

CANADIAN NATIONAL RAILWAY AGM Date: 2013-04-23

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| 1.01 Re-Election of Michael R. Armellino | Withhold |
| Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are insufficient independent directors on the Board. | |
| 1.02 Re-Election of A. Charles Baillie | Withhold |
| Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are insufficient independent directors on the Board. | |
| 1.03 Re-Election of Hugh J. Bolton | Withhold |
| Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are insufficient independent directors on the Board. | |
| 1.04 Re-Election of Donald J. Carty | Withhold |
| Independent Non-Executive Director. However, there are concerns regarding his potential aggregate time commitments. | |
| 1.05 Re-Election of Ambassador Gordon D. Giffin | Withhold |
| Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. In addition, there are concerns regarding his potential aggregate time commitments. There are insufficient independent directors on the Board. | |
| 1.06 Re-Election of Edith E. Holiday | Withhold |
| Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are concerns regarding her potential aggregate time commitments. There are insufficient independent directors on the Board. | |
| 1.07 Re-Election of V. Maureen Kempston Darkes | Withhold |
| Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are insufficient independent directors on the Board. | |
| 1.08 Re-Election of The Hon. Denis Losier | Withhold |
| Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are concerns regarding his potential aggregate time commitments. There are insufficient independent directors on the Board. | |
| 1.09 Re-Election of The Hon. Edward C. Lumley | Withhold |
| Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are concerns regarding his potential aggregate time commitments. There are insufficient independent directors on the Board. | |
| 1.10 Re-Election of David G.A. McLean | Withhold |
| Non-Executive Chairman. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are insufficient independent directors on the Board. | |
| 1.11 Re-Election of Claude Mongeau | For |
| 1.12 Re-Election of James E. O'Connor | For |

1.13 Re-Election of Robert Pace**Withhold**

Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for over nine years. There are insufficient independent directors on the Board.

2 Appoint the auditors**Withhold**

The non-audit fees were approximately 35.12% of audit and audit related fees during the year under review. A withhold vote is recommended, since shareholders are unable to abstain on this resolution.

3 Non-binding advisory vote on executive compensation**Oppose**

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The vote on this proposal is non-binding and advisory. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The annual bonus pays out 120% of salary at target and 240% of salary at the maximum level. While the performance targets are disclosed, it is not possible to determine if the performance conditions are challenging. The options vest ratably over four years. The performance conditions for the restricted share units were disclosed, but it is not possible to determine if they are sufficiently challenging. We note that the ROIC measure for the RSU award is subject to adjustments by the committee.