

Re: Canadian National Railway Company

Tavengwa Runyowa <law@runyowa.com>

Wed 2021-02-17 6:01 PM

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

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

 1 attachments (185 KB)

LETTER TO MR. JEAN MARC HUOT REGARDING MS. PAMELA FRASER'S SHAREHOLDER PROPOSALS FOR 2021 MANAGEMENT CIRCULAR.pdf;

Dear Mr. Huot,

On February 8, 2020, I emailed you the attached letter regarding Ms. Pamela Fraser's two shareholder proposals that the CN Railway Board agreed to include in its upcoming circular to the company's shareholders. My letter sought the Board's clarification of whether:

1. The Board intends to formally endorse Ms. Fraser's proposals in the circular and at the meeting;
2. The Board will also endorse and advance Ms. Fraser's other requests to the CN Railway Board i.e. for the Board to initiate the process of transforming the CN Police into a private security company and/or to adopt a contract policing model (effectively ending the private police force in its current incarnation);
3. The Board will provide us with CN Railway's internal policy for ensuring the independence of the CN Police from its corporate parent (a policy that during our January 13, 2021 teleconference call, Ms. Circelli and Mr. Finn insisted the company has always had).
4. The Board will confirm when the upcoming shareholder circular will be distributed, when this year's (2021) annual meeting will be held, and the logistics to allow Ms. Fraser to present her proposals to shareholders at the upcoming meeting, and to adequately prepare.

The Board's positions on the above issues directly affect Ms. Fraser's legal interests. The Board's responses will affect the nature and scope of the steps that Ms. Fraser takes to protect and advance them. We ask for the CN Railway Board's response to the above by **5pm EST on Wednesday, February 24, 2021**.

Thank you,

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

Date: Thursday, February 4, 2021 at 2:33 PM

To: Tavengwa Runyowa <law@runyowa.com>

Subject: Canadian National Railway Company

Dear Mr. Runyowa,

Please see the attached letter.

Yours truly,

Jean Marc Huot

Jean Marc Huot

514 397-3276
jmhuot@stikeman.com

Stikeman Elliott

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