Agency (EPA) on February 28, 2024 that the EPA considers it a potentially responsible party (PRP), along with at least five other previously notified parties, with respect to the Matthiessen & Hegeler Zinc Company Site (Site) in LaSalle, Illinois. The EPA also requested that the Company respond to certain information requests, which the Company did on June 30, 2024. The Company's designation as a PRP is based on claims that the Company, or its predecessors, had land holdings historically that were leased to others for commercial or industrial uses that may allegedly have resulted in the disposal of hazardous substances onto the Site. Based on remedial investigations and feasibility studies previously conducted, the EPA issued a Record of Decision outlining the clean-up plan for the Site and certain off-Site areas. In the second quarter of 2025, CN received a special notice letter from the EPA which requests CN to respond with a good faith offer by August 4, 2025. The Company responded to the EPA on August 4, 2025 reiterating why it should not be considered a PRP for the Site and as at October 30, 2025, there have been no further developments. The Company has not accrued for any obligation related to the remediation of the Site as it has not been able to confirm to what, if any, extent it contributed to the contamination, the extent and cost of remediation and the contribution of other potentially responsible parties and their ability to pay for their obligations.

For matters where a loss is reasonably possible but not probable, a range of potential losses cannot be estimated due to various factors which may include the limited availability of facts, the lack of demand for specific damages and the fact that proceedings were at an early stage.

### **Critical accounting estimates**

The preparation of financial statements in accordance with GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements. On an ongoing basis, management reviews its estimates based upon available information. Actual results could differ from these estimates. The Company's policies for income taxes, capital expenditures and depreciation and pensions and other postretirement benefits require management's more significant judgments and estimates in the preparation of the Company's consolidated financial statements and, as such, are considered to be critical. Reference is made to the section entitled *Critical accounting estimates* of the Company's 2024 Annual MD&A for a detailed description of the Company's critical accounting estimates. There have not been any material changes to these estimates in the first nine months of 2025.

Management discusses the development and selection of the Company's critical accounting policies, including the underlying estimates and assumptions, with the Audit, Finance and Risk Committee of the Company's Board of Directors. The Audit, Finance and Risk Committee has reviewed the Company's related disclosures.

### **Business risks**

In the normal course of business, the Company is exposed to various business risks and uncertainties that can have an effect on the Company's results of operations, financial position, or liquidity. While some exposures may be reduced by the Company's risk management strategies, many risks are driven by external factors beyond the Company's control or are of a nature which cannot be eliminated.

Reference is made to the section entitled *Business risks* of the Company's 2024 Annual MD&A for a detailed description of such key areas of business risks and uncertainties with respect to: Competition, Environmental matters, Personal injury and other claims, Labor negotiations, Economic conditions, Regulation, Pandemic risk, Pension funding volatility, Reliance on technology and related cybersecurity risk, Trade restrictions, Terrorism and international conflicts, Customer credit risk, Liquidity, Supplier concentration, Availability of qualified personnel, Fuel costs and supply disruptions, Foreign exchange, Interest rates, Transportation network disruptions, Severe weather, Climate change and Reputation, which is incorporated herein by reference. Additional risks and uncertainties not currently known to management, or that may currently not be considered material by management, could nevertheless also have an adverse effect on the Company's business.

The following are material changes to the risks described in the Company's 2024 Annual MD&A.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Trade restrictions

The imposition of tariffs by the U.S. administration on imports from Canada and other countries combined with retaliatory tariffs by some countries, including Canada, on U.S. exports, present significant risks to global trade. These various tariffs and trade barriers could escalate costs for materials and fuel, adversely impact the demand for one or more commodities that we transport, disrupt supply chains and negatively affect demand for rail services. These tariffs and barriers, and any additional future trade actions taken by the U.S. and other countries in response, including the further escalation or implementation of tariffs or quotas or changes to certain trade agreements, could materially adversely impact the North American and global economies.

While it is still early to fully assess the potential outcome of these global tariffs and ongoing trade actions taken by various governments and agencies globally, such actions could materially adversely affect demand for rail services and could materially and negatively impact the Company's financial results.

### Controls and procedures

The Company's Chief Executive Officer and its Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in *Exchange Act* Rules 13a-15(e) and 15d-15(e)) as of September 30, 2025, have concluded that the Company's disclosure controls and procedures were effective.

During the third quarter ended September 30, 2025, there were no changes in the Company's internal control over financial reporting (as defined in *Exchange Act* Rules 13a-15(f) and 15d-15(f)) that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.