



UNION PACIFIC CORPORATION

# FOURTH QUARTER 2025 EARNINGS

JANUARY 27, 2026

## Cautionary Information

Certain statements in this presentation 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 the Company’s (or, as it relates to the Transaction (as defined below), the combined company of Norfolk Southern and Union Pacific (referred to hereinafter as the combined company) 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 the Company has 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 the Company’s, including but not limited to, in addition to factors disclosed in the Company’s, as well as Norfolk Southern’s (as it relates to the proposed combination of it with the Company) 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 the Company 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 the Company 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 the Company 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 the Company and Norfolk Southern, respectively, to operate their respective businesses outside the ordinary course during the pendency of the Transaction; the diversion of the Company’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 the Company’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 the Company’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 the Company’s indebtedness, which could give rise to an obligation to redeem existing indebtedness; a material adverse change in the financial condition of the Company, 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); the Company’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 the Company’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 the Company 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, the Company’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/0001100885/000110088525000042/usp-20241231.htm>) and the Company’s subsequent filings with the SEC, as well as the risks described in the Company’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 the Company’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, the Company 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.



# EXECUTIVE SUMMARY FULL YEAR 2025

**Jim Vena**

Chief Executive Officer

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## Full Year 2025 Highlights

Financials	Reported	Adjusted*
Operating Income <small>vs. 2024</small>	\$ 9.8B ▲ 1%	\$ 10.0B ▲ 2%
Operating Ratio <small>vs. 2024</small>	59.8% ▼ (0.1)	59.3% ▼ (0.6)
Net Income <small>vs. 2024</small>	\$ 7.1B ▲ 6%	\$ 6.9B ▲ 3%
Earnings per Share <small>vs. 2024</small>	\$ 11.98 ▲ 8%	\$ 11.66 ▲ 5%

### Executive Summary:

- Best-ever performance across safety, service and operating; continued to build on 'what's possible'
- Strong core pricing, increased network fluidity, and volume growth resulted in operating ratio improvement
- Service product and business development delivered volume growth in Coal, Industrial Chemicals & Plastics, Grain & Grain Products, and Metals & Minerals
- Focus on strategy supports record operating performance while generating value to customers

\*See Union Pacific website under Investors for a reconciliation to GAAP.

## SAFETY + SERVICE & OPERATIONAL EXCELLENCE

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# FINANCIAL REVIEW FOURTH QUARTER 2025

**Jennifer Hamann**

Executive Vice President & Chief Financial Officer

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## Fourth Quarter Income Statement

	2025	2024	Variance	
Freight Revenue Ex. Fuel	\$ 5,156	\$ 5,201	(1)	
Fuel Surcharge	603	588	3	
Freight Revenue	5,759	5,789	(1)	
Other Revenue	326	332	(2)	
Operating Revenue	6,085	6,121	(1)	
Operating Expenses	3,684	3,596	2	
Operating Income	\$ 2,401	\$ 2,525	(5)	%
Other Income	332	68	F	
Interest Expense	(325)	(312)	4	
Income Taxes	(560)	(519)	8	
Net Income	\$ 1,848	\$ 1,762	5	%
Diluted EPS	\$ 3.11	\$ 2.91	7	
Operating Ratio	60.5%	58.7%	1.8	pts
<i>Adjusted Diluted EPS*</i>	\$ 2.86	\$ 2.96	(3)	%
<i>Adjusted Operating Ratio*</i>	60.0%	58.1%	1.9	pts

6 \*See Union Pacific website under Investors for a reconciliation to GAAP.

### Freight Revenue Drivers:

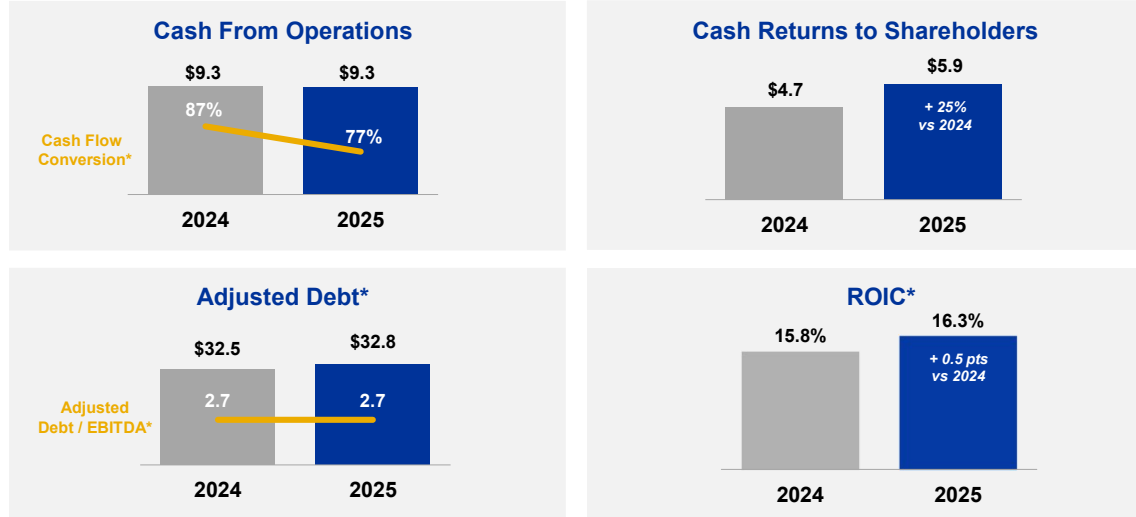
- Volume (4.00%)
- + Price/Mix 2.75%
- + Fuel Surcharge 0.75%

### Operating Expense Drivers:

- Inflationary Pressure
- Merger-Related Expenses
- Casualty Expenses
- + Productivity
- + Volume-Related Expenses



# 2025 Full Year Cash Generation, Debt, & Returns to Shareholders



7 \$ in Billions  
 \*See Union Pacific website under Investors for a reconciliation to GAAP.



# MARKETING & SALES REVIEW FOURTH QUARTER 2025

**Kenny Rocker**

Executive Vice President – Marketing & Sales



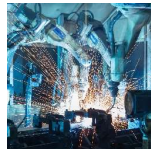
## Fourth Quarter Commodity Review

Commodity	Revenue (Millions)	Volume (Thousands)	ARC
<b>Bulk</b> <i>vs. 4Q'24</i>	<b>\$ 1,919</b> ▲ 3%	<b>516</b> ▲ 3%	<b>\$ 3,719</b> <i>Flat</i>
<b>Industrial</b> <i>vs. 4Q'24</i>	<b>\$ 2,116</b> ▲ 1%	<b>561</b> ▲ 1%	<b>\$ 3,771</b> <i>Flat</i>
<b>Premium</b> <i>vs. 4Q'24</i>	<b>\$ 1,724</b> ▼ 6%	<b>996</b> ▼ 10%	<b>\$ 1,731</b> ▲ 5%
<b>Total</b> <i>vs. 4Q'24</i>	<b>\$ 5,759</b> ▼ 1%	<b>2,073</b> ▼ 4%	<b>\$ 2,778</b> ▲ 4%

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## 2026 S&P Global Market Intelligence Economic Indicators



Year	Industrial Production	GDP	Housing Starts (MM)	Light Vehicle Sales (MM)	Consumer Spending*
<b>2025</b>	1.3%	2.2%	1.34	16.1	3.3%
<b>2026</b>	<b>0.1%</b>	<b>2.3%</b>	<b>1.31</b>	<b>15.8</b>	<b>2.5%</b>

10 \* Durable & Non-Durable Goods



## 2026 Volume Outlook

Commodity	Business Line	Outlook
Bulk	+ Coal & Renewables	Natural Gas Prices
	+ Grain & Grain Products	Export Soybeans; Renewable Fuels Tax Clarity
Industrial	+ Industrial Chemicals & Plastics	Winning New Business & Plant Expansions
	- Forest Products	Continued Weak Housing Demand
Premium	- Intermodal	Lower International Imports, Partially Offset by Over-the-Road Growth
	- Automotive	Softer Vehicle Sales



## OPERATIONS REVIEW FOURTH QUARTER 2025

**Eric Gehringer**

Executive Vice President – Operations



FOURTH QUARTER 2025

## Key Performance Metrics

### Record Full Year Safety Performance

Freight Car  
Velocity

239

▲ 9%

Intermodal Service  
Performance Index

100

▲ 11 pts

Manifest Service  
Performance Index

100

▲ 4 pts

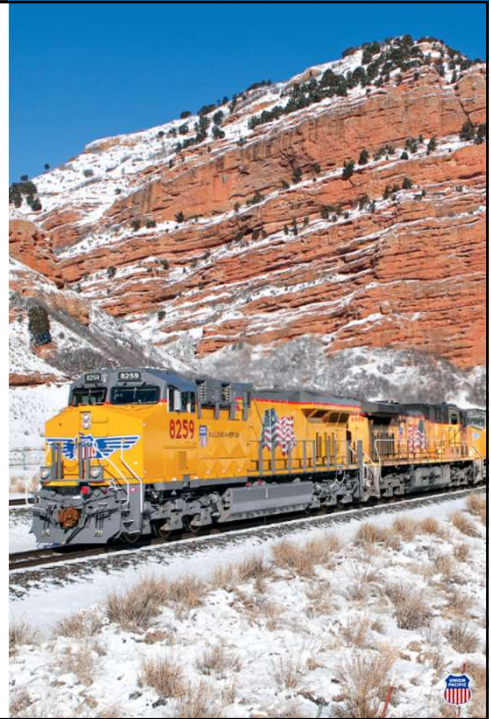
#### Quarterly Drivers

Record Freight  
Car Dwell

Improved  
Train Speed

Reduced  
Car Touches

13 Year-over-year change in metrics.



FOURTH QUARTER 2025

## Key Efficiency Metrics

Locomotive  
Productivity

141

▲ 4%

Workforce  
Productivity

1,151

▲ 3%

Train  
Length

9,729

▲ 3%

#### Quarterly Drivers

Improved  
Locomotive Dwell

Lower Workforce  
Levels

Optimizing  
Transportation Plan

14 Year-over-year change in metrics.



## Investing in Our Franchise

### Union Pacific 2026 Capital Plan of \$3.3 Billion



#### \$1.9 B Infrastructure Replacement

Rail, Ties, & Ballast



#### \$0.6 B Capacity & Commercial Facilities

Intermodal and Manifest Terminals & Siding Extensions



#### \$0.4 B Locomotive & Equipment

Locomotive Modernizations & Freight Cars



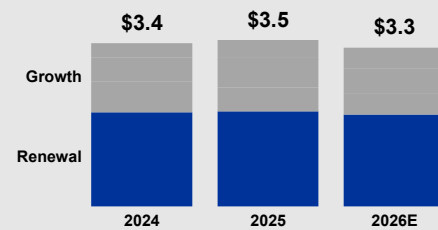
#### \$0.4 B Technology & Other

Tech-Enabled Operations & Customer Experience

15 Pending UP Board of Directors final approval.



#### Capital Program



## 2026 FULL YEAR OUTLOOK FOURTH QUARTER 2025

Jennifer Hamann

Executive Vice President & Chief Financial Officer

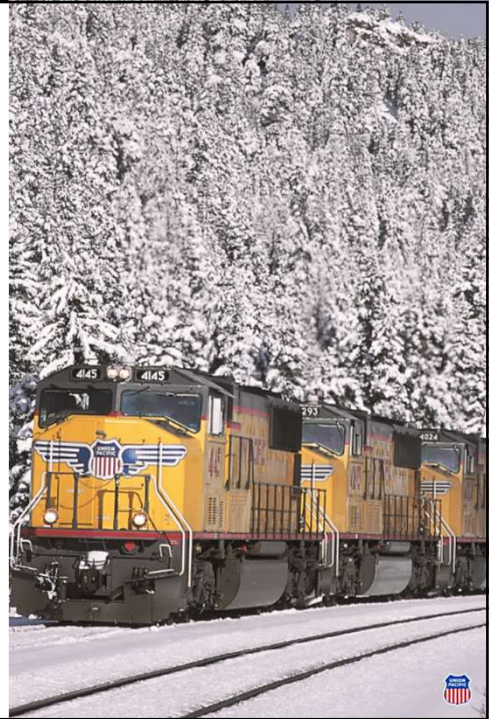


## On Track With Investor Day Targets

### 2026 Outlook:

- Meeting Customer Demand with Strong Service; Muted Economic Forecast
- Pricing Dollars In Excess of Inflation
- EPS Growth Mid-Single Digit; Consistent with Attaining the 3-Year CAGR Target of High-Single Digit to Low-Double Digit through 2027
- Operating Ratio Improvement; Industry-Leading Operating Ratio and Return on Invested Capital
- Continued Strong Cash Generation
- Capital Allocation
  - Capital Plan of \$3.3 Billion
  - Consistent Annual Dividend Increases

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## HOW WE WIN FOURTH QUARTER 2025

**Jim Vena**

Chief Executive Officer

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UNION PACIFIC STRATEGY

## Safety, Service & Operational Excellence = Growth



SAFETY	SERVICE	ASSET UTILIZATION	COST CONTROL	PEOPLE
Be the best at safety.	Deliver the service we sold our customers.	Drive decision-making to those closest to the work.	Spend resources wisely, with a buffer for the unexpected.	Engage our teams and stakeholders.

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UNION PACIFIC CORPORATION

## QUESTION & ANSWER

JANUARY 27, 2026

# APPENDIX

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## Fourth Quarter 2025 Operating Ratio and EPS

Favorable / (Unfavorable)

	Operating Ratio	EPS
<b>Reported Fourth Quarter 2024</b>	<b>58.7%</b>	<b>\$2.91</b>
Fuel Price (net)	0.3 pts	\$0.05
Merger Costs	(0.5) pts	(\$0.05)
2024 Crew Staffing Agreement	0.6 pts	\$0.05
Industrial Park Land Sales	-	\$0.30
Core Results	(2.2) pts	(\$0.15)
<b>Reported Fourth Quarter 2025</b>	<b>60.5%</b>	<b>\$3.11</b>

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## Full Year 2025 Operating Ratio and EPS

Favorable / (Unfavorable)

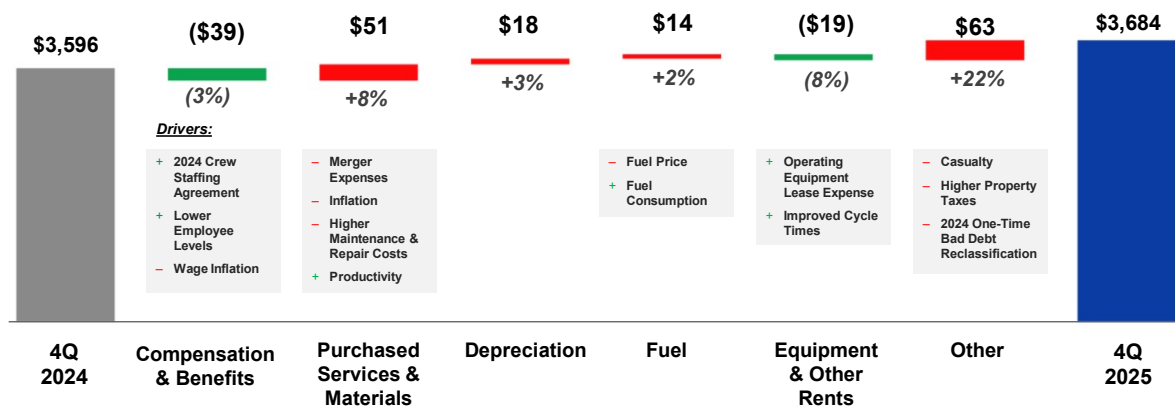
	Operating Ratio	EPS
<b>Full Year 2024 Reported</b>	<b>59.9%</b>	<b>\$11.09</b>
Fuel Price (net)	-	(\$0.14)
Merger Costs	(0.3) pts	(\$0.12)
Core Results	0.6 pts	\$0.69
Industrial Park Land Sales	-	\$0.32
Deferred Tax Adjustment	-	\$0.19
Other One-Timers*	(0.2) pts	(\$0.05)
<b>Full Year 2025 Reported</b>	<b>59.8%</b>	<b>\$11.98</b>

23 \* Other One-Timers includes 2024 Environmental Remediation, 2024 Gain on Sale of Intermodal Equipment, 2024 and 2025 Crew Staffing Agreements



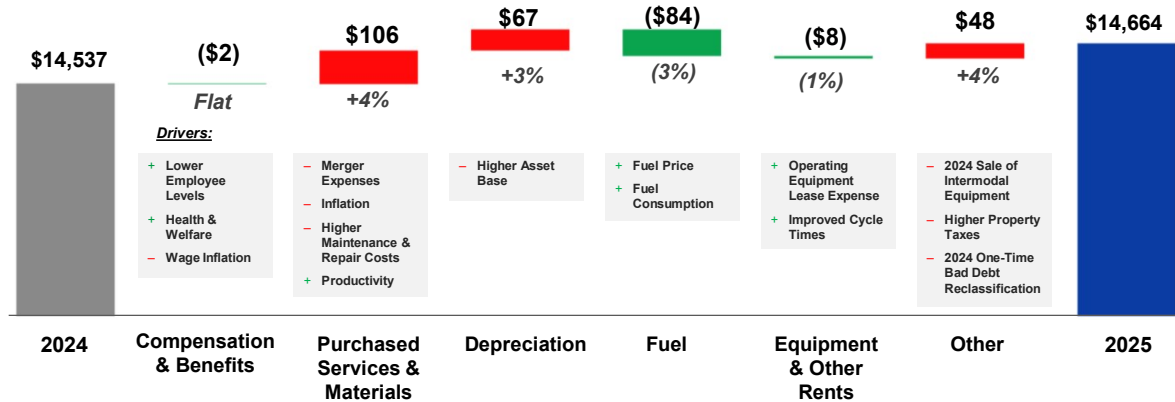
## Productivity Partially Offsets Inflation & Merger Costs

Fourth Quarter 2025 Reported Operating Expenses \$ in Millions



## Lower Fuel Prices & Productivity Offset Volume-Related Expenses, Inflation, and Merger Costs

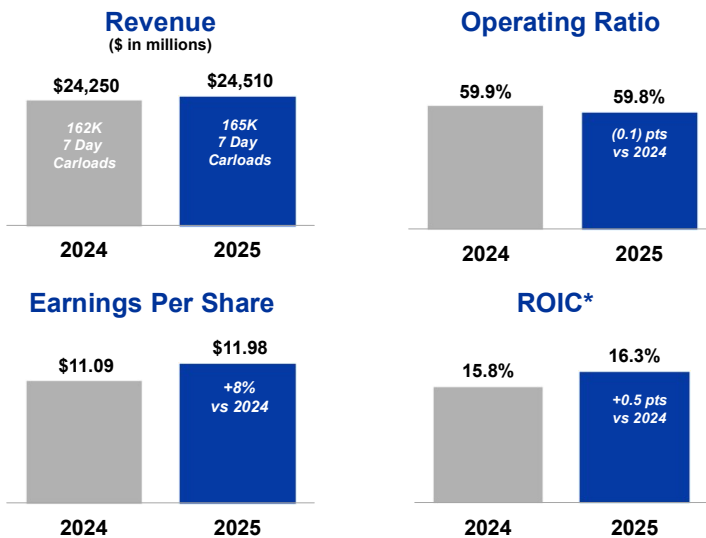
Full Year 2025 Reported Operating Expenses \$ in Millions



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## 2025 Full Year Reported Results



26 \*See Union Pacific website under Investors for a reconciliation to GAAP.



### 2025 Summary:

- Total Revenue Up 1% to \$24.5 Billion
  - Fuel Surcharge Revenue down \$0.2 Billion
- Total Expenses Up 1% to \$14.7 Billion
- Operating Income Up 1% to \$9.8 Billion
- Net Income Up 6% to \$7.1 Billion

## **2026 Full Year Financial Assumptions**

- Inflation (excluding fuel): 4% vs. 2025
- Fuel Price: \$2.35 per gallon
- Depreciation: Up 4% vs. 2025
- Merger Costs: ~\$25 Million per Quarter
- Tax Rate: ~24%

