

Creating America's First Transcontinental Railroad



Union Pacific and Norfolk Southern announced an agreement to create America's first transcontinental railroad, building on President Abraham Lincoln's vision from nearly 165 years ago. This combination will transform the U.S. supply chain, unleash the industrial strength of American manufacturing, and create new sources of economic growth and workforce opportunity that preserves union jobs.



Linking Nearly Every Corner of North America

Connecting
50,000
 Route Miles

Across

43
 States

10
 International Interchanges

~100
 Ports

Delivering Benefits to All Stakeholders

For America

- **Compete more effectively** with Canadian railroads to win back U.S. freight volume and American jobs.
- **Unlock rail options** for shippers in regions where railroad connections are less efficient, creating a more accessible, sustainable, and lower-cost supply chain for manufacturers and consumers.
- **Enable strong international trade routes** and offer greater access to U.S.-made goods.

For Safety

- **Safety will remain the top priority.** Our focus will remain on ensuring every employee goes home safe to their families and protecting communities where we operate.
- **Improve safety through combined, proven technologies** to advance our ability to quickly assess potential mechanical and track defects to reduce incidents and injuries.

For Service

- **Customers will benefit from seamless, single-line service across the country** that improves transit times by eliminating car touches and interchanges points.
- **Enhancing the rail experience and ease of doing business.** Customers will receive single-line rate quotes with one system to track freight, enabling real-time decisions that optimize supply chains.
- **Greater partnerships with short lines and U.S. ports.** Access to a unified rail network with a single Class I interface, new services, reduced gateway delays, and expanded reach and faster access to new markets.

For Our Workforce

- **Protecting and expanding opportunities for employees.** Union employees will have job opportunities with the combined company. Expected rail volume growth will drive additional employment opportunities. Non-union workers will have opportunities to grow as part of a larger, combined enterprise.
- **Preserving the best-paid industrial careers in America.** Railroad employees are among the most highly compensated workers across U.S. industries.

For Our Communities

- **Investing in safe, resilient, and vibrant communities.** Invested a combined \$300 million in philanthropic giving 2020-2025, supporting workforce development, safety initiatives, and vibrant spaces where people want to live and work.
- **Our goal is simple: zero incidents involving trains, pedestrians, drivers, or employees.** In addition to Operation Lifesaver programs, the companies trained over 10,000 first responders in 2024.

For Our Shareholders

- **Realizing significant shareholder value.** Union Pacific and Norfolk Southern shareholders are expected to realize \$30+ billion of potential value creation through the expected achievement of approximately \$2.75 billion in annualized synergy opportunity.

Realizing Long-Term Value for Shareholders

\$85B

Implied total enterprise value for Norfolk Southern¹

\$320

Per share in stock and cash¹

25%

Premium to Norfolk Southern's 30-trading day VWAP on 7/16/25

60%+

Growth in run-rate FCF 3 years post-close

\$30B+

Potential value creation for Union Pacific and Norfolk Southern shareholders

\$2.75B

Annualized synergy opportunity

Our Mission Remains Unchanged: Safety, Service & Operational Excellence = Winning Strategy

Safety

Be the best at safety.

Service

Deliver the service we sold our customers.

Asset Utilization

Drive decision-making to those closest to the work.

Cost Control

Spend resources wisely, with a buffer for the unexpected.

People

Engage our teams and stakeholders.



Path to Completion



The Boards of Directors of both Union Pacific and Norfolk Southern unanimously approve the transaction



Shareholders vote to approve the transaction



The companies expect to file their application with the STB within 6 months



Transaction is subject to STB review and approval within its statutory timeline and customary closing conditions



The companies are targeting closing the transaction by early 2027

¹ Based on Union Pacific share price on 7/16/25 (the day prior to which rumors regarding a Union Pacific acquisition of Norfolk Southern were reported)

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this communication are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. These statements relate to future events or future financial performance and involve known and unknown risks, uncertainties, and other factors that may cause Union Pacific's, Norfolk Southern's or the combined company's actual results, levels of activity, performance, or achievements or those of the railroad industry to be materially different from those expressed or implied by any forward-looking statements. In some cases, forward-looking statements may be identified by the use of words like "may," "will," "could," "would," "should," "expect," "anticipate," "believe," "project," "estimate," "intend," "plan," "pro forma," or any variations or other comparable terminology.

While Union Pacific and Norfolk Southern have based these forward-looking statements on those expectations, assumptions, estimates, beliefs and projections they view as reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which involve factors or circumstances that are beyond Union Pacific's, Norfolk Southern's or the combined company's control, including but not limited to, in addition to factors disclosed in Union Pacific's and Norfolk Southern's respective filings with the U.S. Securities and Exchange Commission (the "SEC"); the occurrence of any event, change or other circumstance that could give rise to the right of one or both of the parties to terminate the definitive merger agreement between Union Pacific and Norfolk Southern providing for the acquisition of Norfolk Southern by Union Pacific (the "Transaction"); the risk that potential legal proceedings may be instituted against Union Pacific or Norfolk Southern and result in significant costs of defense, indemnification or liability; the possibility that the Transaction does not close when expected or at all because required Surface Transportation Board or other approvals and other conditions to closing are not received or satisfied on a timely basis or at all (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the Transaction); the risk that the combined company will not realize expected benefits, cost savings, accretion, synergies and/or growth from the Transaction, or that such benefits may take longer to realize or be more costly to achieve than expected, including as a result of changes in, or problems arising from, general economic and market conditions, tariffs, interest and exchange rates, monetary policy, laws and regulations and their enforcement, and the degree of competition in the geographic and business areas in which Union Pacific and Norfolk Southern operate; disruption to the parties' businesses as a result of the announcement and pendency of the Transaction; the costs associated with the anticipated length of time of the pendency of the Transaction, including the restrictions contained in the definitive merger agreement on the ability of Union Pacific and Norfolk Southern, respectively, to operate their respective businesses outside the ordinary course during the pendency of the Transaction; the diversion of Union Pacific's and Norfolk Southern's management's attention and time from ongoing business operations and opportunities on merger-related matters; the risk that the integration of each party's operations will be materially delayed or will be more costly or difficult than expected or that the parties are otherwise

unable to successfully integrate each party's businesses into the other's businesses; the possibility that the Transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; reputational risk and potential adverse reactions of Union Pacific's or Norfolk Southern's customers, suppliers, employees, labor unions or other business partners, including those resulting from the announcement or completion of the Transaction; the dilution caused by Union Pacific's issuance of additional shares of its common stock in connection with the consummation of the Transaction; the risk of a downgrade of the credit rating of Union Pacific's indebtedness, which could give rise to an obligation to redeem existing indebtedness; a material adverse change in the financial condition of Union Pacific, Norfolk Southern or the combined company; changes in domestic or international economic, political or business conditions, including those impacting the transportation industry (including customers, employees and supply chains); Union Pacific's, Norfolk Southern's and the combined company's ability to successfully implement its respective operational, productivity, and strategic initiatives; a significant adverse event on Union Pacific's or Norfolk Southern's network, including, but not limited to, a mainline accident, discharge of hazardous materials, or climate-related or other network outage; the outcome of claims, litigation, governmental proceedings and investigations involving Union Pacific or Norfolk Southern, including, in the case of Norfolk Southern, those with respect to the Eastern Ohio incident; the nature and extent of Norfolk Southern's environmental remediation obligations with respect to the Eastern Ohio incident; new or additional governmental regulation and/or operational changes resulting from or related to the Eastern Ohio incident; and a cybersecurity incident or other disruption to our technology infrastructure.

This list of important factors is not intended to be exhaustive. These and other important factors, including those discussed under "Risk Factors" in Norfolk Southern's Annual Report on Form 10-K for the year ended December 31, 2024 (available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/0000702165/000070216525000008/nsc-20241231.htm>) and Norfolk Southern's subsequent filings with the SEC, Union Pacific's most recent Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on February 7, 2025 (available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/0000100885/000010088525000001/ups-20241231.htm>) and Union Pacific's subsequent filings with the SEC, as well as the risks described in Union Pacific's registration statement on Form S-4 (No. 290282), as filed with the SEC on September 16, 2025, as amended on September 30, 2025 (available at <https://www.sec.gov/Archives/edgar/data/100885/00010088525000001/ups-20250930.htm>), may cause actual results, performance, or achievements to differ materially from those expressed or implied by these forward-looking statements. References to Union Pacific's and Norfolk Southern's website are provided for convenience and, therefore, information on or available through the website is not, and should not be deemed to be, incorporated by reference herein. The forward-looking statements herein are made only as of the date they were first issued, and unless otherwise required by applicable securities laws, Union Pacific and Norfolk Southern disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required by applicable law or regulation.

