

News Headlines: The Union Pacific and Norfolk Southern Combination



News outlets are pointing to big opportunities with **Union Pacific and Norfolk Southern coming together**. Coverage highlights how a unified, coast-to-coast rail network could deliver more reliable service for shippers, lower costs, ease supply chain pressure and better compete with trucking. Analysts also note broader benefits – from strengthening the U.S. economy and industrial base, to boosting military readiness, to giving manufacturers and consumers price relief.

THE WALL STREET JOURNAL

"[The merger] could help most businesses that ship and receive freight, which should be the key issue for antitrust consideration. The combined carrier would be better able to compete with transportation by truck, which now exceeds rail in annual ton-miles of cargo."

Editorial Board, *Wall Street Journal*



"I'd be very confident that the service would be better after a transcontinental than it was before. A transcontinental system would improve the U.S. rail network and its ability to boost the economy and support an industrial renaissance."

David Goode, Retired Norfolk Southern CEO, *Trains*

RealClear Markets

"Their integration will ultimately increase competition by allowing the railroad to become cost-competitive with crosscountry trucking ... and create a stronger American railroad to go head-to-head with large Canadian carriers that have been aggressively expanding into U.S. markets. For American manufacturers and exporters seeking to bring home much of that capacity, this merger is a strategic win."

Ike Brannon, Jack Kemp Foundation, *RealClear Markets*



"We would consider a tie-up to be **strategically favorable** because it would create the first US transcontinental railroad marked by nascent, seamless service corridors (avoiding interchange) that are more truck competitive, especially for intermodal."

Matthew Young, CFA, Senior Equity Analyst, *MorningStar*

FREIGHT WAVES

"The ability to provide **consistent, reliable service** across a single integrated network is expected to **attract shippers** seeking to streamline operations and cut costs."

John Paul Hampstead, Ph.D., multimodal freight markets researcher, *Freight Waves*

STARS AND STRIPES

"For the first time in U.S. history, a single freight railroad with a unified organizational structure enhancing situational awareness and speed of decision making, **will connect the Pacific and Atlantic coasts with uninterrupted service**, linking dozens of key military facilities, defense manufacturers and ports along the way. That means faster, more reliable logistics — and a more **agile, responsive military force**."

Spider Marks, Retired Major General, *Stars and Stripes*

Forbes

"The UP - NS deal is more than a business transaction - it's a **step toward building a smarter, more integrated logistics network** that reflects the needs of modern industry...The petrochemical industry — and the broader U.S. economy — could use a win like this."

David Blackmon, Public policy analyst/consultant, *Forbes*

SUPPLYCHAIN DIVE

"The Union Pacific–Norfolk Southern transcontinental railroad is not just about laying down track; it is about building a faster, stronger, resilient American supply chain and fulfilling a vision more than 160 years in the making."

Danielle Zanzalari, Assistant Professor of Economics at Seton Hall University

NATIONAL LAW REVIEW

"By linking networks, the merged company could offer direct cross-country service without costly handoffs... Shippers would have more options, rates would reflect increased competition and consumers would ultimately pay less."

Ashley Baker, Director of Public Policy at the Committee for Justice



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/0000100885/000010088525000042/unp-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/100885/000119312525224307/d908896ds4a.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.