

## Non-GAAP Measures – unaudited

In this supplementary schedule, the word “Company” or “CN” means, as the context requires, Canadian National Railway Company and its wholly-owned subsidiaries. Financial information included in this schedule is expressed in Canadian dollars, unless otherwise noted.

CN reports its financial results in accordance with United States generally accepted accounting principles (GAAP). The Company also uses non-GAAP measures that do not have any standardized meaning prescribed by GAAP including adjusted performance measures, constant currency, free cash flow, and adjusted debt-to-adjusted EBITDA multiple. These non-GAAP measures may not be comparable to similar measures presented by other companies. From management’s perspective, these non-GAAP measures are useful measures of performance and provide investors with supplementary information to assess the Company’s results of operations and liquidity. These non-GAAP measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP.

### Adjusted performance measures

Management believes that adjusted net income and adjusted earnings per share are useful measures of performance that can facilitate period-to-period comparisons, as they exclude items that do not necessarily arise as part of CN’s normal day-to-day operations and could distort the analysis of trends in business performance. Management uses these measures, which exclude certain income and expense items in its results that management believes are not reflective of CN’s underlying business operations, to set performance goals and as a means to measure the performance of CN. The exclusion of items in adjusted net income and adjusted earnings per share does not, however, imply that these items are necessarily non-recurring. These measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

For the nine months ended September 30, 2016, the Company reported adjusted net income of \$2,629 million, or \$3.36 per diluted share, which excludes a deferred income tax expense of \$7 million (\$0.01 per diluted share) resulting from the enactment of a higher provincial corporate income tax rate, which was recorded in the second quarter.

For the nine months ended September 30, 2015, the Company reported adjusted net income of \$2,639 million, or \$3.26 per diluted share, which excludes a deferred income tax expense of \$42 million (\$0.05 per diluted share) resulting from the enactment of a higher provincial corporate income tax rate, which was recorded in the second quarter.

The following table provides a reconciliation of net income and earnings per share, as reported for the three and nine months ended September 30, 2016 and 2015, to the adjusted performance measures presented herein:

<i>In millions, except per share data</i>	<b>Three months ended September 30</b>		<b>Nine months ended September 30</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Net income as reported	\$ 972	\$ 1,007	\$ 2,622	\$ 2,597
<i>Adjustment: Income tax expense</i>	-	-	7	42
<b>Adjusted net income</b>	<b>\$ 972</b>	<b>\$ 1,007</b>	<b>\$ 2,629</b>	<b>\$ 2,639</b>
Basic earnings per share as reported	\$ 1.26	\$ 1.26	\$ 3.37	\$ 3.23
<i>Impact of adjustment, per share</i>	-	-	0.01	0.05
<b>Adjusted basic earnings per share</b>	<b>\$ 1.26</b>	<b>\$ 1.26</b>	<b>\$ 3.38</b>	<b>\$ 3.28</b>
Diluted earnings per share as reported	\$ 1.25	\$ 1.26	\$ 3.35	\$ 3.21
<i>Impact of adjustment, per share</i>	-	-	0.01	0.05
<b>Adjusted diluted earnings per share</b>	<b>\$ 1.25</b>	<b>\$ 1.26</b>	<b>\$ 3.36</b>	<b>\$ 3.26</b>

### Constant currency

Financial results at constant currency allow results to be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons in the analysis of trends in business performance. Measures at constant currency are considered non-GAAP measures and do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies. Financial results at constant currency are obtained by translating the current period results denominated in US dollars at the foreign exchange rates of the comparable period of the prior year. The average foreign exchange rates were \$1.31 and \$1.32 per US\$1.00, respectively, for the three and nine months ended September 30, 2016, and \$1.31 and \$1.26 per US\$1.00 respectively, for the three and nine months ended September 30, 2015.

On a constant currency basis, the Company’s net income for the three and nine months ended September 30, 2016 would have been lower by \$2 million (unchanged per diluted share) and \$82 million (\$0.10 per diluted share), respectively.

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### Free cash flow

Management believes that free cash flow is a useful measure of performance as it demonstrates the Company's ability to generate cash for debt obligations and for discretionary uses such as payment of dividends, share repurchases, and strategic opportunities. The Company defines its free cash flow measure as the difference between net cash provided by operating activities and net cash used in investing activities; adjusted for changes in restricted cash and cash equivalents and the impact of major acquisitions, if any. Free cash flow does not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

The following table provides a reconciliation of net cash provided by operating activities as reported for the three and nine months ended September 30, 2016 and 2015, to free cash flow:

<i>In millions</i>	Three months ended September 30		Nine months ended September 30	
	2016	2015	2016	2015
Net cash provided by operating activities	\$ 1,488	\$ 1,652	\$ 3,824	\$ 3,847
Net cash used in investing activities	(904)	(1,023)	(2,058)	(2,166)
<i>Net cash provided before financing activities</i>	584	629	1,766	1,681
<i>Adjustment: Change in restricted cash and cash equivalents</i>	(10)	61	(23)	60
<b>Free cash flow</b>	<b>\$ 574</b>	<b>\$ 690</b>	<b>\$ 1,743</b>	<b>\$ 1,741</b>

### Adjusted debt-to-adjusted EBITDA multiple

Management believes that the adjusted debt-to-adjusted earnings before interest, income taxes, depreciation and amortization (EBITDA) multiple is a useful credit measure because it reflects the Company's ability to service its debt and other long term obligations. The Company calculates the adjusted debt-to-adjusted EBITDA multiple as adjusted debt divided by adjusted EBITDA. These measures do not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

The following table provides a reconciliation of debt and net income to the adjusted measures presented below, which have been used to calculate the adjusted debt-to-adjusted EBITDA multiple:

<i>In millions, unless otherwise indicated</i>	As at and for the twelve months ended September 30,		2016	2015
Debt <sup>(1)</sup>		\$	10,693	\$ 10,448
<i>Adjustment: Present value of operating lease commitments <sup>(2)</sup></i>			552	668
<b>Adjusted debt</b>		<b>\$</b>	<b>11,245</b>	<b>\$ 11,116</b>
Net income		\$	3,563	\$ 3,441
Interest expense			476	414
Income tax expense			1,252	1,361
Depreciation and amortization			1,205	1,147
<b>EBITDA</b>			<b>6,496</b>	<b>6,363</b>
<i>Adjustments:</i>				
Other income			(20)	(44)
Deemed interest on operating leases			26	31
<b>Adjusted EBITDA</b>		<b>\$</b>	<b>6,502</b>	<b>\$ 6,350</b>
<b>Adjusted debt-to-adjusted EBITDA multiple (times)</b>			<b>1.73</b>	<b>1.75</b>

(1) As a result of the retrospective adoption of a new accounting standard in the fourth quarter of 2015, the prior period debt balance and related financial ratio have been adjusted. See Note 2 - Recent accounting pronouncements to the Company's 2015 Annual Consolidated Financial Statements for additional information.

(2) The operating lease commitments have been discounted using the Company's implicit interest rate for each of the periods presented.

The Company's adjusted debt-to-adjusted EBITDA multiple at September 30, 2016, as compared to the same period in 2015, improved by 1%, while both adjusted debt and adjusted EBITDA increased slightly.