



Powering Sustainable Growth

INVESTOR PRESENTATION
December 2022

TSX: CNR NYSE: CNI



Forward-looking statements



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

2022 Key Assumptions

CN has made a number of economic and market assumptions in preparing its 2022 outlook. The Company assumes that North American industrial production for the year will increase in the mid single-digit range and now assumes U.S. housing starts of approximately 1.6 million units and U.S. motor vehicle sales of approximately 14 million units (compared to its January 25, 2022 assumption of approximately 15.5 million units). For the 2021/2022 crop year, the grain crop in Canada was below its three-year average and the U.S. grain crop was in line with its three-year average. The Company assumes that the 2022/2023 grain crop in Canada will be above its three-year average (or in line when excluding the significantly lower 2021/2022 crop year) and that the 2022/2023 U.S. grain crop will be in line with its three-year average. CN assumes total RTMs in 2022 will increase in the low single-digit range versus 2021. CN assumes continued pricing above rail inflation upon contract renewals. CN now assumes that in 2022, the value of the Canadian dollar in U.S. currency will be approximately \$0.77 (compared to its January 25, 2022 assumption of approximately \$0.80) and now assumes that in 2022 the average price of crude oil (West Texas Intermediate) will be approximately US\$95 per barrel (compared to its April 26, 2022 assumption of approximately US\$90 - US\$100 per barrel). In 2022, CN plans to invest approximately 17% of revenues in its capital program.

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors which may cause actual results, performance or achievements of CN to be materially different from the outlook or any future results, performance or achievements implied by such statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Important risk factors that could affect the forward-looking statements in this presentation include, but are not limited to, general economic and business conditions, including factors impacting global supply chains such as pandemics and geopolitical conflicts and tensions; 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; trade restrictions or other changes to international trade arrangements; 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 or other types of claims and litigation; risks and liabilities arising from derailments; timing and completion of capital programs; 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.

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.

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 presentation that do not have any standardized meaning prescribed by GAAP, including adjusted net income, adjusted earnings per share, adjusted operating income, and adjusted operating ratio (referred to as adjusted performance measures) and free cash flow. These non-GAAP measures may not be comparable to similar measures presented by other companies. See the Q3 2022 Earnings Release filed on October 25th, 2022, which is incorporated by reference herein which may be found online on SEDAR at www.sedar.com, on the SEC’s website at www.sec.gov through EDGAR, and on the Company’s website at www.cn.ca in the Investors section.

This presentation also includes certain forward looking non-GAAP measures (adjusted diluted EPS, ROIC and free cash flow). It is not practicable to reconcile, without unreasonable efforts, these forward-looking measures to the most comparable GAAP measures, due to unknown variables and uncertainty related to future results. Please see note on Forward Looking Statements above for further discussion.

All amounts in this presentation are expressed in Canadian dollars, unless otherwise noted.

CN at a glance

TSX: CNR NYSE: CNI

- CN is a **world-class transportation leader and trade-enabler**. Essential to the economy, to the customers, and to the communities it serves, CN safely transports more than 300 million tons of natural resources, manufactured products and finished goods throughout North America every year
- CN seeks to be regarded internationally as among the **best-performing transportation and logistics companies**
- CN is committed to **creating value for customers and shareholders** by deepening customer engagement, leveraging the strength of our franchise and delivering operational and service excellence



2021 HIGHLIGHTS ⁽¹⁾

22,600+ employees	\$110B market capitalization
18,600 route miles ⁽²⁾	5.7M carloads
\$14.5B total revenues	\$48.5B total assets
\$2.9B capital investments	\$3.3B free cash flow ⁽³⁾

(1) Data is as at or for the year ending December 31, 2021, unless otherwise indicated.

(2) 18,600 route miles reflects the Q1 2022 sale of non-core lines in Wisconsin, Michigan and Ontario.

(3) Please see website, Financial Results, www.cn.ca/financial-results, for an explanation of this non-GAAP measure.

CN's foundation of excellence and core strengths



- ✓ **Among the best rail networks in North America;** three coast-access and a fluidity advantage around Chicago
- ✓ **Pioneer of scheduled railroading;** focus on driving car velocity
- ✓ **Powering sustainable growth;** focus on long-term profitable growth opportunities
- ✓ **ESG leadership;** industry leader in locomotive fuel and carbon efficiency; 10 years on the Dow Jones Sustainability World Index, and the only Class I
- ✓ **Culture of safety, efficiency, integrity, and diversity;** building the next generation of railroaders
- ✓ **Strong balance sheet;** provides financial flexibility

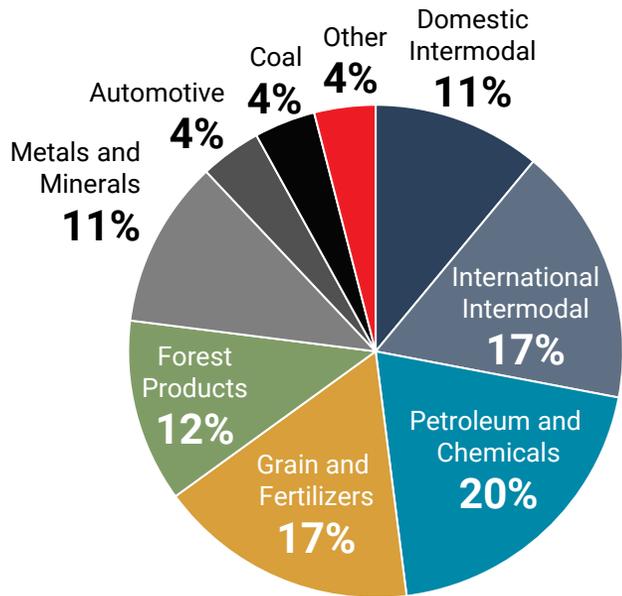


Broad market and geographic diversification

Well-positioned to grow with our customers



Well-diversified portfolio



Based on 2021 revenues

(1) The map refers to traffic density based on 2021 gross ton mile (GTM) production (million GTMs per route mile).

Global West 27%

Domestic Canada 18%

Transborder 31%

Southbound 21%
Northbound 10%

Domestic U.S. 16%

Global South 3%

Global East 5%

Over 85% of traffic originates on CN's network and over 65% originates and terminates on CN's network

TRAFFIC DENSITY LEGEND (1)
GTM per route mile

- █ Over 100 million
- █ 50-100 million
- █ 30-50 million
- █ 10-30 million
- █ Up to 10 million

Meet CN's CEO – Tracy Robinson

Solid Leader, Solid Vision.



- Tracy Robinson was appointed President and Chief Executive Officer of CN on February 28, 2022 and is responsible for CN's strategic direction and leadership.
- Ms. Robinson's deep experience in the railway industry stems from her 27 years at Canadian Pacific Railway, where she served in executive roles in the commercial, finance and operation functions.
- Ms. Robinson holds a Masters of Business Administration from the University of Pennsylvania's Wharton School of Business and a Bachelor of Commerce Degree from the University of Saskatchewan; she received her Institute of Corporate Directors designation in 2015.



Running a
**Scheduled
Railroad** with a
focus on **Velocity**



**Curating our Book
of Business** with
our **Customers**



Driving **Top Line
Growth** to
the **Bottom Line**



Building the next generation of Railroaders

Our foundation

- Pioneered **scheduled railroading** over 15 years ago
 - Driving safety, service, productivity, asset utilization and cost control
- **Advantaged three-coast network** built through accretive acquisitions
 - Well-diversified portfolio, customer base and geographic exposure
- Deploying **technology** – next strategic driver of value
 - Driving the next level of operational safety and fuel efficiency improvements
- **Strong balance sheet** provides financial flexibility
 - Capacity infrastructure investments and fleet additions supporting long-term growth
- **Delivering responsibly** with a strong focus on ESG
 - Strong track record of locomotive fuel and carbon efficiency

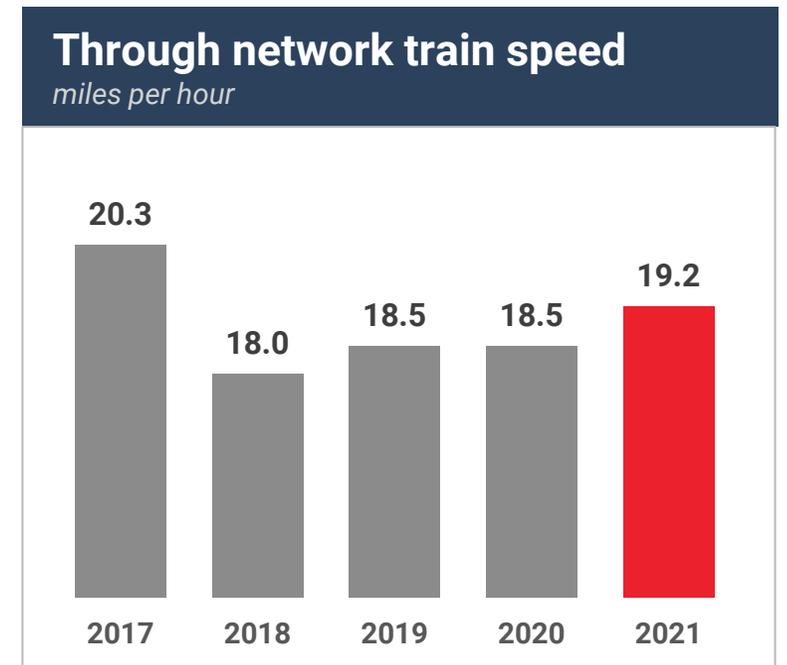
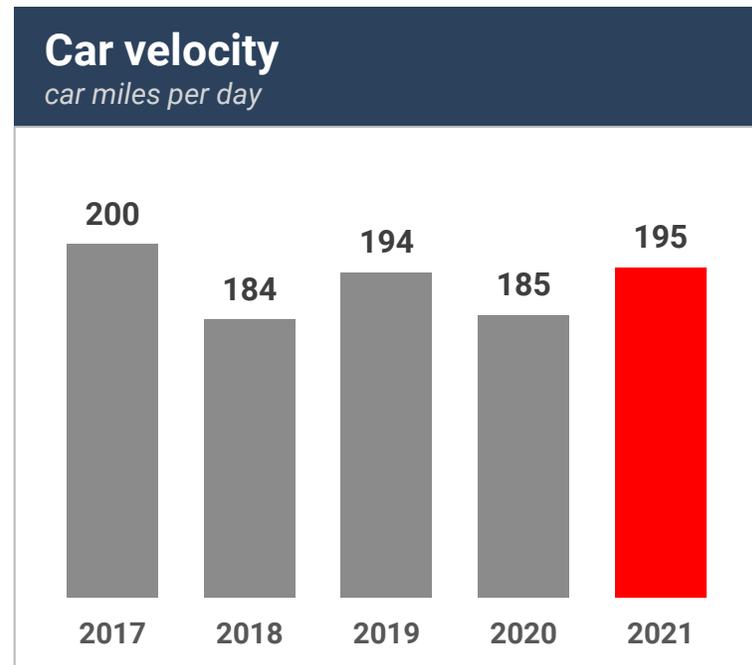
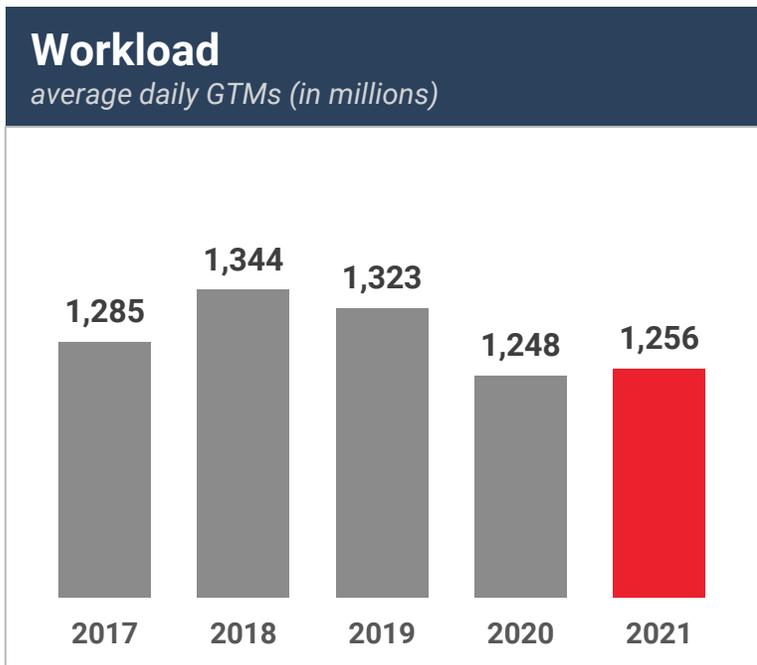


Operational excellence



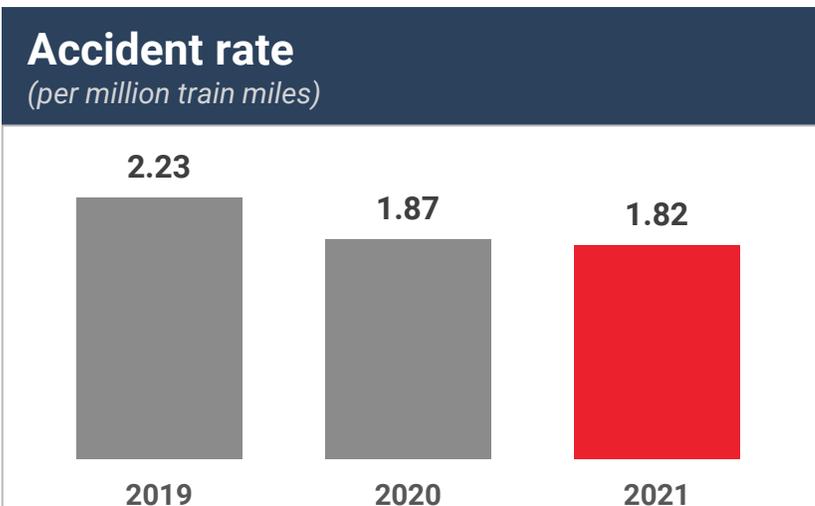
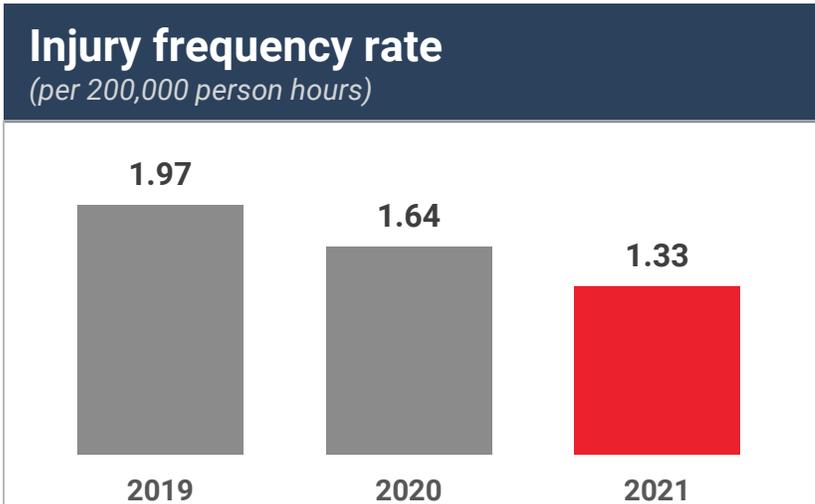
Unwavering focus on continuous improvement

- Operational fluidity driving improved customer service and lower operating costs
- Strengthening resource base to accommodate growth opportunities



Safety is a core value

An uncompromising commitment to the health and safety of our employees, the customers we serve, and the communities and environment in which we operate



Employee Health & Safety – Focusing on prevention

- Putting safety at the center of our day-to-day operations with prevention and training programs designed to minimize risk, reduce injuries and accidents, and engage employees at all levels of the organization
- Thorough and systematic approach to safety, safety culture, risk management programs (including emergency preparedness and response), and operational integrity at all levels

Accident & Safety Management – Minimizing accidents and spills

- On-going investments in infrastructure and innovative technology, including:
 - a 3D tie rating technology system, unmanned aerial vehicles, automated track inspection, automated railcar inspection portals and predictive data analytics
- Structured community engagement program to share information on crossing safety, corridor risk assessments, proximity guidelines, dangerous goods traffic and emergency response training

Building the next generation of railroaders



Continuous learning and development

912,300

Hours in 2021, covering skills, re-certification, and various leadership development programs as well as entry-level training

Ensuring continuous learning for our employees is critical to having a skilled, safe and engaged labor force

Canadian unionized workforce of ~11,900 ⁽¹⁾

Canadian Unionized Employees ⁽²⁾	Number of employees ⁽¹⁾	Collective agreement expiration
Conductors and yard coordinators ^{(3) (4)}	3,282	July 23, 2022
Track forces	2,474	December 31, 2023
Shopcraft	1,718	December 31, 2022
Locomotive engineers ⁽³⁾	1,781	December 31, 2022
Clerical and Intermodal	1,452	December 31, 2022
Signals and communications ⁽⁵⁾	713	December 31, 2024

U.S. unionized workforce of ~5,300 ⁽¹⁾

U.S. Unionized Employees

CN is part of a national labor relation council, which works in collaboration with all the railroads to provide a stable operating landscape in the U.S.

(1) As at December 31, 2021.

(2) Excludes rail traffic controllers, special agents and other.

(3) On December 1, 2021, CN filed an application with the Canadian Industrial Relations Board (CIRB) to review the current bargaining unit structure applicable to running trades on its Canadian railway. On April 7, 2022, CN and the Teamsters Canada Rail Conference (TCRC) agreed to enter into mediation on the resolution of the Company's application with the assistance of the CIRB. Mediation is ongoing.

(4) On March 23, 2022, the TCRC served notice to commence bargaining for the renewal of the Conductor and Yard Coordinator collective agreement. In April 2022, CN filed a formal request with the CIRB requesting that the expiry date of the collective agreement be extended until the CIRB has rendered a decision on our application to conduct a bargaining unit review. Decision from the CIRB is pending the outcome of the above-mentioned mediation.

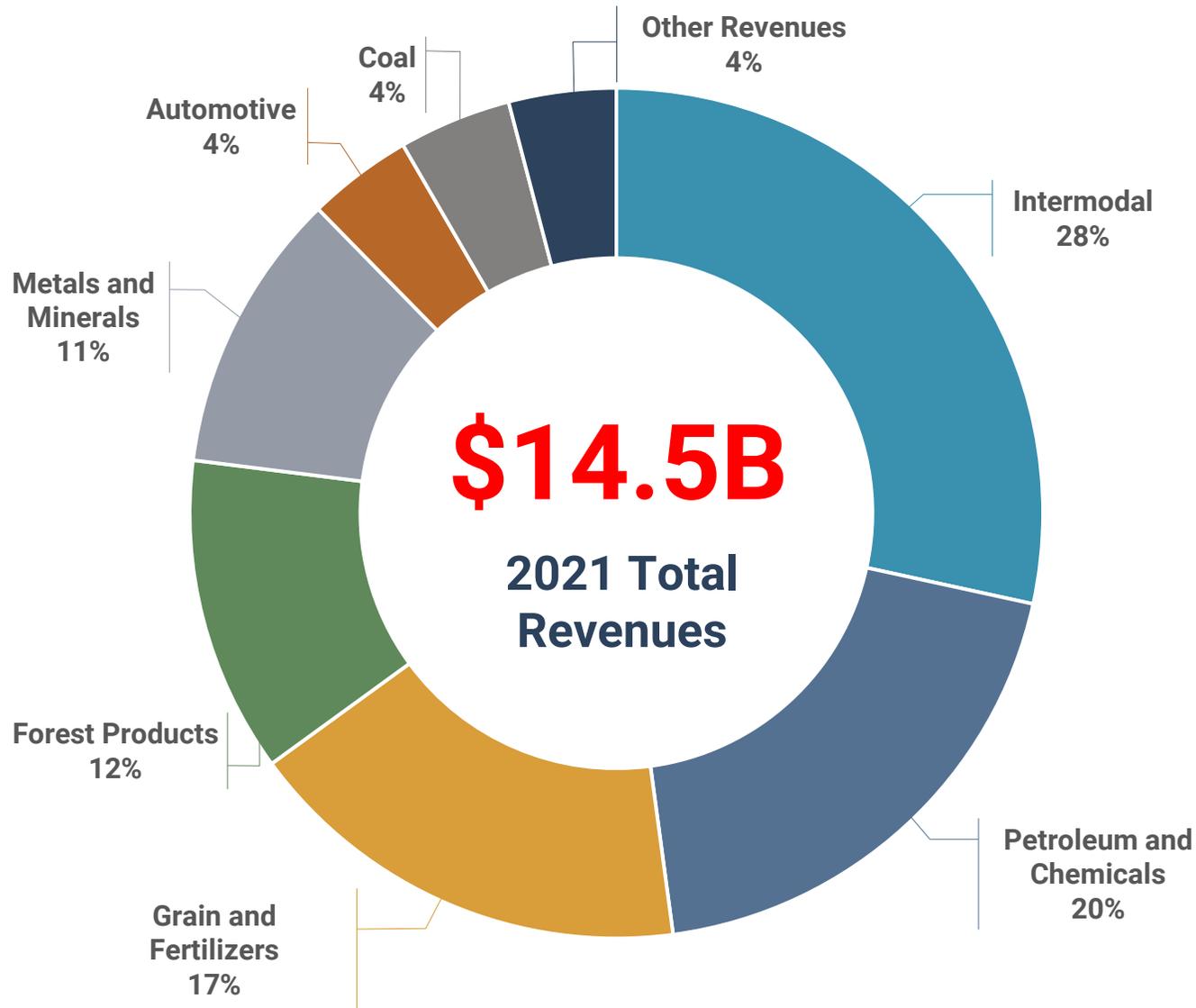
(5) On October 11, 2022, the Company announced the conclusion of the arbitration process with the International Brotherhood of Electrical Workers (IBEW).

Our markets

- Pursuing long-term profitable growth
 - Strategic pipeline of growth opportunities, growing with our customers and partners across the network
- Fostering consumer product and rail centric supply chain organic opportunities
 - Balanced growth across carload and consumer products segments
- Focused on driving strong yields with contract renewals above rail inflation



Market overview



9 ports

Served across North America

300M tons

Annual cargo carried

65%

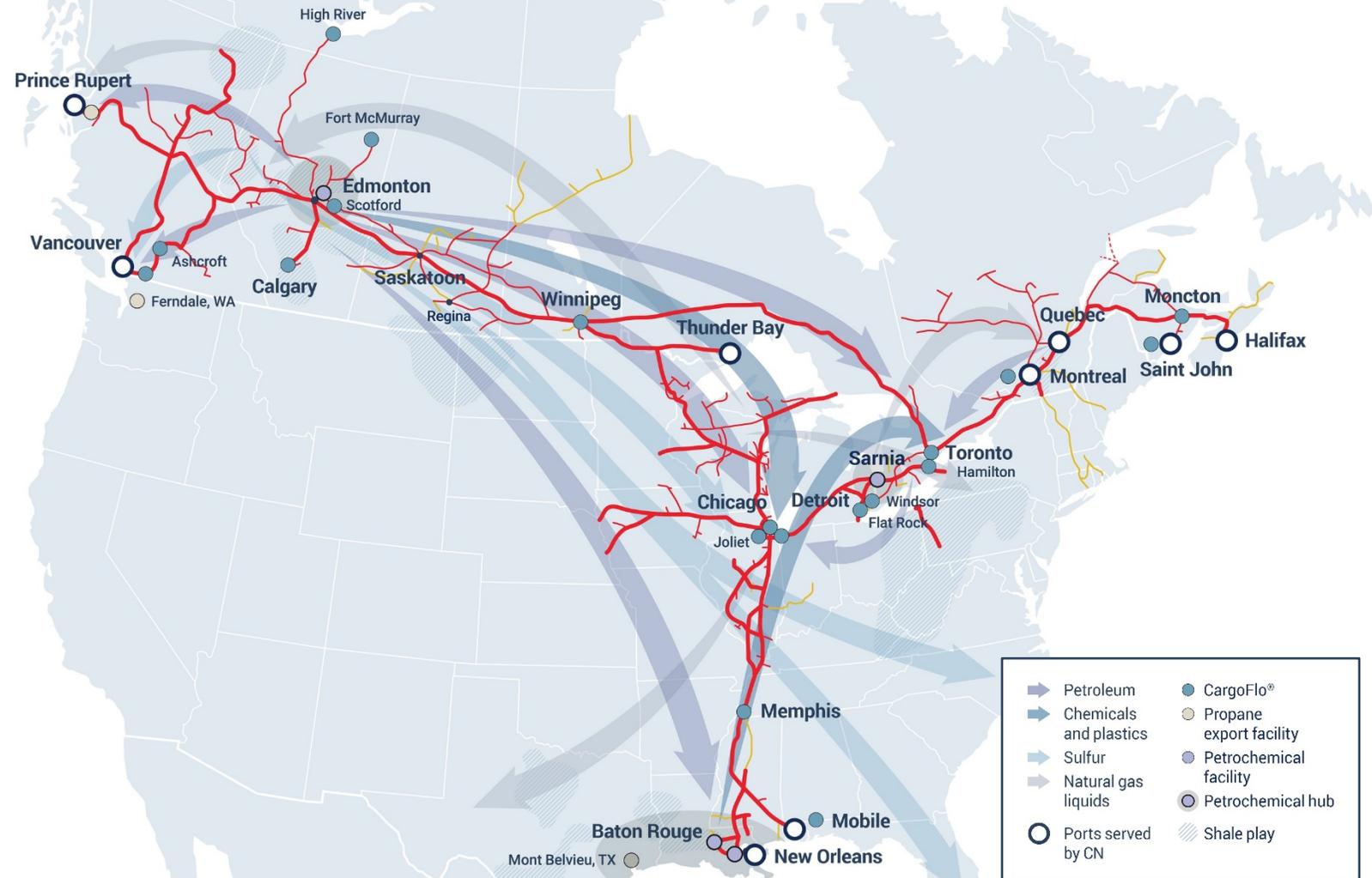
Of traffic originating and terminating on CN's Network

Petroleum and Chemicals

Diverse book of profitable business

Post-pandemic rebound supporting continued strength in P&C franchise

- Well-positioned to serve chemicals production centers
- Continuing to build the heavy barrel franchise
- Propane exports via Prince Rupert's two new export facilities
- Strong origination franchise in AB, OH, ON and QC for refined petroleum products



Metals and minerals

Recovering North American economy driving solid demand



Aluminum and Steel

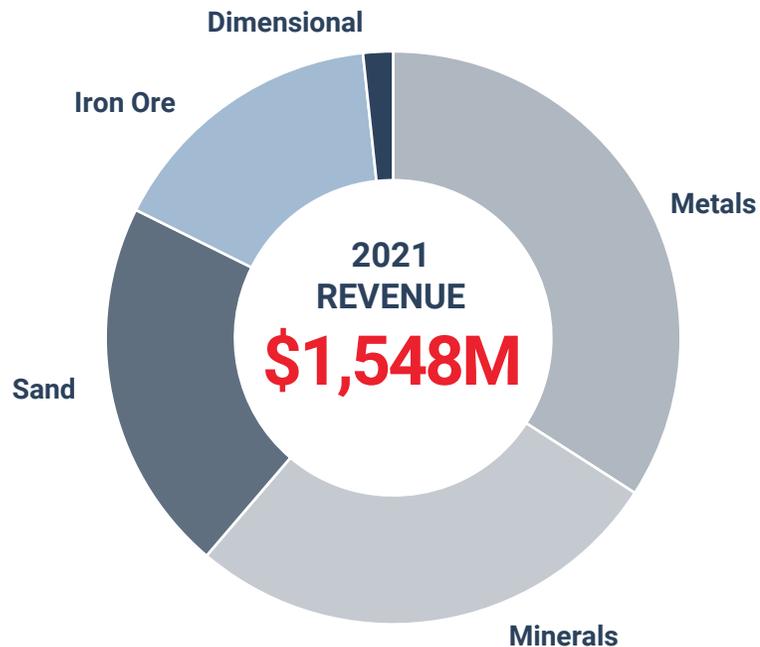
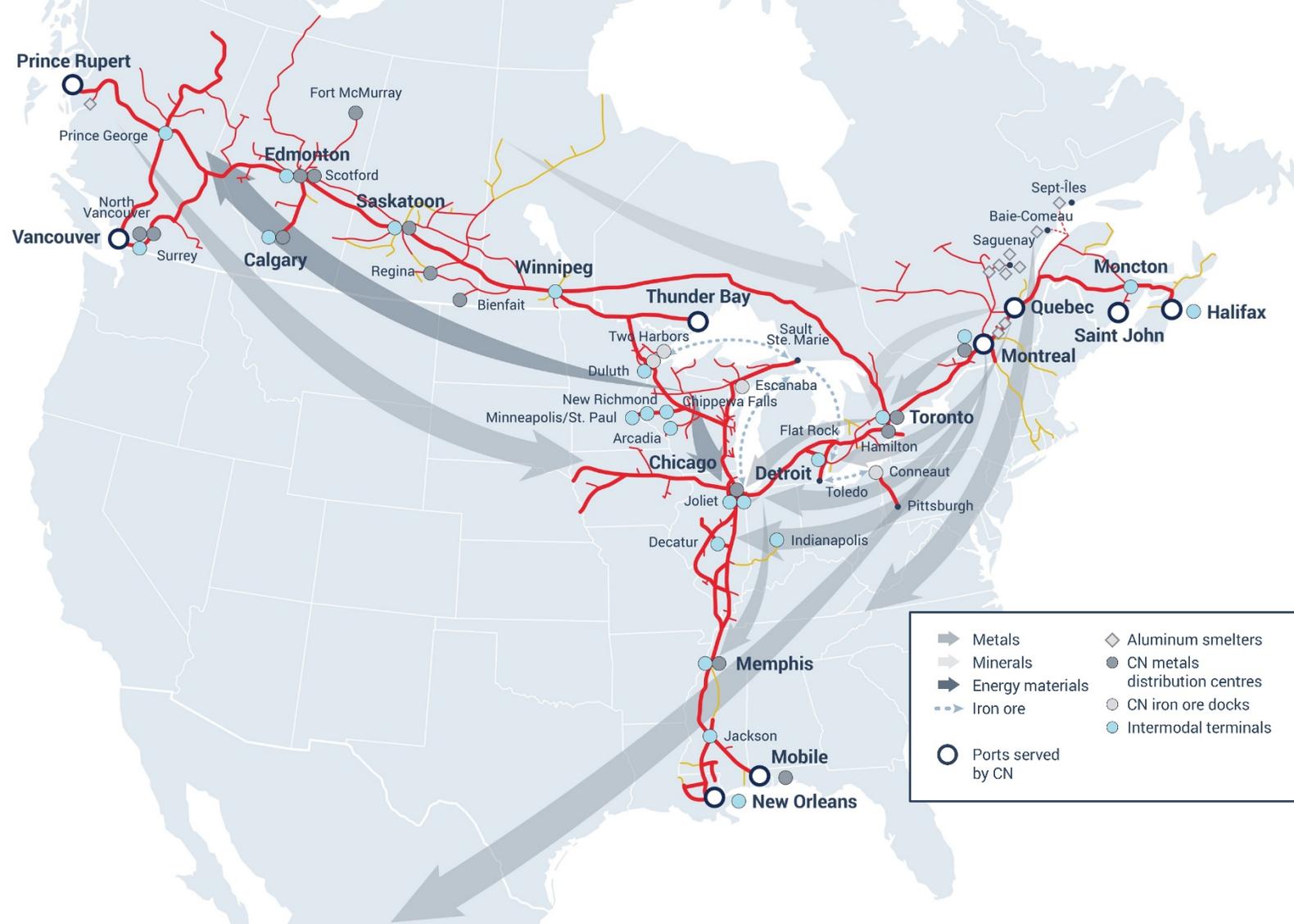
- Sustainably sourced aluminum supporting shift towards lighter weight electric vehicles

Frac Sand

- Continued strong volumes to support oil and gas exploration

Minerals

- Longer term opportunity on sourcing critical minerals such as lithium, copper, nickel and cobalt for growing domestic markets



Forest products

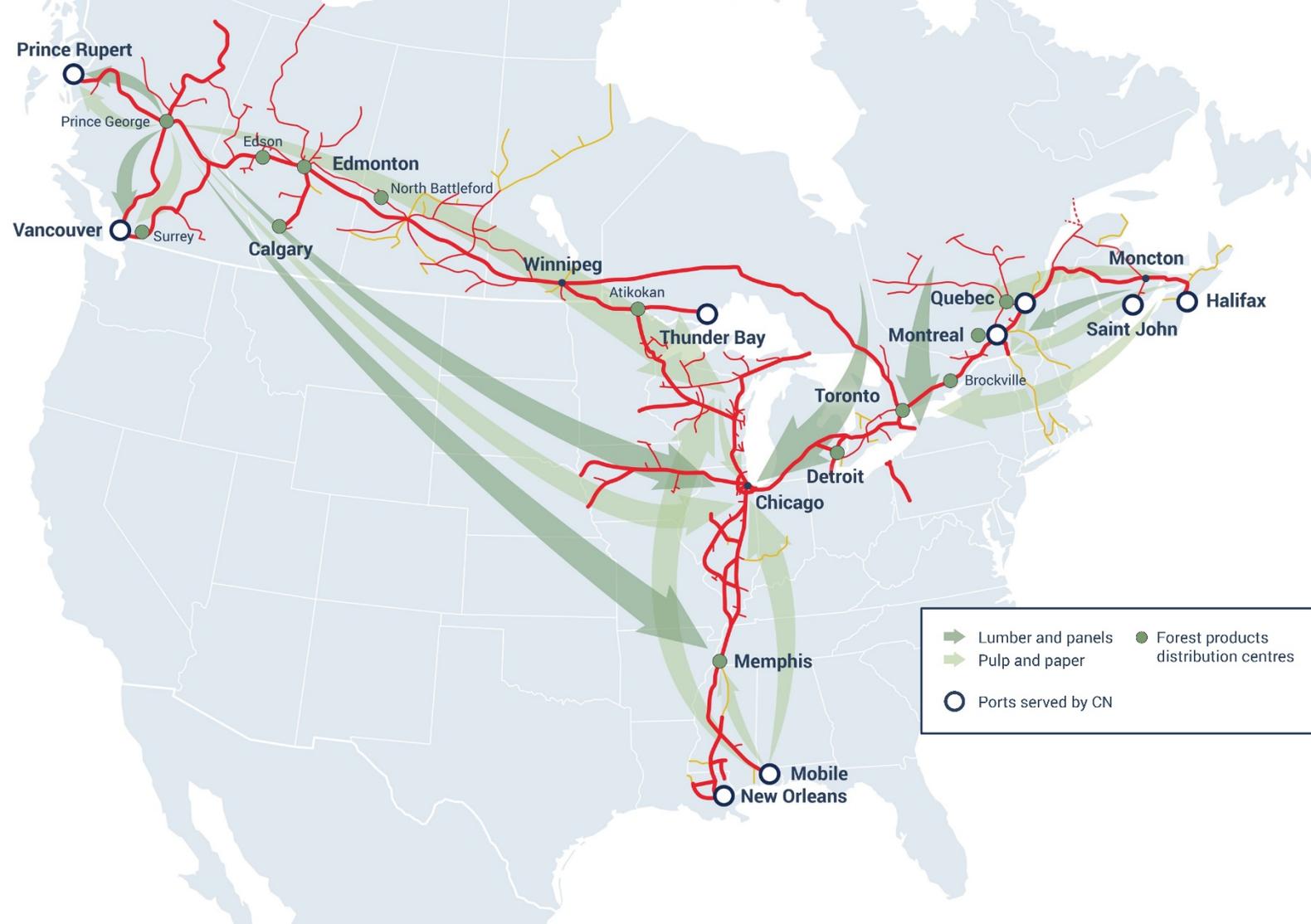
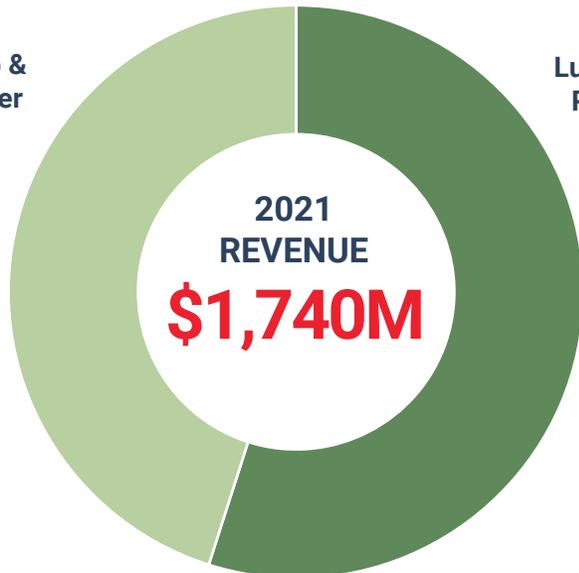
The CN Network serves key fiber sourcing regions

Largest North American forest products railcar fleet:
10,000+ centerbeams car and 10,000+ boxcars

- Driven by new housing, repair and renovation
- Packaging demand backed by growing internet sales and general deliveries
- Continued expansion of the Canadian wood pellet franchise for overseas industrial power generation

Pulp & Paper

Lumber & Panels

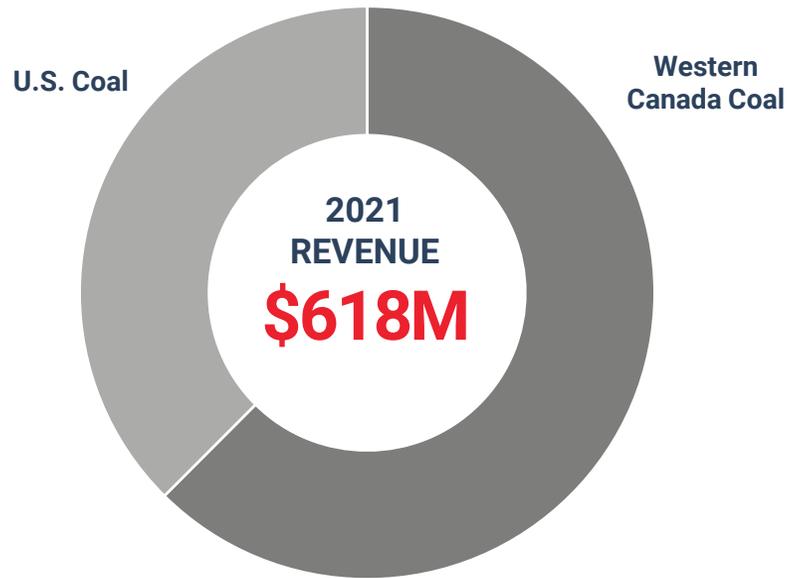
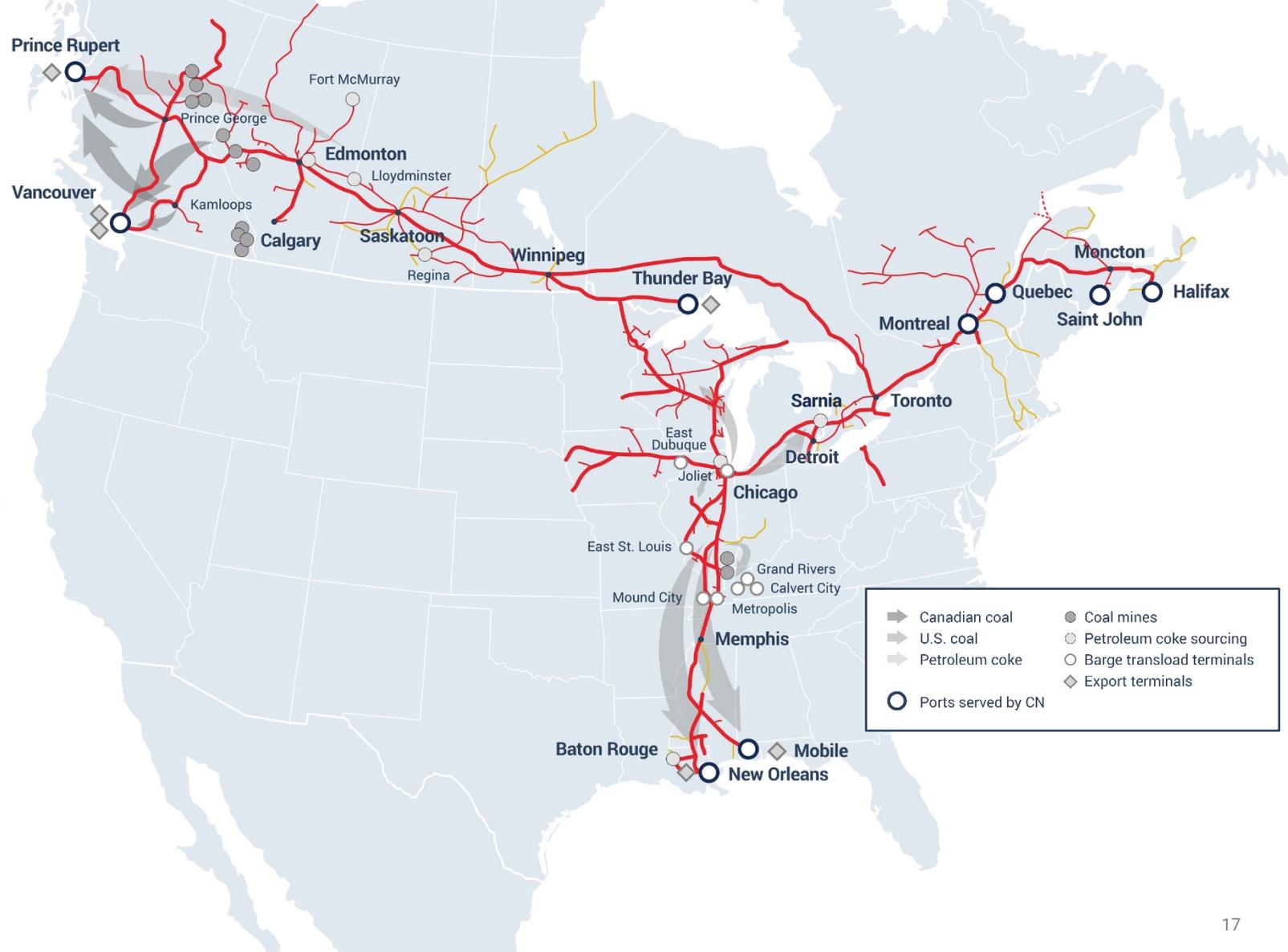


Coal

Export supply chains served solely by CN

Strong volumes supported by high international commodity price

- Unique single access to Ridley and Convent Terminals, offering opportunities for growth in Canadian and U.S. export coal
- Coalspur (Vista) coal mine (started in May 2019), CST and Coal Valley restarted production in late 2021

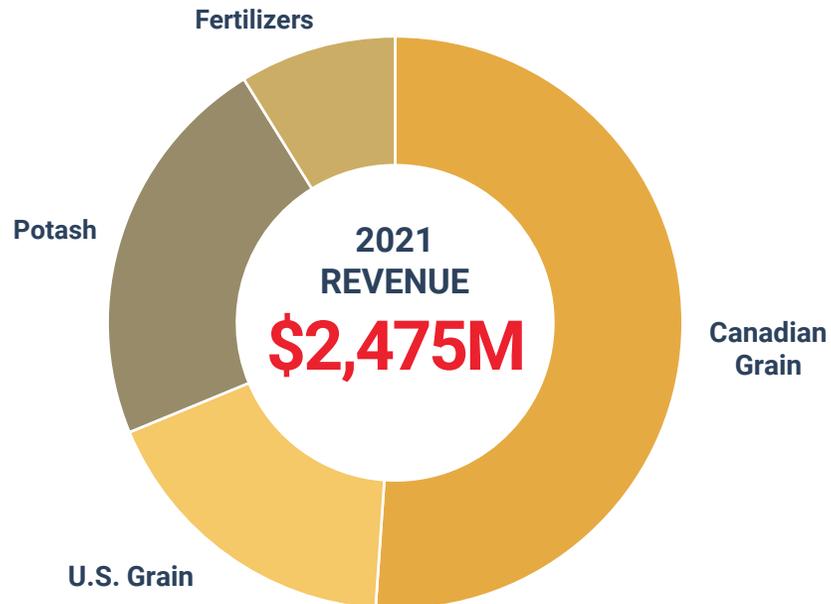
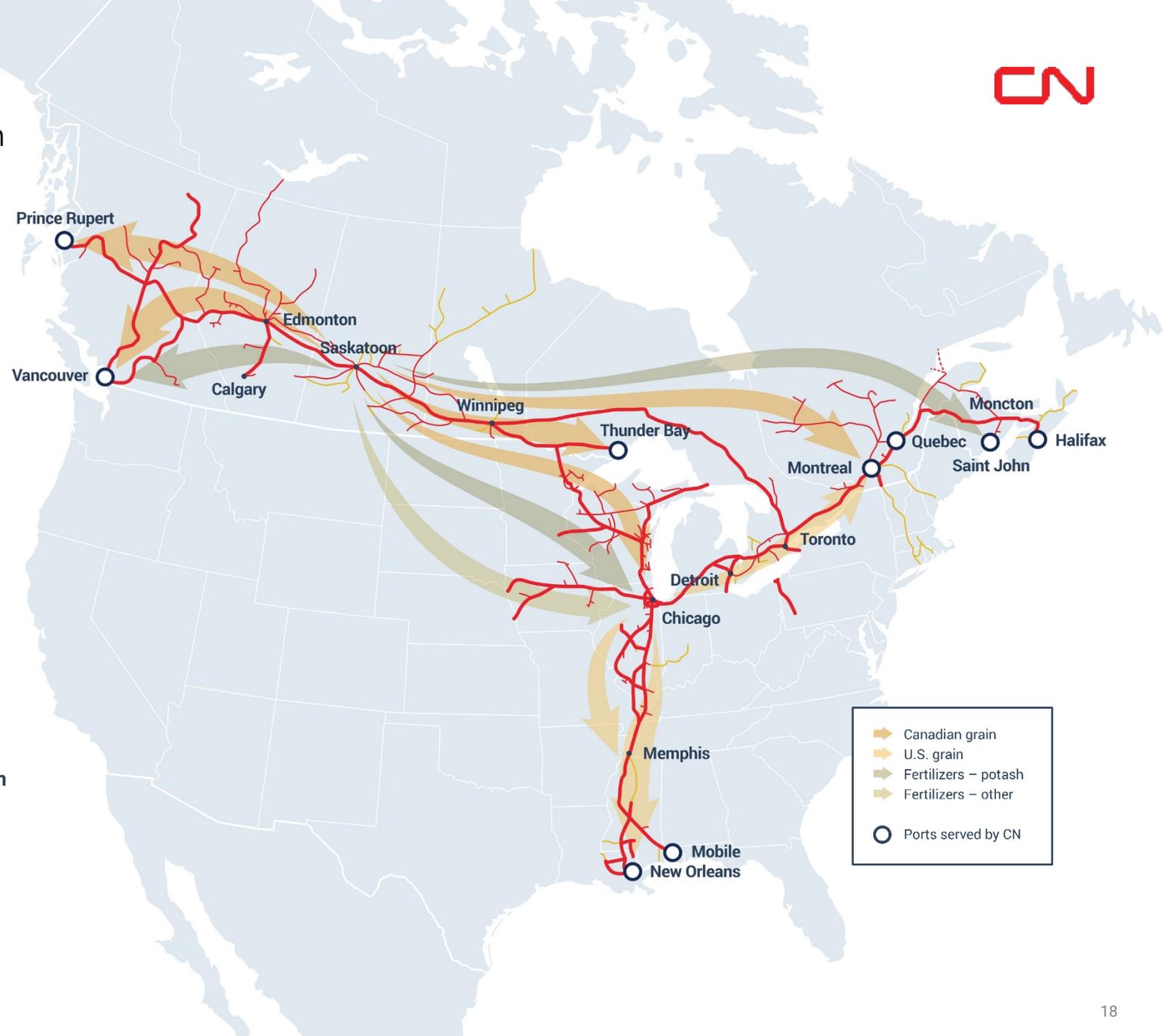


Grain and fertilizers

CN is a critical link in the grain supply chain

CN has the hopper fleet, locomotive fleet, and operating crew base to move the anticipated volume of grain over the course of the 2022-23 crop year

- 3,000 new CN high-capacity grain hoppers now in service
- Increased customer participation in CN's Western Canada fleet integration program
- 12% increase in the annual price index for Canadian regulated grain for the 2022-23 crop year

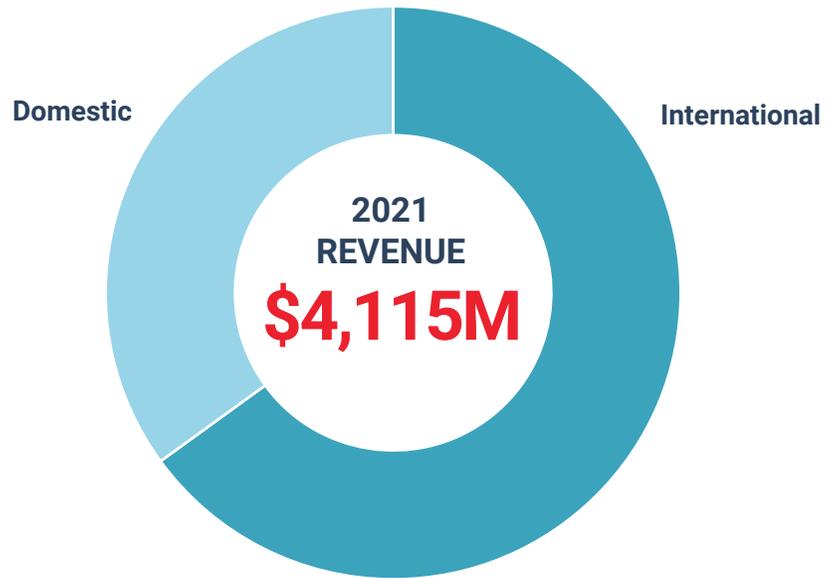
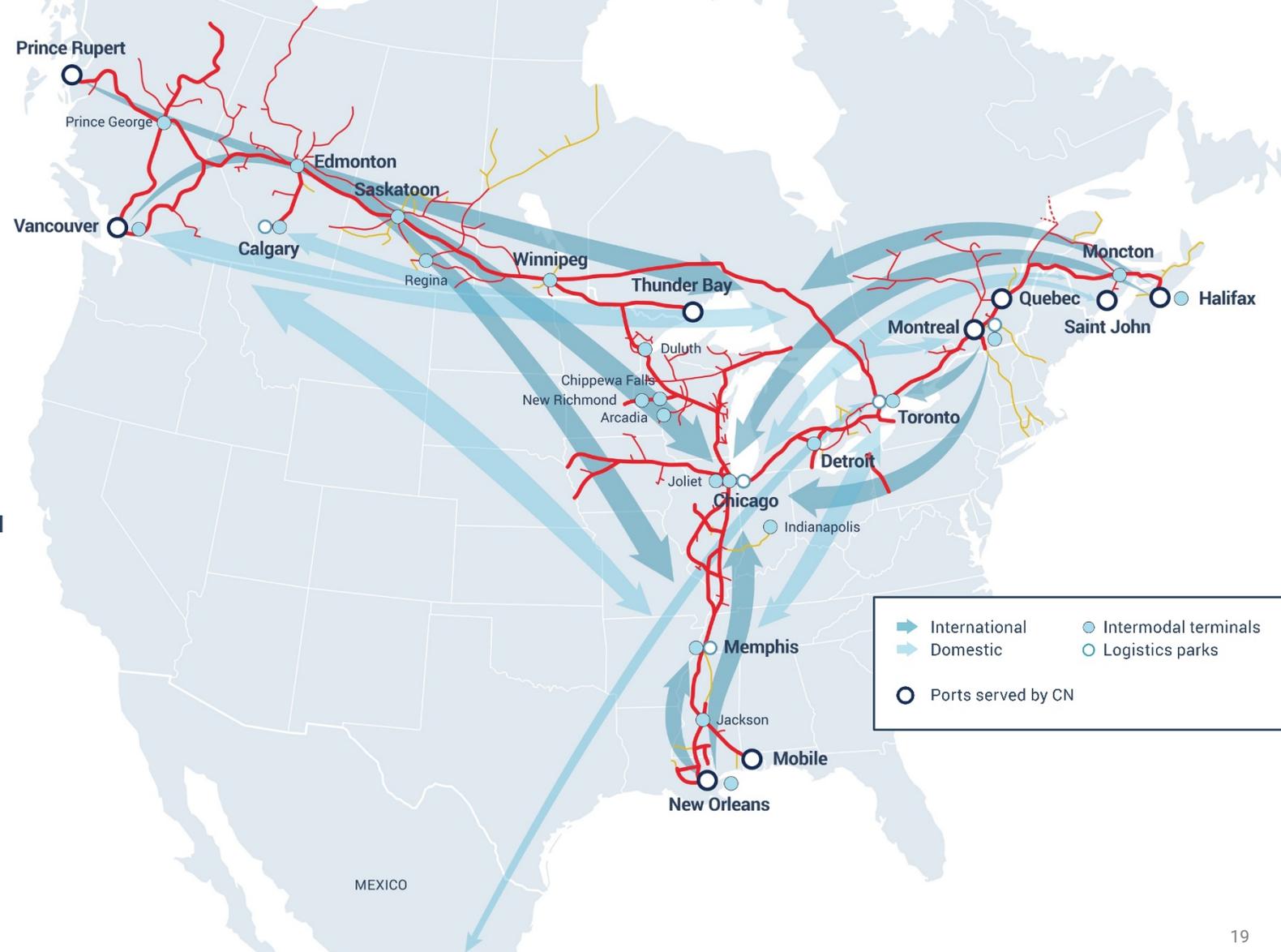


Intermodal

Offering the best of both worlds to our customers

Close collaboration with all supply chain stakeholders allow our customers to reach new markets

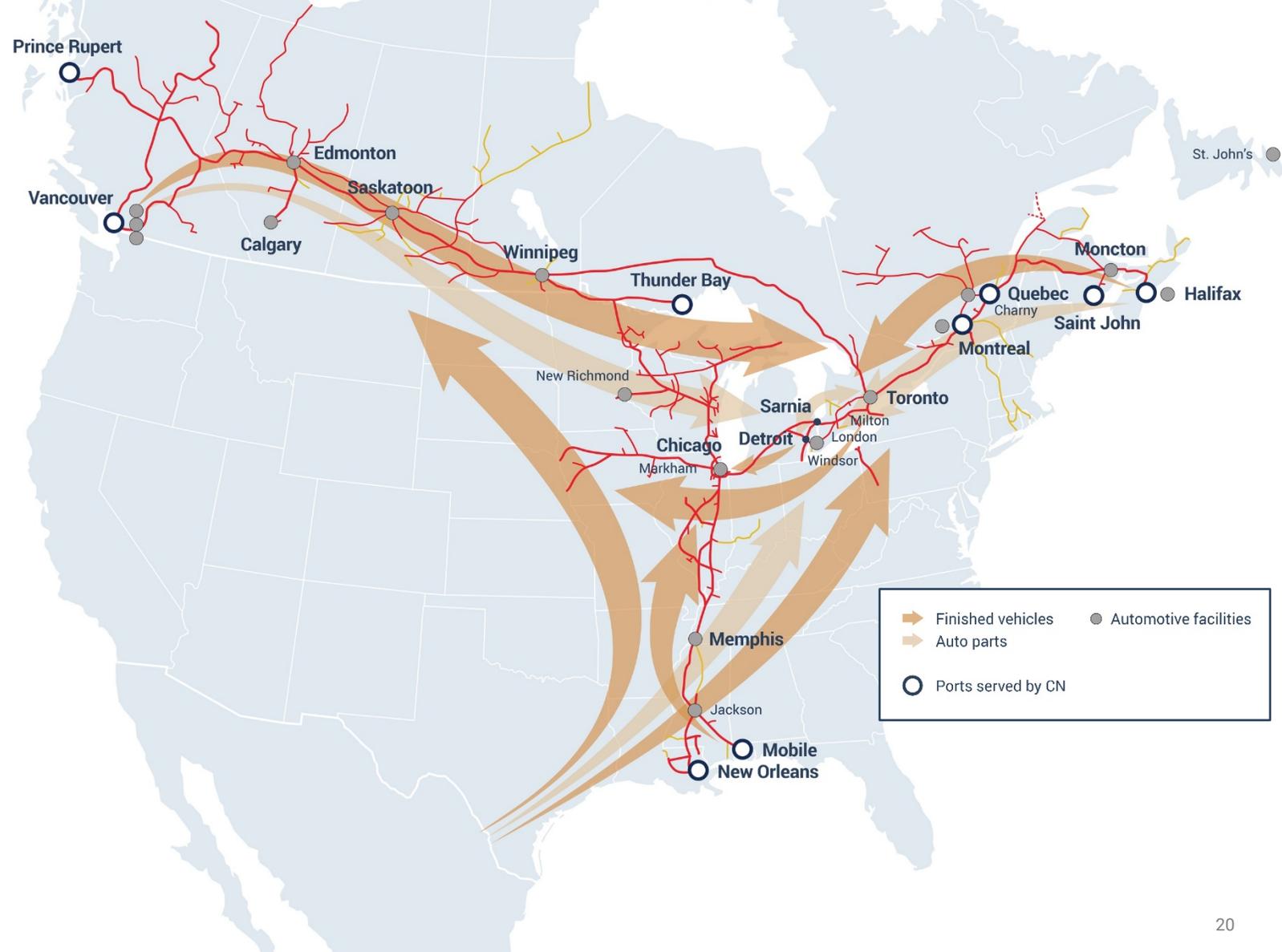
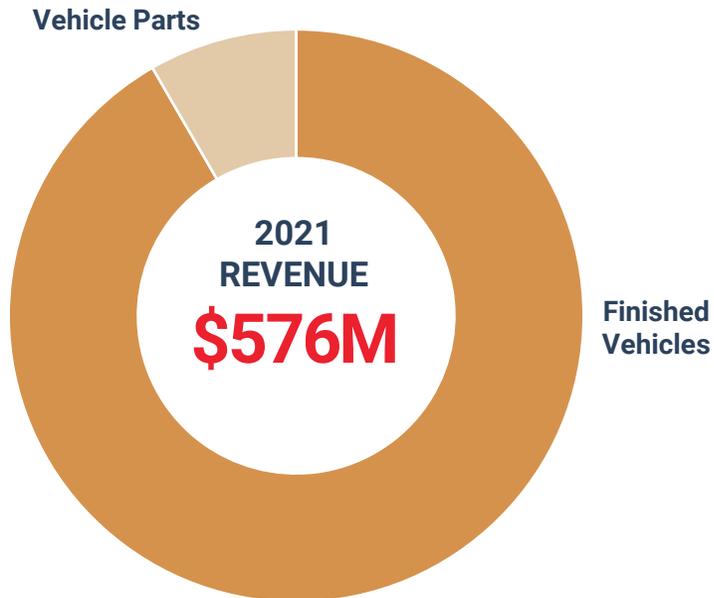
- Supply chain collaboration agreements with key ports ensures maximum efficiency for International Intermodal customers
- CargoCool® has one of Canada's largest reefer fleets



Automotive

New storefronts and capacity expansions

- New auto compound in New Richmond, WI (operational March 2021) to access Minnesota market with direct, single-line CN service
- AutoMobile International Terminal (2021) – Roll-on/Roll-off (RORO) terminal for imports and short sea shipping from Mexico, conducive to CN rail network to/from Canada and Midwest markets
- Chip shortage and supply chain disruptions have hampered current production levels



International Intermodal – leveraging the 3-coast access



CN-EXCLUSIVE SERVED

PORT OF PRINCE RUPERT

1.6M TEU capacity (+200K by 2024)

PORT OF VANCOUVER (4 terminals)

- Deltaport [GCT Canada]
- Vanterm [GCT Canada]
- Centerm [DP World]
- Fraser Surrey [DP World]

5.M+ TEU capacity

CN-EXCLUSIVE SERVED

PORT OF HALIFAX (2 terminals)

- PSA Halifax Atlantic Hub
- PSA Halifax Fairview Cove

1.15M TEU capacity

PORT OF SAINT JOHN

0.15M TEU capacity
(1.1M TEUs by ~2024)

PORT OF MONTREAL (4 terminals)

- Maisonneuve [Termont]
- Viau [Termont]
- Racine [Montreal Gateway Terminals]
- Cast [Montreal Gateway Terminals]

1.85M TEU capacity
New terminal (+1.15M TEUs by ~2024)

PORT OF NEW ORLEANS (2 terminals)

- Napoleon Avenue [Ports America]
- Mississippi River Intermodal Terminal

840K TEU capacity (+160K by 2024)

PORT OF MOBILE

650K TEU capacity

3 Coast access

23 Intermodal terminals

Access to **9** port operations



- CN intermodal terminals
- CN-served ports

Domestic Intermodal

Well-positioned to capitalize on the future of e-commerce

Member of EMP (1)

- CN is the Sole Canadian partner in UP/NS EMP Program
- Providing nationwide supply chain flexibility
- Reducing empty container movements and extending reach

Interline & Wholesale Partnerships

- Extending reach and developing new markets
- Truck-to-rail conversion
- Offering numerous channels for retailers, e-commerce, industrials

CargoCool®

- 1,000 CN-owned next generation refrigerated containers
- Door-to-door latest tracking technology

Domestic Repositioning Program

- Providing capacity to domestic shippers and reducing inland cost for ocean carriers



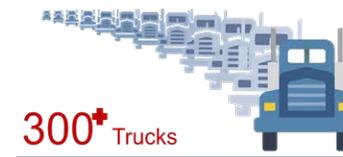
GHG Reduction Moving Freight by Rail Instead of Truck



Railroads are Approximately Four to Five Times More Fuel Efficient Than Trucks



One Train Can Move on Average a Tonne of Freight more than 220 km on a single litre of fuel



A Single Freight Train Can Replace Over 300 Big Trucks



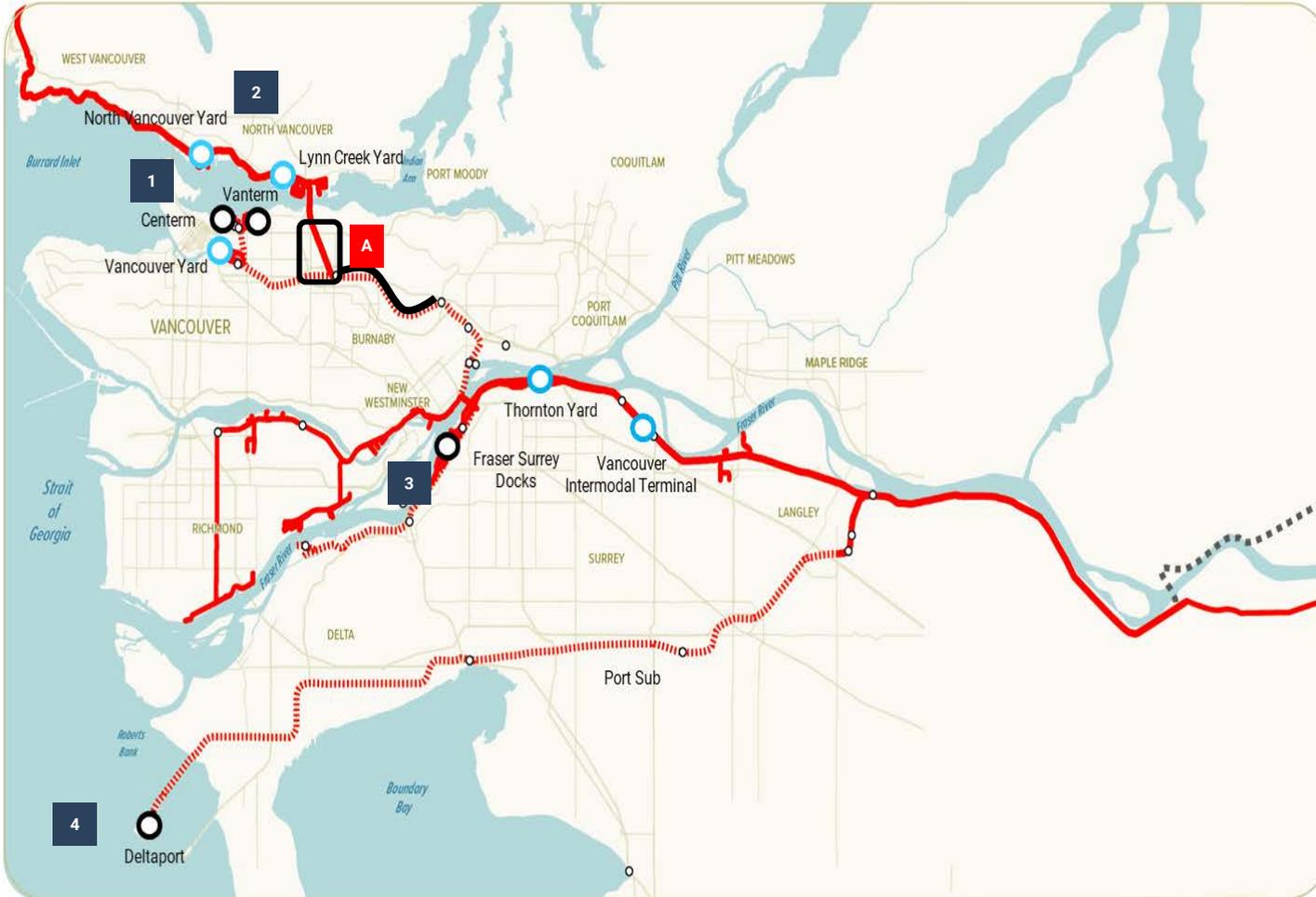
MOU in place to acquire Zero-Emission trucks from Lion Electric Co.

(1) EMP – Equipment management program

Canadian West Coast port strategy



Vancouver – Investing to accommodate growth



Customer investments – Over \$2B in private sector investments

- 1** **Centerm** – 0.9M TEU capacity (planned increase to 1.5M in 2023)
Vanterm – 1.1M TEU capacity
- 2** **Neptune** – investments to support incremental coal and potash capacity
Fibreco – legacy wood pellet facility, addition of grain capacity
Cargill – terminal handles wheat, durum, canola, barley, and grain by-products
Richardson International Ltd – major exporter of canola and cereal grains
G3 – newest high-efficiency grain terminal with 8MMT capacity
- 3** **Fraser Surrey Docks** – 400k TEU capacity; new Fraser Grain Terminal 4MMT grain export capacity
- 4** **Deltaport** – recent enhancements increased capacity to 2.4M TEU; potential future additional capacity through Berth 4 project and new second terminal at Roberts Bank (T2)

Rail investments, jointly funded by CN, Port of Vancouver and Canadian Federal Government

- A** Improving rail access to North Shore
 - 5.8 km staging track
 - Tunnel ventilation improvements
 - Grade separation

Canadian West Coast port strategy



Prince Rupert – a diverse-commodity logistics ecosystem with room to grow

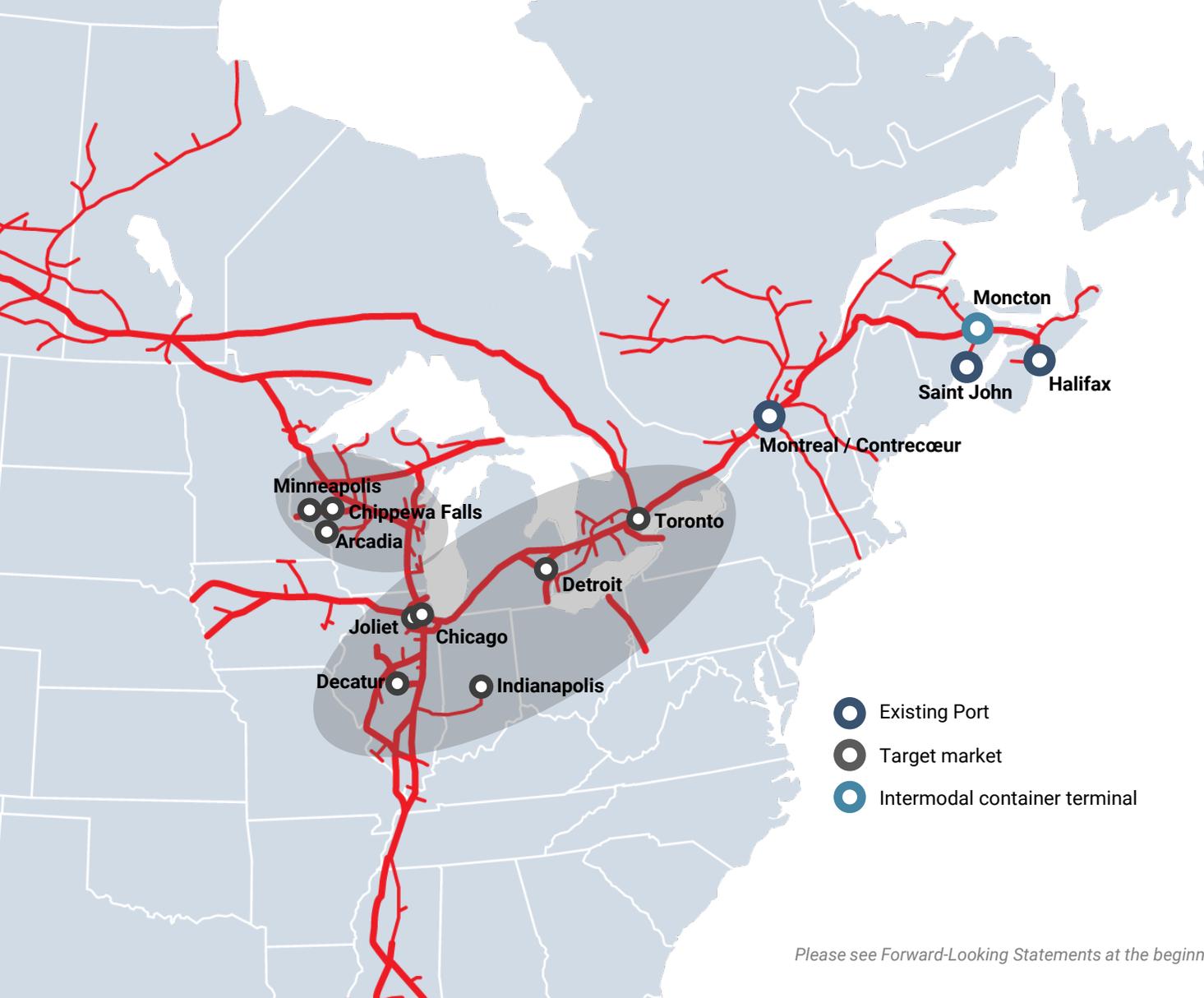
Opportunities

Projects	Est. Timeline	Status
Prince Rupert Marine Fuels (Marine fuel delivery service)	Q3 2023	Under Construction
Fairview Terminal Expansion +200K for total 1.8M TEUs	Q3 2024	In progress
Ridley Island Export Logistics (Large scale innovative export transloading: Resin, Lumber, Agri)	2025	In Development
South Kaien Logistics Park (Transloading & Warehousing)	2025	In Development
Vopak Pacific Canada (New Liquid Bulk Storage and Export Facility)	2025	In Development
Second Container Terminal up to 2.0M TEUs	To be Determined	Feasibility Study



Canadian East Coast port strategy

Emulating the success of our Prince Rupert model



Leveraging our Eastern network capacity

- Ability to accommodate additional volumes with little incremental capex
- Network flexibility to accommodate shifting global trade flows
- East Coast port developments aim to capture growth from ultra large container vessels
- Canadian East Coast ports offer competitive gateways for Southeast Asia, Europe and the Mediterranean
- Partnering with Eastern Canadian port operators to develop market competitive end-to-end service to the U.S. Midwest and Ontario
- Strategic marketing partnership with PSA Halifax, the owner-operator of both Halifax container terminals

Please see Forward-Looking Statements at the beginning of the presentation for a summary of important risk factors.

Halifax – Well-positioned for growth



- Halifax can replicate the success of the “Prince Rupert” model
 - Drive incremental volumes through our uncongested Eastern gateway
 - Leveraging existing port infrastructure to handle growth
- CN-PSA Halifax partnership: founded on growth
- Fast and reliable in-land reach



Transit times from Halifax	
Montreal	26 hours
Toronto	35 hours
Detroit	59 hours
Chicago	56 hours

Best transit times from any East Coast port

Our Investments in Technology for Safety and Efficiency

Advanced technology is our next strategic driver of value

Improving safety

Creating capacity

Reducing costs

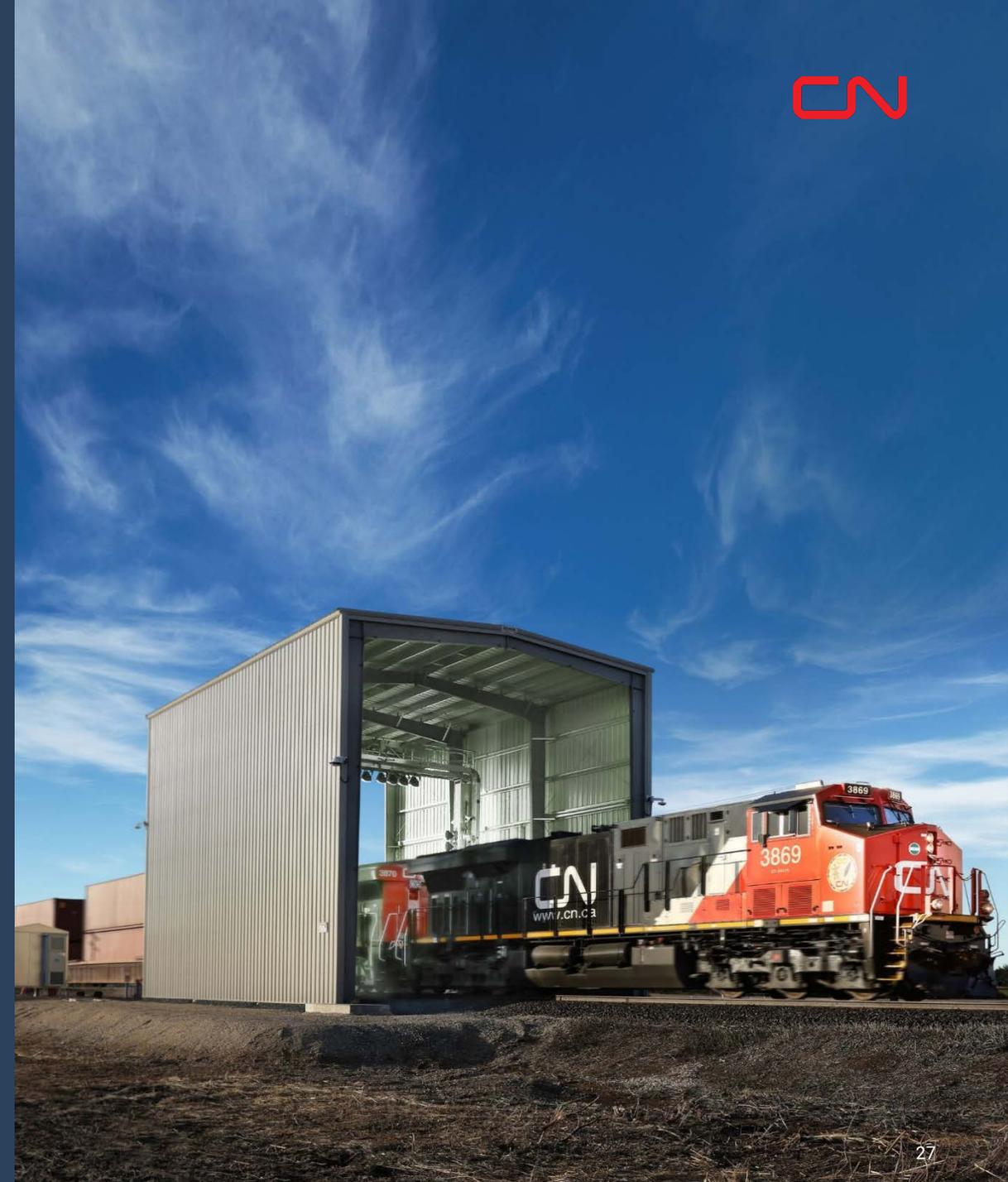
Driving service reliability

View the following videos for more information on our Autonomous Track Inspection Program (ATIP):

<https://vimeo.com/339797564>

View the following videos for more information on our Autonomous Inspection Portal (AIP):

<https://vimeo.com/318470493/a0672543fd>



Embracing technology

Our next strategic driver of value



Improving safety, creating capacity, reducing costs and driving service reliability



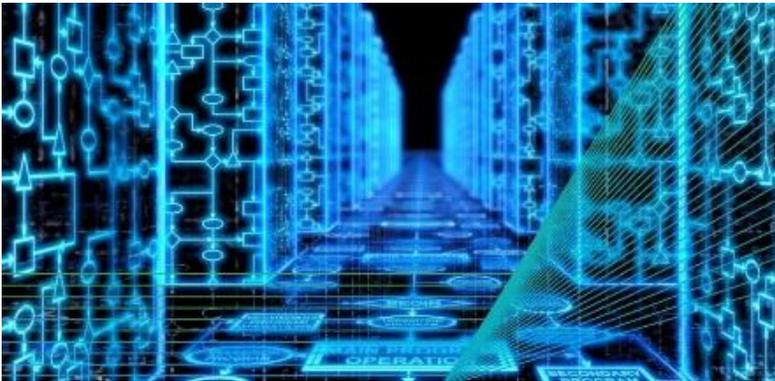
Autonomous Track Inspection Program



Automated Inspection Portals



Handheld Technology for Conductors



Enterprise Automation



Handheld Technology for Car Mechanics



**Cloud Transformation Program
(Google Cloud Partnership)**

Our commitment to building a sustainable future

Delivering Responsibly is at the heart of how CN is building for a sustainable future

It means moving customer goods safely and efficiently, being environmentally responsible, attracting and developing the best railroaders, helping build safer, stronger communities, while adhering to the highest governance standards

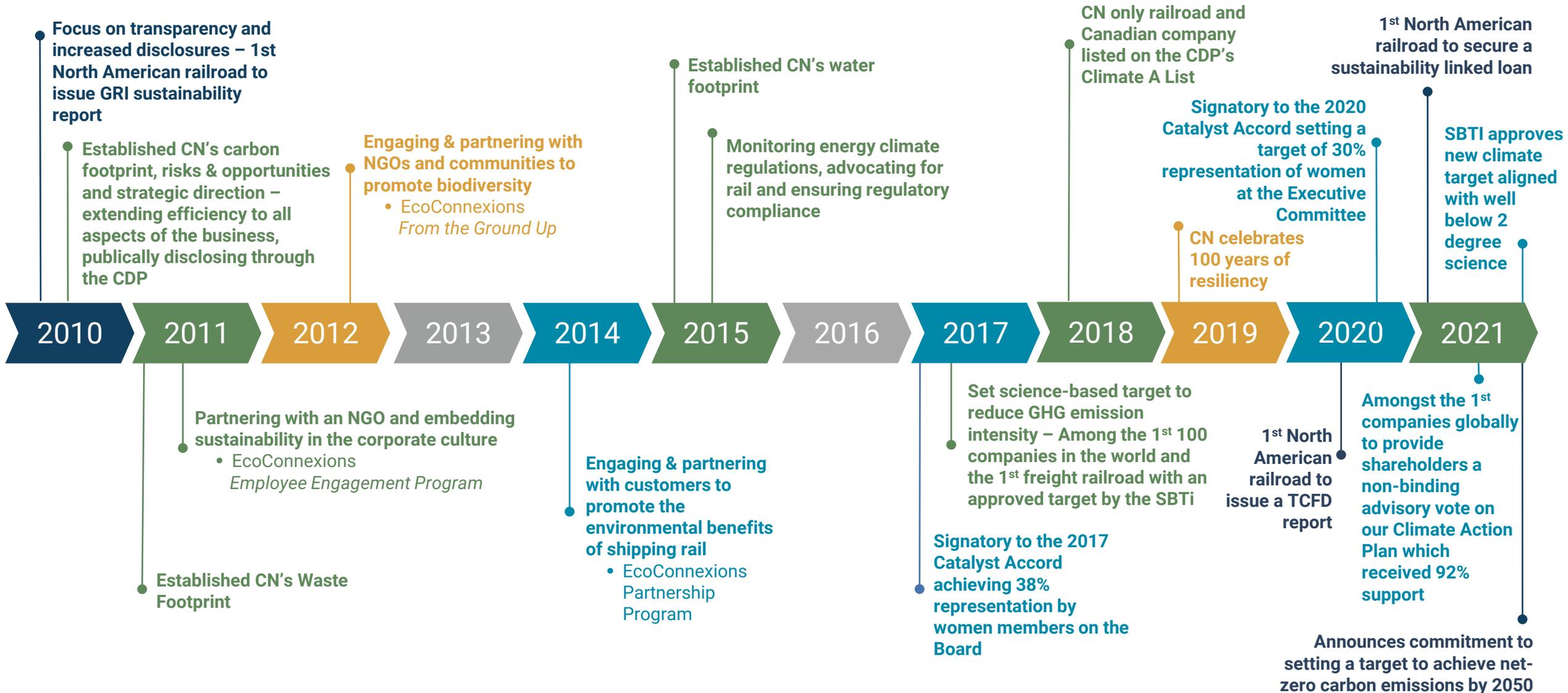
We are raising our game to deliver for a sustainable future, to make a meaningful difference for our people, our customers and the many communities where we operate

For more information on CN's sustainability initiatives, reporting and disclosures, please visit:

<https://www.delivering-responsibly.cn.ca/>



Our sustainability journey



Focused on creating value

Our approach to a more sustainable future

Aligned to United Nations' sustainable development goals



Environment

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

Safety

Aim to be the safest railroad in North America by establishing an uncompromising safety culture and driving continuous improvement in risk reduction

People

Provide a safe, supportive and diverse work environment where our employees can grow to their full potential and be recognized for their contributions to our success

Community

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

Governance

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

Memberships & commitments



Reporting conformance to the GRI Standards: Core Option



Adopting the TCFD recommendations in our reporting



Reporting conformance to the SASB, Rail Transportation Standards



Responding to the CDP on actions to cut emissions, mitigate climate risks and develop the low-carbon economy



CN is the first North American railroad to formally commit to setting a net-zero target by joining the United Nations' Race To Zero campaign which brings together net zero commitments from a range of leading networks and initiatives



The Science Based Targets initiative (SBTi) defines and promotes best practice in science-based target setting and independently assesses and approves companies' targets.



CN is the first North American railroad to formally commit to setting a net-zero target by joining the Business Ambition for 1.5°C, a global coalition set up by the UN Global Compact, the Science Based Targets initiative, and We Mean Business



CN is a participant to the Government of Canada's Net-Zero Challenge which encourages companies to develop and implement credible and effective plans to transition their facilities and operations to net-zero emissions by 2050



CN's approach to sustainability aligns with the United Nations Sustainable Development Goals (SDGs)



CN is a participant to the UN Global Compact initiative – a voluntary leadership platform for the development, implementation and disclosure of responsible business practices.



Member of the World Index since 2012 and the North America Index since 2009

Increasing focus on diversity, equity and inclusion



As we prepare the next generation of railroaders, our focus is to attract diverse top talent, onboard and coach them successfully, and to create an environment in which our employees can grow to their full potential and be recognized for their contributions to our success.



- Establishing Metrics and Tracking Accountability
- Educating and Training (unconscious bias, inclusive leadership, cultural awareness training on Indigenous issues)
- Expanding Employee Resource Groups
- Increasing Communication
- Equal Remuneration
- Leveraging Sustainability for Greater Employee Engagement

A renewed board of directors



Shauneen Bruder
Chair of the Board

Director since Apr 2017
Independent

Top competencies

- 2
- 5
- 8
- 10



Jo-ann dePass Olsovsky

Director since Oct 2021
Independent

Top competencies

- 2
- 5
- 6
- 10



David Freeman

Director since May 2022
Independent

Top competencies

- 2
- 4
- 6
- 8



Denise Gray

Director since Apr 2021
Independent

Top competencies

- 2
- 5
- 6
- 8



Justin Howell

Director since Apr 2021
Independent

Top competencies

- 1
- 9
- 11
- 12



Susan Jones

Director since May 2022
Independent

Top competencies

- 2
- 3
- 7
- 12



Robert Knight

Director since May 2022
Independent

Top competencies

- 1
- 6
- 8
- 9



Michael Letellier

Director since Oct 2022
Independent

Top competencies

- 1
- 2
- 8
- 12



The Honourable Kevin Lynch

Director since Apr 2014
Independent

Top competencies

- 1
- 3
- 7
- 8



Margaret McKenzie

Director since Oct 2020
Independent

Top competencies

- 1
- 4
- 8
- 12



Robert Philips

Director since Apr 2014
Independent

Top competencies

- 2
- 6
- 8
- 9



Tracy Robinson

Director since Feb 2022
Non-Independent

Top competencies

- 1
- 2
- 6
- 8

Key Competencies

- | | |
|--|--|
| <ul style="list-style-type: none"> 1 Finance / Accounting / Investor Relations 2 CEO / Executive leadership experience 3 Government / Regulatory / Public Policy / Legal 4 Risk management and Safety 5 Tech / Innovation / Artificial intelligence / Cyber security 6 Transport Industry / Logistics / Supply chain | <ul style="list-style-type: none"> 7 People and talent mgmt. / Organized labour / D&I 8 Strategic planning 9 Corporate governance / public company experience 10 Customer experience / Sales / Marketing 11 International / Global experience and perspective 12 ESG |
|--|--|

Our goal of driving shareholder value creation

Sustainable financial performance through profitable top-line growth, strong free cash flow and adequate return on invested capital

Strong balance sheet and disciplined approach to capital allocation

Ability to adjust resources through economic cycles

Capital investments support the safety of our network, improve efficiency and resilience, and enable growth

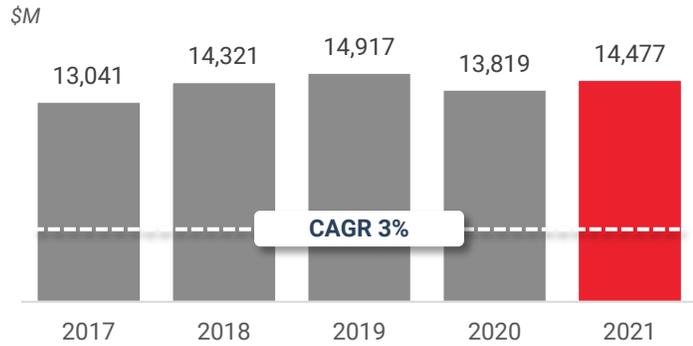
CN is also focused on returning value to shareholders through dividend payments and share repurchases



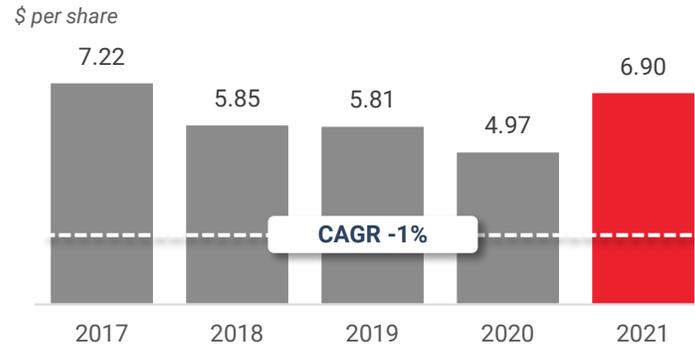
Financial performance



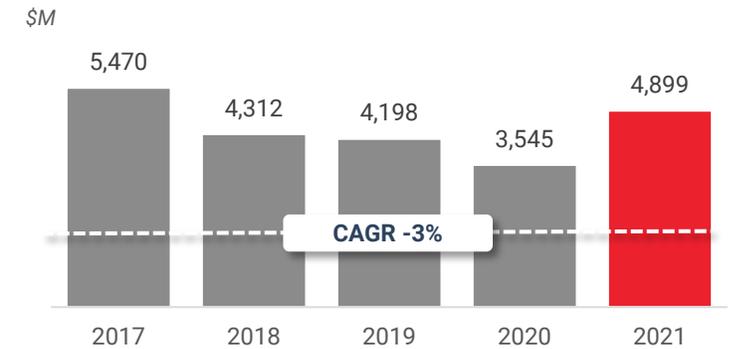
Total Revenues



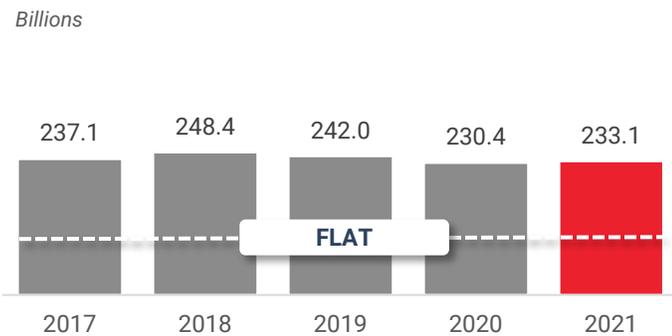
Diluted EPS ⁽¹⁾



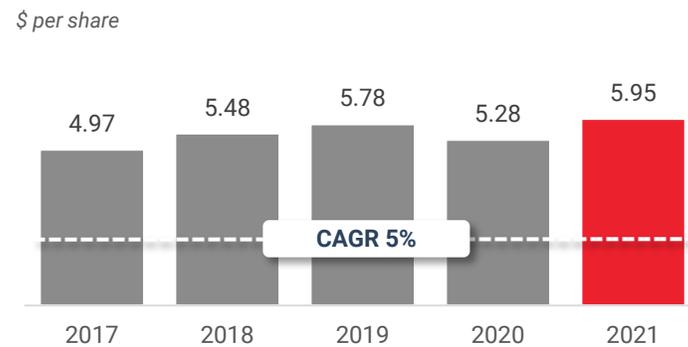
Net Income ⁽¹⁾



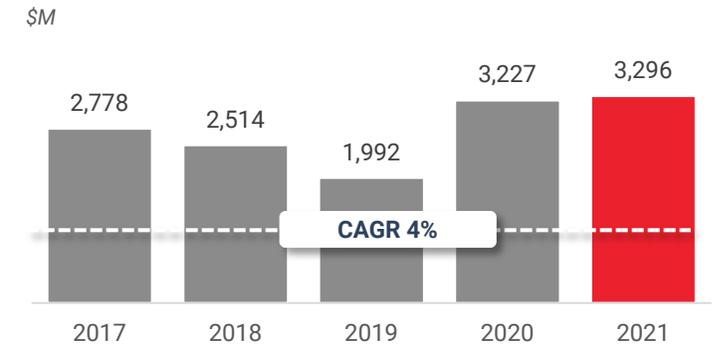
Volumes (revenue ton miles)



Adjusted Diluted EPS ⁽¹⁾⁽²⁾



Free Cash Flow ⁽³⁾



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

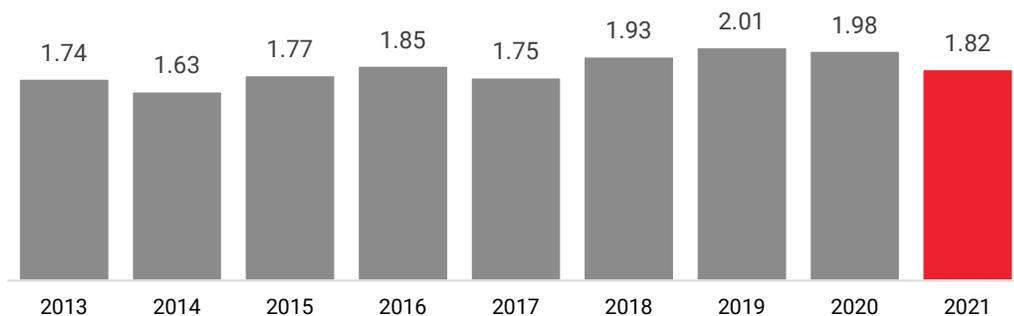
(2) Adjusted to exclude items affecting the comparability of results. This non-GAAP measure does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. Please see website, Financial Results, www.cn.ca/financial-results, for an explanation of these non-GAAP measures.



Maintaining a strong balance sheet

Prudent financial management

Adjusted debt-to-adjusted EBITDA multiple ⁽¹⁾



Investment Grade Credit Ratings ⁽²⁾

Rating agency	Long-term debt rating	Commercial Paper Rating
DBRS Morningstar	A	R-1 (low)
Moody's	A2	P-1
S&P Global Ratings	A	A-1

(1) Please see website, Financial Results, www.cn.ca/financial-results, for an explanation of this non-GAAP measure.

(2) As at December 31, 2021



Disciplined approach to capital investments

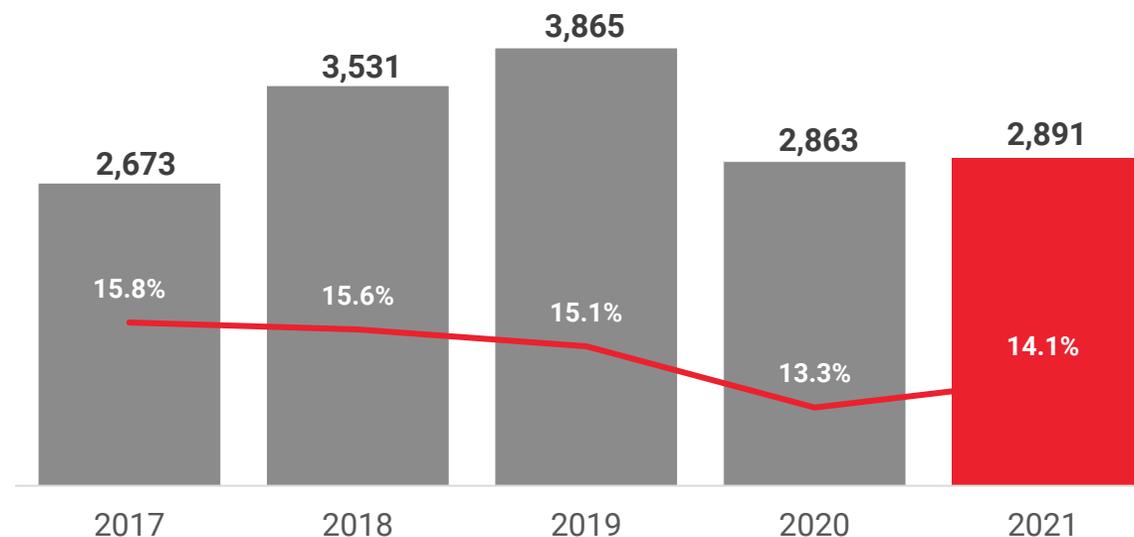
Investing to support our business and committed to investing for the long-term



- CN invests to support the safety of our network, improve efficiency and resilience, and enable growth
 - Investments to increase capacity and enable long-term growth and improve network resiliency, including line capacity upgrades and information technology, with a focus on automation and innovation
 - Investments in equipment, including new, more fuel-efficient locomotives and higher-capacity grain hopper cars
 - Consistent annual investments in maintenance capital to ensure the safety and integrity of the network, particularly track infrastructure, including replacement of rail ties, rail, plus bridge work and other general track maintenance
- CN is leveraging technology to reduce its total capital intensity to ~17% of revenues beginning in 2022
 - Improved inspection data through advanced technologies like the autonomous track inspection program (ATIP) improves information on asset health, allowing for more targeted capital maintenance programs without compromising the safety of the network
 - CN will continue to invest opportunistically in growth projects that exceed our return threshold

Capital Investments and Adjusted ROIC ⁽¹⁾

in \$M & % respectively



Capital investments as a percentage of revenues



(1) Please see the Appendix for an explanation of this non-GAAP measure.

Infrastructure and equipment investments to support growth



20+ siding projects and 150+ miles of double track since 2016

- Siding projects enhance Prince Rupert corridor capacity
- Double track projects improve network capacity and fluidity
- Continuously adapting fleet needs to accommodate expected demand
 - Nearly 300 locomotives added since 2019 to increase capacity and upgrade the fleet
 - Added 3,000 high-capacity new-build grain hopper cars in last three years with a further 3,000 to be delivered through 2025



Driving sustainable, profitable growth

Rewarding shareholders

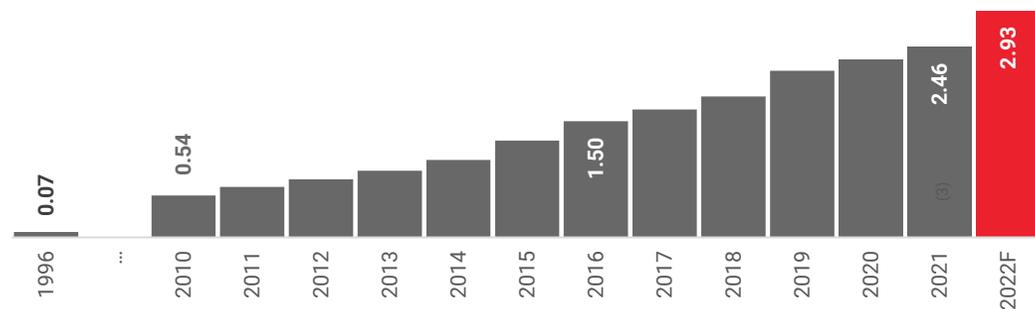
Consistent dividend growth and opportunistic approach to share repurchases



26 consecutive years of dividend growth

- Dividend has increased every year since 1995 IPO
- 16% cumulative annual growth rate in dividend per share since first dividend paid in 1996
- 19% increase in dividend for 2022 announced in January
- 41% adjusted dividend payout ratio in 2021 ⁽¹⁾

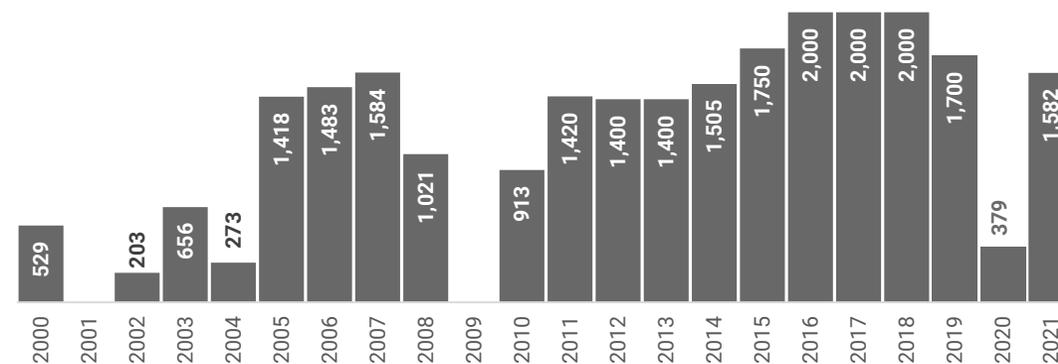
Annual dividend payout (\$ per share)
(adjusted for stock splits)



Opportunistic share repurchases

- Over \$25B of share repurchases since 2000
- New Normal Course Issuer Bid (NCIB) in the range of \$5B for up to 42 million common shares from February 1, 2022 to January 31, 2023 ⁽²⁾

Share repurchases
(in \$M)



(1) Please see the Appendix for an explanation of this measure.

(2) Please see Forward-Looking Statements at the beginning of the presentation for a summary of important risk factors.

New 2022 financial outlook ⁽¹⁾



- Now expect to deliver approximately 25% adjusted diluted EPS growth and FCF of approximately \$4.2B
- Continuing to target a full-year operating ratio below 60% and ROIC at 15%
- Assuming full-year low single-digit volume growth (RTMs)

Adjusted Diluted EPS ⁽²⁾ Growth

 **~25%**

Previously  **15% - 20%**

Full-year Free Cash Flow ⁽²⁾

~\$4.2B

Previously **\$3.7B - \$4.0B**

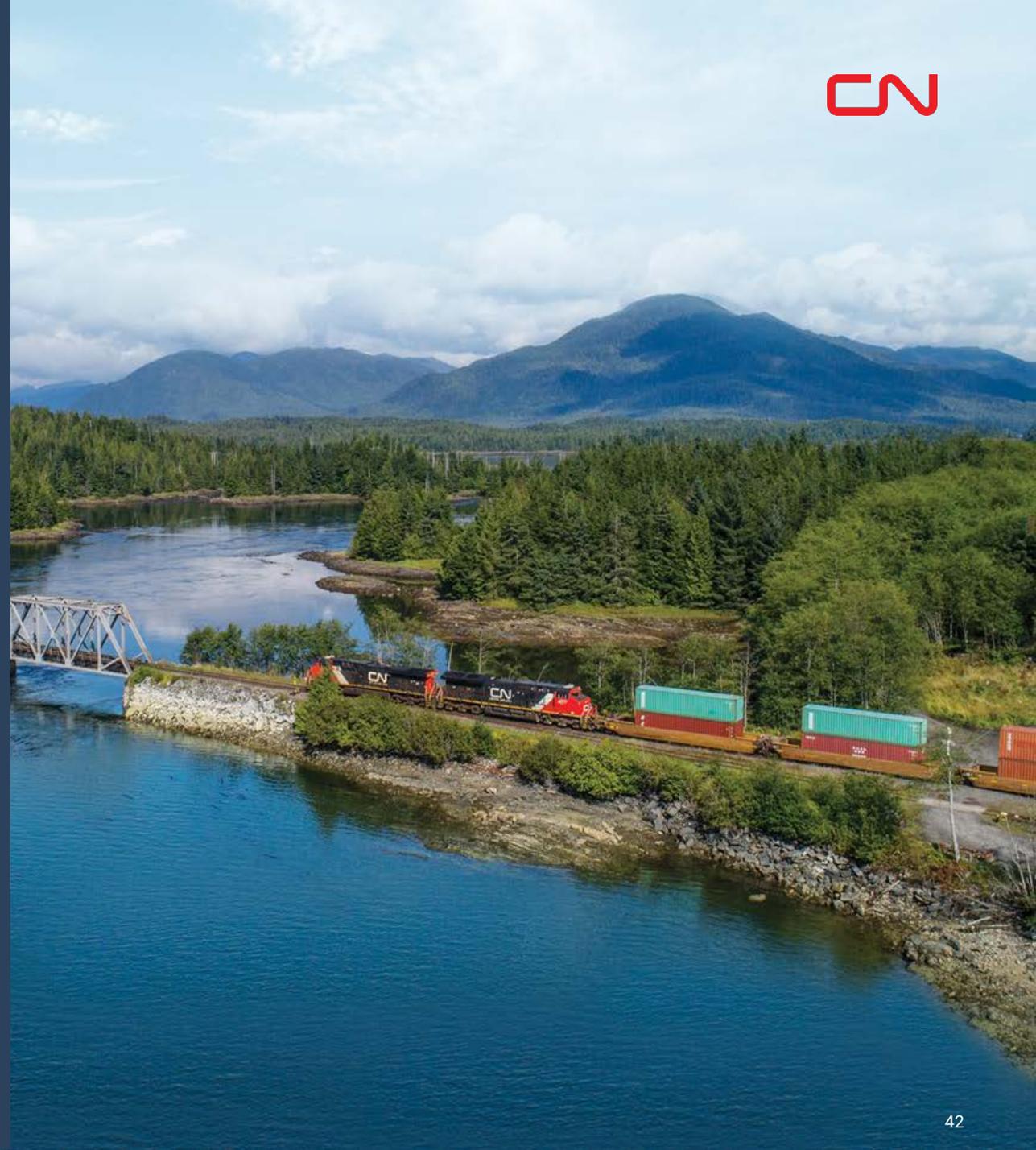
Full-year ROIC ⁽²⁾

~ 15%

⁽¹⁾ Please see Forward-Looking Statements at the beginning of the presentation for a summary of key assumptions and important risk factors underlying CN's financial outlook.

⁽²⁾ CN's full-year adjusted diluted EPS outlook, ROIC outlook and free cash flow outlook 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 on its adjusted diluted EPS, ROIC or free cash flow because these items, 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 adjusted diluted EPS outlook, its ROIC outlook or its free cash flow outlook.

Appendix



Financial highlights



	2017	2018	2019	2020	2021	CAGR
Total revenues (\$M)	13,041	14,321	14,917	13,819	14,477	3%
Total revenue ton miles (RTMs) (B)	237.1	248.4	242.0	230.4	233.1	Flat
Operating income (\$M)	5,243	5,493	5,593	4,777	5,616	2%
Net income (\$M) ⁽¹⁾	5,470	4,312	4,198	3,545	4,899	-3%
Adjusted net income (\$M) ⁽¹⁾⁽²⁾	3,764	4,040	4,171	3,767	4,225	3%
Diluted earnings per share (\$) ⁽¹⁾	7.22	5.85	5.81	4.97	6.90	-1%
Adjusted diluted earnings per share (\$) ⁽¹⁾⁽²⁾	4.97	5.48	5.78	5.28	5.95	5%
Free cash flow (\$M) ⁽²⁾	2,778	2,514	1,992	3,227	3,296	4%
Operating ratio (%)	59.8	61.6	62.5	65.4	61.2	
Adjusted operating ratio (%) ⁽²⁾	59.8	61.5	61.7	61.9	61.2	
Share repurchases (\$M)	2,000	2,000	1,700	379	1,582	
Dividends per share (\$)	1.65	1.82	2.15	2.30	2.46	11%
Adjusted debt-to-adjusted EBITDA multiple (times) ⁽²⁾	1.75	1.93	2.01	1.98	1.82	
Return on Invested Capital (ROIC) (%) ⁽¹⁾⁽³⁾	22.4	16.6	15.2	12.7	16.4	
Adjusted ROIC (%) ⁽¹⁾⁽²⁾	15.8	15.6	15.1	13.3	14.1	

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

(2) Adjusted to exclude items affecting the comparability of results. 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. Please see website, Financial Results, www.cn.ca/financial-results, for an explanation of these non-GAAP measures.

(3) Please see the Appendix – Non-GAAP measures for an explanation of this non-GAAP measure.

Non-GAAP measures



This presentation makes reference to non-GAAP measures that do not have any standardized meaning prescribed by GAAP, including adjusted dividend payout ratio, ROIC and adjusted ROIC. These non-GAAP measures may not be comparable to similar measures presented by other companies. These non-GAAP measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP.

Adjusted dividend payout ratio

Management believes that the adjusted dividend payout ratio is a useful measure of the Company's financial strength as it demonstrates the sustainability of the Company's dividend payments. The Company calculates the dividend payout ratio as dividends divided by net income. The Company calculates the adjusted dividend payout ratio as dividends divided by adjusted net income.

In \$M, unless otherwise indicated

	2017	2018	2019	2020	2021
Dividends	1,239	1,333	1,544	1,634	1,740
Net income ⁽¹⁾	5,470	4,312	4,198	3,545	4,899
Dividend payout ratio (%)	22.7	30.9	36.8	46.1	35.5
Dividends	1,239	1,333	1,544	1,634	1,740
Adjusted net income ⁽¹⁾⁽²⁾	3,764	4,040	4,171	3,767	4,225
Adjusted dividend payout ratio (%)	32.9	33.0	37.0	43.4	41.2

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

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Non-GAAP measures



ROIC and Adjusted ROIC

ROIC and adjusted ROIC are useful measures for management and investors to evaluate the efficiency of the Company's use of capital funds and allow investors to assess the operating and investment decisions made by management. The Company calculates ROIC as return divided by average invested capital, both of which are non-GAAP measures. Return is defined as Net income plus interest expense after-tax, calculated using the Company's effective tax rate. Average invested capital is defined as the sum of Total shareholders' equity, Long-term debt and Current portion of long-term debt less Cash and cash equivalents, and Restricted cash and cash equivalents, averaged between the beginning and ending balance over the last twelve-month period. The Company calculates adjusted ROIC as adjusted return divided by average invested capital, both of which are non-GAAP measures. Adjusted return is defined as adjusted net income plus interest expense after-tax, calculated using the Company's adjusted effective tax rate. Return, average invested capital, ROIC, adjusted return and adjusted ROIC do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

In \$M, unless otherwise indicated

	2017	2018	2019	2020	2021
Net income ⁽¹⁾	5,470	4,312	4,198	3,545	4,899
Interest expense	481	489	538	554	610
Tax on interest expense	(124)	(116)	(120)	(120)	(139)
Return ⁽¹⁾	5,827	4,685	4,616	3,979	5,370
Average invested capital	26,019	28,192	30,350	31,353	32,673
ROIC (%) ⁽¹⁾	22.4	16.6	15.2	12.7	16.4
Adjusted net income ⁽¹⁾⁽²⁾	3,764	4,040	4,171	3,767	4,225
Interest expense	481	489	538	554	610
Less: Amortization of bridge financing and other fees	-	-	-	-	(97)
Tax on interest expense less amortization of bridge financing and other fees	(124)	(120)	(131)	(137)	(123)
Adjusted return ⁽¹⁾⁽²⁾	4,121	4,409	4,578	4,184	4,615
Average invested capital	26,019	28,192	30,350	31,353	32,673
Adjusted ROIC (%) ⁽¹⁾⁽²⁾	15.8	15.6	15.1	13.3	14.1

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

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5-year revenue summary



<i>(in \$ millions)</i>	2017	2018	2019	2020	2021	CAGR	% of 2021 revenue
Petroleum & chemicals	2,208	2,660	3,052	2,631	2,816	6%	20%
Metals and minerals	1,523	1,689	1,643	1,409	1,548	Flat	11%
Forest products	1,788	1,886	1,808	1,700	1,740	-1%	12%
Coal	535	661	658	527	618	4%	4%
Grain and fertilizers	2,214	2,357	2,392	2,609	2,475	3%	17%
Intermodal	3,200	3,465	3,787	3,751	4,115	6%	28%
Automotive	825	830	858	591	576	-9%	4%
Total freight revenues	12,293	13,548	14,198	13,218	13,888	3%	96%
Other Revenue	748	773	719	601	589	-6%	4%
Total revenues	13,041	14,321	14,917	13,819	14,477	3%	100%

- Well-diversified book of business
- Consistent top line performance
- Well-positioned for continued growth

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 For more information, please visit www.cn.ca/en/investors/investor-contacts.

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