

FW: Canadian National Railway Company

Tavengwa Runyowa <law@runyowa.com>

Tue 2021-03-23 2:58 PM

To: Brandon Cain <brandon.cain@runyowa.com>

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From: Jean Marc Huot <jmhuot@stikeman.com>

Date: Tuesday, March 23, 2021 at 9:24 AM

To: Tavengwa Runyowa <law@runyowa.com>

Subject: Canadian National Railway Company

Dear Mr. Runyowa,

As previously mentioned in our correspondence to you, CN has accepted to include your client's two shareholder proposals in its Management Proxy Circular for the upcoming annual general meeting of CN's shareholders scheduled for April 27, 2021. The text of the shareholder proposals as well as the supporting statements, as submitted by you on behalf of your client, will appear in the Circular in their entirety.

Accordingly, CN has complied with any obligations that it may have under the Canada Business Corporations Act in respect of your client's proposals. CN's response to the proposals will be included in the Circular and your client will have access to it in the same manner and at the same time as all other CN shareholders. Your client will also be in a position to participate in the meeting in the same manner as all shareholders and subject to the same limits as to time allotted for interventions. The details of the functioning of the meeting on the virtual platform will be included in the Circular. The Meeting will be governed by the customary rules of corporate procedure, and your client will be permitted to briefly present her proposals within the allotted time limits. Once the Circular will have become public this week, I will be available to answer questions that you may have in respect of the mechanics of the Meeting.

The other points that you raise in your email are not in our view related to the presentation of shareholder proposals at a meeting of shareholders under the Canada Business Corporations Act. Rest assured that CN's Board of Directors is fully cognizant of its fiduciary duties and fully complies with them at all times.

Yours truly,

Jean Marc Huot

Jean Marc Huot
514 397-3276
jmhuot@stikeman.com

De : Tavengwa Runyowa <law@runyowa.com>

Envoyé : Friday, March 12, 2021 2:19 AM

À : Jean Marc Huot <jmhuot@stikeman.com>

Cc : Pam Fraser <pamalama2@gmail.com>; Christina Bender <christina.bender@runyowa.com>; Brandon Cain <brandon.cain@runyowa.com>

Objet : Re: Canadian National Railway Company

Dear Mr. Huot,

Please confirm if the CN Railway Board intends to respond to my emails of March 1, 2021 and March 2, 2021. Particularly, we sought to know:

1. Whether CN Railway has internal policies to ensure the independence of the CN Police from corporate management, and when we can expect to receive copies of those policies. Mr. Fin and Ms. Circelli insisted that CN has such policies during our teleconference of January 13, 2021. We need the policies and any other documents verifying their application in practice in order to prepare Ms. Fraser's presentation to the CN Railway shareholders. Ms. Fraser wants to ensure that all the shareholders have access to records that will help them to determine whether her proposal on police independence replicates the current system as Mr. Finn and Ms. Circelli stated.
2. We would also like to know whether the CN Railway Board intends to support or oppose Ms. Fraser's two shareholder proposals. We understand that the management circular will be released in the next couple of weeks or so. Ms. Fraser would appreciate as much notice as possible as the Board's response may affect how she prepares for her presentation at the shareholder meeting.
3. When will the CN Railway Board address the issue of transforming the CN Police into a private security company, and adopting a contract policing model to ensure separation of CN Railway's law enforcement and commercial functions?
4. We need confirmation that CN Railway will accommodate both Ms. Fraser and myself in presenting her two shareholder proposals at the April 27, 2021 shareholder meeting.

We are confident that the tide is turning against the notion of private police forces in Canada and the United States. Ms. Fraser and many other shareholders believe that it is commercially and legally beneficial for the railway companies to proactively take the initiative to end this corporate ownership of police forces.

We look forward to the Board's response to all the above.

Thank you,

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From: Jean Marc Huot <jmhuot@stikeman.com>
Date: Friday, February 26, 2021 at 1:20 PM
To: Tavengwa Runyowa <law@runyowa.com>
Subject: Canadian National Railway Company

Mr. Runyowa,

Please see the attached letter.

Jean Marc Huot
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