

CANADIAN PACIFIC KANSAS CITY LIMITED

AND

CANADIAN PACIFIC RAILWAY COMPANY

INTEGRATION COMMITTEE OF THE BOARD OF DIRECTORS – TERMS OF REFERENCE

(as approved by the Board of Directors on April 26, 2023)

TERMS OF REFERENCE

*The term "**Corporation**" herein shall refer to each of Canadian Pacific Kansas City Limited ("**CPKC**") and Canadian Pacific Railway Company ("**CPRC**"), and the terms "**Board**," "**Directors**", "**Board of Directors**" and "**Committee**" shall refer to the Board, Directors, Board of Directors, or Committee of CPKC or CPRC, as applicable.*

A. COMMITTEE AND PROCEDURES

1. Purpose

The purpose of the Integration Committee (the "**Committee**") of the Board of Directors is to:

- (a) oversee the integration of Kansas City Southern ("**KCS**") following the Corporation's acquisition of control of KCS following final approval from the United States Surface Transportation Board (the "**STB**");
- (b) provide advice to management regarding the integration of KCS with the Corporation; and
- (c) evaluate, and monitor the implementation of the integration plan and address any issues associated with the integration plan including monitoring compliance with STB conditions, monitor achievement of revenue and expense synergies, and follow up on integration plan and address related issues.

2. Composition

The Committee shall be comprised of not less than three Directors, none of whom is either an officer or employee of the Corporation or any of its subsidiaries. Members of the Committee shall meet applicable requirements and guidelines with respect to being independent and unrelated to the Corporation, as set forth in applicable securities laws and the rules of any stock exchange on which the Corporation's securities are listed for trading.

3. Appointment of Committee Members

Members of the Committee shall be appointed from time to time by the Board and shall hold office at the pleasure of the Board.

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, the Board shall fill the vacancy. The Board shall fill a vacancy whenever necessary to maintain a Committee membership of at least three Directors.

5. Committee Chair

The Board shall appoint a Chair for the Committee.

6. Absence of Committee Chair

If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

7. Secretary of Committee

The Committee shall appoint a Secretary who need not be a Director of the Corporation.

8. Meetings

The Chair of the Committee or the Chair of the Board or any two of its other members may call a meeting of the Committee. The Committee shall meet at such times during each year as it deems appropriate, and as part of such meeting, shall meet in executive session without management being present.

Still, the Committee shall hold regularly scheduled meetings at least once every quarter or when the Board has in person meetings during the year.

9. Quorum

Three members of the Committee shall constitute a quorum.

10. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing by any means of recorded communication, including via e-mail, via secured Board portal such as Diligent Boards or by other electronic means that produces a written copy, to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. Attendance of Others at Meetings

At the invitation of the Chair of the Committee, individuals who are not members of the Committee may attend any meeting of the Committee. All board members are encouraged to attend Integration Committee meetings.

12. Procedure, Records and Reporting

Subject to any statute or articles and by-laws of the Corporation, the Committee shall fix its own procedures at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next regularly scheduled meeting of the Board and not less than annually).

13. Review of Terms of Reference

The Committee shall review and reassess the adequacy of these Terms of Reference annually or otherwise as it deems appropriate and recommend changes to the Board.

B. MANDATE OF THE COMMITTEE

14. Responsibilities and Duties

The Committee, in fulfilling its role in overseeing the Corporation's integration of KCS following final approval from the STB shall:

Strategic and Integrated Risk Practices

- (a) oversee and monitor compliance with STB conditions;
- (b) monitor achievement of revenue and expense synergies of the combined company, CPKC; and
- (c) monitor the integration plan and address any issues arising therefrom;

Safety and Environmental Processes and Systems

- (d) receive updates on safety and environmental matters from management and discuss any material issues concerning the integration of safety and environmental processes with the Board;

Culture

- (e) monitor and report to the Board on the development of CPKC's integrated culture;

Service Delivery

- (f) monitor customer service, new service offerings and operating performance for CPKC;

Other

- (g) receive reports from management on the operational integration of the Corporation and KCS;
- (h) report regularly to the Board (or the independent Directors of the Board, as applicable) on the Committee's actions or such other matters as the Committee may deem appropriate; and
- (i) perform other activities, consistent with these Terms of Reference, the Corporation's articles and by-laws and governing law, as the Committee or the Board deems appropriate.

April 26, 2023.