

**Re: Canadian National Railway Company - Ms. Pamela Fraser's Shareholder Proposal On The Independence Of The CN Police And Request For CN Railway's Internal Policies For Securing That Independence.**

Tavengwa Runyowa <law@runyowa.com>

Tue 2021-03-02 3:36 PM

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

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

Good afternoon, Mr. Huot,

Yesterday, I sent you an email in response to your letter of February 26, 2021. In my email from yesterday, I raised a number of questions for your response but forgot to restate Ms. Fraser's request for CN Railway's internal policy for ensuring the independence of the CN Police from CN's corporate management. We have asked the CN Railway Board at least three times for this internal policy that Mr. Finn and Ms. Circelli insisted that CN Railway has. They also insisted that this policy has guided the company's conduct with respect to the investigation of serious injuries and fatalities that have occurred in the course of CN Railway's operations over the years. In summary, they stated that these internal policies, which are not public to our knowledge, already accomplish the objectives of Ms. Fraser's proposal.

CN Railway's internal policies for ensuring the independence of its federal, statutory police force are not only important from the perspective of ensuring transparency for the public that the CN Police serves. These policies are also directly implicated in Ms. Fraser's shareholder proposal which seeks to require CN Railway to proactively report serious injuries and deaths to independent police forces for criminal investigation (under the Westray amendments to the Criminal Code and other applicable laws). CN Railway shareholders cannot properly assess and vote on Ms. Fraser's proposal if they have no access to the very policies and practices that underly the proposal.

It is particularly important for CN Railway to disclose its policies and structures for ensuring the independence of CN Police if the Board intends to recommend that shareholders vote against Ms. Fraser's proposal. We do not see how the Board could insist that CN Railway has robust and adequate policies for securing the independence of CN Police but decline to disclose these policies and other records that corroborate the company's compliance with them.

We look forward to your response.

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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>

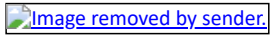
**Subject:** Canadian National Railway Company

Mr. Runyowa,

Please see the attached letter.

**Jean Marc Huot**  
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