



FIRST QUARTER REPORT

April 29, 2026



NEWS

cpkcr.com (TSX:CP) (NYSE:CP)

Release: April 29, 2026

CPKC reports first quarter results, demonstrating resilient performance

Calgary – Canadian Pacific Kansas City (TSX: CP) (NYSE: CP) (CPKC) today announced its first-quarter results, including revenues of \$3.7 billion, diluted earnings per share (EPS) of \$0.94 and core adjusted diluted EPS¹ of \$1.04.

“Our talented team of world-class railroaders executed our precision scheduled railroading plan with discipline, driving meaningful improvements in network fluidity, terminal performance and other key operating metrics, while delivering solid first-quarter results,” said Keith Creel, CPKC President and Chief Executive Officer. “Despite ongoing market and macroeconomic headwinds, we delivered volume growth demonstrating the resiliency and competitive advantage of our unrivalled North American network.”

First-quarter 2026 results

- Volumes, as measured in Revenue Ton-Miles, increased two percent
- Revenues decreased two percent to \$3.7 billion
- Reported operating ratio (OR) increased 70 basis points (bps) to 66.0 percent
- Core adjusted OR¹ increased 50 bps to 63.0 percent from 62.5 percent
- Reported diluted EPS decreased three percent to \$0.94
- Core adjusted diluted EPS¹ decreased two percent to \$1.04 from \$1.06
 - Reported and core adjusted¹ results include year-over-year headwinds of approximately 4 cents from foreign-exchange and 3 cents from changes in fuel price
- Federal Railroad Administration (FRA)-reportable personal injury frequency decreased to 0.91 from 0.97 in Q1 2025²
- FRA-reportable train accident frequency increased to 0.93 from 0.38 in Q1 2025

“As we celebrate our third anniversary as CPKC, I want to recognize the dedication of our railroaders and their strong execution of our operation plan, as we remain focused on controlling what we can control in a dynamic economic environment,” said Creel. “CPKC’s long-term value proposition is strong, and we are confident in our ability to deliver on our full-year guidance, while continuing to offer unique solutions to our customers, and connecting this continent in ways only CPKC can.”

Conference Call Details

CPKC will discuss its results with the financial community in a conference call beginning at 4:30 p.m. ET (2:30 p.m. MT) on April 29, 2026.

Conference Call Access

Canada and U.S.: 800-579-2543

International: 785-424-1789

*Conference ID: CPKCQ126

Callers should dial in 10 minutes prior to the call.

¹ These measures have no standardized meanings prescribed by accounting principles generally accepted in the United States of America ("GAAP") and, therefore, may not be comparable to similar measures presented by other companies. For information regarding non-GAAP measures including reconciliations and forward-looking non-GAAP measures, see attached supplementary schedule of Non-GAAP Measures.

² The first-quarter 2025 FRA-reportable personal injury frequency has been restated to reflect new information available within specified periods stipulated by the FRA but that exceed CPKC's financial reporting timeline.

Webcast

We encourage you to access the webcast and presentation material in the Investors section of CPKC's website at investor.cpkcr.com.

A replay of the first-quarter conference call will be available through May 6, 2026, at 800-839-5679 (Canada/U.S.) or 402-220-2566 (International).

Forward-looking information

This news release contains certain forward-looking information and forward-looking statements (collectively, "forward-looking statements") within the meaning of applicable securities laws in both the U.S. and Canada. Forward-looking statements include, but are not limited to, statements concerning expectations, beliefs, plans, goals, objectives, assumptions and statements about possible future events, conditions, and results of operations or performance. Forward-looking statements may contain statements with words or headings such as "financial expectations", "key assumptions", "anticipate", "believe", "expect", "plan", "will", "outlook", "guidance", "should" or similar words suggesting future outcomes. This news release contains forward-looking statements relating, but not limited, to statements concerning our ability to deliver on our financial guidance for 2026, strategic initiatives and investments, the success of our business, the realization of anticipated benefits and synergies of the CP-KCS combination, and the opportunities arising therefrom, our operations, priorities and plans, anticipated financial and operational performance, business prospects and demand for our services and growth opportunities.

The forward-looking statements contained in this news release are based on current expectations, estimates, projections and assumptions, having regard to the Company's experience and its perception of historical trends, and include, but are not limited to, expectations, estimates, projections and assumptions relating to: changes in business strategies, North American and global economic growth and conditions; commodity demand growth; sustainable industrial and agricultural production; commodity prices and interest rates; foreign exchange rates; core adjusted effective tax rates; performance of our assets and equipment; sufficiency of our budgeted capital expenditures in carrying out our business plan; geopolitical conditions, applicable laws, regulations and government policies, including, without limitation, those relating to regulation of rates, tariffs, import/export, trade, taxes, wages, labour and immigration; the availability and cost of labour, services and infrastructure; labour disruptions; the satisfaction by third parties of their obligations to the Company; and carbon markets, evolving sustainability strategies, and scientific or technological developments. Although the Company believes the expectations, estimates, projections and assumptions reflected in the forward-looking statements presented herein are reasonable as of the date hereof, there can be no assurance that they will prove to be correct. Current conditions, economic and otherwise, render assumptions, although reasonable when made, subject to greater uncertainty.

Undue reliance should not be placed on forward-looking statements as actual results may differ materially from those expressed or implied by forward-looking statements. By their nature, forward-looking statements involve numerous inherent risks and uncertainties that could cause actual results to differ materially from the forward-looking statements, including, but not limited to, the following factors: changes in business strategies and strategic opportunities; general Canadian, U.S., Mexican and global social, economic, political, credit and business conditions; risks associated with agricultural production such as weather conditions and insect populations; the availability and price of energy commodities; the effects of competition and pricing pressures, including competition from other rail carriers, trucking companies and maritime shippers in Canada, the U.S. and Mexico; North American and global economic growth and conditions; industry capacity; shifts in market demand; changes in commodity prices and commodity demand; uncertainty surrounding timing and volumes of commodities being shipped by the Company; inflation; geopolitical instability; changes in laws, regulations and government policies, including, without limitation, those relating to regulation of rates, tariffs, import/export, trade, wages, labour and immigration; changes in taxes and tax rates; potential increases in maintenance and operating costs; changes in fuel prices; disruption in fuel supplies; uncertainties of investigations, proceedings or other types of claims and litigation; compliance with environmental regulations; labour disputes; changes in labour costs and labour difficulties; risks and liabilities arising from derailments; transportation of dangerous goods; timing of completion of capital and maintenance projects; sufficiency of budgeted capital expenditures in carrying out business plans; services and infrastructure; the satisfaction by third parties of their obligations; currency and interest rate fluctuations; exchange rates; effects of changes in market conditions and discount rates on the financial position of pension plans and investments; trade restrictions, including the imposition of any tariffs, or other changes to international trade arrangements; the effects of current and future multinational trade agreements on or other developments affecting the level of trade among Canada, the U.S. and Mexico; climate change and the market and regulatory responses to climate change; anticipated in-service dates; success of hedging activities; operational performance and reliability; customer, regulatory and other stakeholder approvals and support; regulatory and legislative decisions and actions; the adverse impact of any termination or revocation by the Mexican government of Kansas City Southern de México, S.A. de C.V.'s concession; public opinion; various events that could disrupt operations, including severe weather,

such as droughts, floods, avalanches, volcanism and earthquakes, and cybersecurity attacks, as well as security threats and governmental response to them, and technological changes; acts of terrorism, war or other acts of violence or crime or risk of such activities; insurance coverage limitations; material adverse changes in economic and industry conditions; the outbreak of a pandemic or contagious disease and the resulting effects on economic conditions; the demand environment for logistics requirements and energy prices, restrictions imposed by public health authorities or governments; fiscal and monetary policy responses by governments and financial institutions; disruptions to global supply chains; the realization of anticipated benefits and synergies of the CP-KCS transaction and the timing thereof; the satisfaction of the conditions imposed by the U.S. Surface Transportation Board in its March 15, 2023 decision; the successful integration of KCS into the Company; the focus of management time and attention on the CP-KCS integration and other disruptions arising from the CP-KCS integration; estimated future dividends; financial strength and flexibility; debt and equity market conditions, including the ability to access capital markets on favourable terms or at all; cost of debt and equity capital; improvement in data collection and measuring systems; industry-driven changes to methodologies; and the ability of the management of the Company to execute key priorities, including those in connection with the CP-KCS transaction. The foregoing list of factors is not exhaustive. These and other factors that could cause actual results to differ materially from those described in the forward-looking statements contained in this news release are detailed from time to time in reports filed by the Company with securities regulators in Canada and the United States, which can be accessed on SEDAR+ (www.sedarplus.ca) and EDGAR (www.sec.gov). Reference should be made to “Part I - Item 1A – Risk Factors” and “Part II - Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations – Forward-Looking Statements” in the Company’s annual report on Form 10-K and “Part II – Item 1A – Risk Factors” and “Part I – Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations – Forward-Looking Statements” in the Company’s interim reports on Form 10-Q.

The forward-looking statements contained in this news release are made as of the date hereof. Except as required by law, the Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, or the foregoing assumptions and risks affecting such forward-looking statements, whether as a result of new information, future events or otherwise.

About CPKC

With its global headquarters in Calgary, Alta., Canada, CPKC is the first and only single-line transnational railway linking Canada, the United States and México, with unrivaled access to major ports from Vancouver to Atlantic Canada to the Gulf Coast to Lázaro Cárdenas, México. Stretching approximately 20,000 route miles and employing approximately 20,000 railroaders, CPKC provides North American customers unparalleled rail service and network reach to key markets across the continent. CPKC is growing with its customers, offering a suite of freight transportation services, logistics solutions and supply chain expertise. Visit cpkcr.com to learn more about the rail advantages of CPKC. CP-IR

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Investment Community

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Summary of Rail Data

	First Quarter			
	2026	2025	Total Change	% Change
<u>Financial (in millions, except per share data)</u>				
<u>Revenues</u>				
Freight	\$ 3,628	\$ 3,727	\$ (99)	(3)
Non-freight	73	68	5	7
Total revenues	3,701	3,795	(94)	(2)
<u>Operating expenses</u>				
Compensation and benefits	691	682	9	1
Fuel	458	481	(23)	(5)
Materials	127	124	3	2
Equipment rents	95	99	(4)	(4)
Depreciation and amortization	512	504	8	2
Purchased services and other	560	588	(28)	(5)
Total operating expenses	2,443	2,478	(35)	(1)
Operating income	1,258	1,317	(59)	(4)
Other expense	20	7	13	186
Other components of net periodic benefit recovery	(110)	(107)	(3)	3
Net interest expense	228	216	12	6
Income before income tax expense	1,120	1,201	(81)	(7)
Current income tax expense	260	266	(6)	(2)
Deferred income tax expense	15	26	(11)	(42)
Income tax expense	275	292	(17)	(6)
Net income	\$ 845	\$ 909	\$ (64)	(7)
Net loss attributable to non-controlling interest	(1)	(1)	—	—
Net income attributable to controlling shareholders	\$ 846	\$ 910	\$ (64)	(7)
Operating ratio (%)	66.0	65.3	0.7	70 bps
Basic earnings per share	\$ 0.94	\$ 0.98	\$ (0.04)	(4)
Diluted earnings per share	\$ 0.94	\$ 0.97	\$ (0.03)	(3)
<u>Shares Outstanding</u>				
Weighted average number of basic shares outstanding (millions)	896.8	933.2	(36.4)	(4)
Weighted average number of diluted shares outstanding (millions)	897.3	934.3	(37.0)	(4)
<u>Foreign Exchange</u>				
Average foreign exchange rate (U.S.\$/Canadian\$)	0.73	0.70	0.03	4
Average foreign exchange rate (Canadian\$/U.S.\$)	1.37	1.44	(0.07)	(5)
Average foreign exchange rate (Mexican peso/Canadian\$)	12.79	14.23	(1.44)	(10)
Average foreign exchange rate (Canadian\$/Mexican peso)	0.0782	0.0703	0.0079	11



Summary of Rail Data (Continued)

<u>Commodity Data</u>	First Quarter				
	2026	2025	Total Change	% Change	FX Adjusted % Change ⁽¹⁾
Freight Revenues (millions)					
- Grain	\$ 871	\$ 788	\$ 83	11	14
- Coal	226	257	(31)	(12)	(11)
- Potash	149	156	(7)	(4)	(2)
- Fertilizers and sulphur	112	114	(2)	(2)	2
- Forest products	181	217	(36)	(17)	(14)
- Energy, chemicals and plastics	700	758	(58)	(8)	(5)
- Metals, minerals and consumer products	438	448	(10)	(2)	(1)
- Automotive	296	315	(19)	(6)	(6)
- Intermodal	655	674	(19)	(3)	(1)
Total Freight Revenues	\$ 3,628	\$ 3,727	\$ (99)	(3)	—
Freight Revenue per Revenue Ton-Mile ("RTM") (cents)					
- Grain	5.19	5.27	(0.08)	(2)	1
- Coal	4.36	4.44	(0.08)	(2)	(1)
- Potash	3.30	3.53	(0.23)	(7)	(4)
- Fertilizers and sulphur	8.06	7.99	0.07	1	5
- Forest products	8.59	9.26	(0.67)	(7)	(4)
- Energy, chemicals and plastics	7.63	7.81	(0.18)	(2)	1
- Metals, minerals and consumer products	9.12	9.57	(0.45)	(5)	(3)
- Automotive	23.47	25.55	(2.08)	(8)	(8)
- Intermodal	6.89	7.33	(0.44)	(6)	(4)
Total Freight Revenue per RTM	6.63	6.94	(0.31)	(4)	(2)
Freight Revenue per Carload					
- Grain	\$ 5,842	\$ 5,894	\$ (52)	(1)	2
- Coal	2,064	2,171	(107)	(5)	(4)
- Potash	3,548	3,920	(372)	(9)	(7)
- Fertilizers and sulphur	6,328	6,404	(76)	(1)	2
- Forest products	5,934	6,236	(302)	(5)	(2)
- Energy, chemicals and plastics	5,185	5,319	(134)	(3)	1
- Metals, minerals and consumer products	3,747	3,601	146	4	5
- Automotive	5,725	5,450	275	5	5
- Intermodal	1,519	1,548	(29)	(2)	—
Total Freight Revenue per Carload	\$ 3,348	\$ 3,374	\$ (26)	(1)	1

⁽¹⁾ This earnings measure has no standardized meaning prescribed by GAAP and, therefore, is unlikely to be comparable to similar measures presented by other companies. This measure is defined and reconciled in Non-GAAP Measures of this Earnings Release.



Summary of Rail Data (Continued)

Commodity Data

	First Quarter			
	2026	2025	Total Change	% Change
Millions of RTM				
- Grain	16,785	14,942	1,843	12
- Coal	5,184	5,783	(599)	(10)
- Potash	4,511	4,419	92	2
- Fertilizers and sulphur	1,389	1,427	(38)	(3)
- Forest products	2,106	2,343	(237)	(10)
- Energy, chemicals and plastics	9,177	9,701	(524)	(5)
- Metals, minerals and consumer products	4,803	4,681	122	3
- Automotive	1,261	1,233	28	2
- Intermodal	9,509	9,195	314	3
Total RTMs	54,725	53,724	1,001	2

Carloads (thousands)

- Grain	149.1	133.7	15.4	12
- Coal	109.5	118.4	(8.9)	(8)
- Potash	42.0	39.8	2.2	6
- Fertilizers and sulphur	17.7	17.8	(0.1)	(1)
- Forest products	30.5	34.8	(4.3)	(12)
- Energy, chemicals and plastics	135.0	142.5	(7.5)	(5)
- Metals, minerals and consumer products	116.9	124.4	(7.5)	(6)
- Automotive	51.7	57.8	(6.1)	(11)
- Intermodal	431.1	435.4	(4.3)	(1)
Total Carloads	1,083.5	1,104.6	(21.1)	(2)

	First Quarter				
	2026	2025	Total Change	% Change	FX Adjusted % Change ⁽¹⁾
Operating Expenses (millions)					
Compensation and benefits	\$ 691	\$ 682	\$ 9	1	2
Fuel	458	481	(23)	(5)	(4)
Materials	127	124	3	2	3
Equipment rents	95	99	(4)	(4)	—
Depreciation and amortization	512	504	8	2	4
Purchased services and other	560	588	(28)	(5)	(3)
Total Operating Expenses	\$ 2,443	\$ 2,478	\$ (35)	(1)	—

⁽¹⁾ This earnings measure has no standardized meaning prescribed by GAAP and, therefore, is unlikely to be comparable to similar measures presented by other companies. This measure is defined and reconciled in Non-GAAP Measures of this Earnings Release.



Summary of Rail Data (Continued)

	First Quarter			
	2026	2025	Total Change	% Change
<u>Operations Performance</u>				
Gross ton-miles ("GTMs") (millions)	100,625	98,412	2,213	2
Train miles (thousands)	11,523	11,804	(281)	(2)
Average train weight - excluding local traffic (tons)	9,378	9,034	344	4
Average train length - excluding local traffic (feet)	7,858	7,628	230	3
Average terminal dwell (hours)	9.5	10.3	(0.8)	(8)
Average train speed (miles per hour, or "mph") ⁽¹⁾	19.9	19.1	0.8	4
Locomotive productivity (GTMs / operating horsepower) ⁽²⁾	171	163	8	5
Fuel efficiency ⁽³⁾	1.043	1.064	(0.021)	(2)
U.S. gallons of locomotive fuel consumed (millions) ⁽⁴⁾	105.0	104.7	0.3	—
Average fuel price (U.S. dollars per U.S. gallon)	3.18	3.20	(0.02)	(1)

Total Employees and Workforce

Total employees (average) ⁽⁵⁾	19,539	19,749	(210)	(1)
Total employees (end of period) ⁽⁵⁾	19,658	19,992	(334)	(2)
Workforce (end of period) ⁽⁶⁾	19,671	20,114	(443)	(2)

Safety Indicators⁽⁷⁾

FRA personal injuries per 200,000 employee-hours	0.91	0.97	(0.06)	(6)
FRA train accidents per million train-miles	0.93	0.38	0.55	145

⁽¹⁾ Average train speed is defined as a measure of the line-haul movement from origin to destination including terminal dwell hours. It is calculated by dividing the total train miles travelled by the total train hours operated. This calculation does not include delay time related to customers or foreign railroads and excludes the time and distance travelled by: i) trains used in or around CPKC's yards; ii) passenger trains; and iii) trains used for repairing track. An increase in average train speed indicates improved on-time performance resulting in improved asset utilization.

⁽²⁾ Locomotive productivity is defined as the daily average GTMs divided by daily average operating horsepower. Operating horsepower excludes units offline, tied up or in storage, or in use on other railways, and includes foreign units.

⁽³⁾ Fuel efficiency is defined as United States ("U.S.") gallons of locomotive fuel consumed per 1,000 GTMs.

⁽⁴⁾ Fuel consumed includes gallons from freight, yard and commuter service but excludes fuel used in capital projects and other non-freight activities.

⁽⁵⁾ An employee is defined as an individual currently engaged in full-time, part-time, or seasonal employment with CPKC. CPKC monitors employment levels in order to efficiently meet service and strategic requirements. The number of employees is a key driver to total compensation and benefits costs.

⁽⁶⁾ Workforce is defined as employees plus contractors and consultants.

⁽⁷⁾ Federal Railroad Administration ("FRA") personal injuries per 200,000 employee-hours for the three months ended March 31, 2025 have been restated to reflect new information available within specified periods stipulated by the FRA but that exceed the Company's financial reporting timeline.



Non-GAAP Measures

The Company presents Non-GAAP measures to provide a basis for evaluating underlying earnings and liquidity trends in the Company's current period's financial results that can be compared with the results of operations in prior periods. Management believes these Non-GAAP measures facilitate a multi-period assessment of long-term profitability.

These Non-GAAP measures have no standardized meanings and are not defined by accounting principles generally accepted in the United States of America ("GAAP") and, therefore, may not be comparable to similar measures presented by other companies. The presentation of these Non-GAAP measures is not intended to be considered in isolation from, as a substitute for, or as superior to the financial information presented in accordance with GAAP.

Non-GAAP Performance and Liquidity Measures

The Company uses Core adjusted operating income, Core adjusted operating ratio, Core adjusted income, and Core adjusted diluted earnings per share ("EPS") to evaluate the Company's operating performance and for planning and forecasting future business operations and future profitability. In addition to the Non-GAAP performance measures noted above, other Non-GAAP liquidity measures include Adjusted free cash and Adjusted net debt to adjusted earnings before interest, taxes, depreciation, and amortization ("EBITDA") ratio.

Management believes these Non-GAAP measures provide meaningful supplemental information about our financial results and improved comparability to past performance because they exclude certain significant items that are not considered indicative of future or past financial trends either by nature or amount. As a result, these items are excluded for management's assessment of operational performance, allocation of resources, and preparation of annual budgets. These significant items may include, but are not limited to, restructuring and asset impairment charges, individually significant gains and losses from sales of assets or equity investments, acquisition-related costs, certain adjustments to provisions and settlements of Mexican taxes, advisory costs related to rail consolidation matters, discrete tax items, changes in income tax rates, changes to uncertain tax items, and certain items that are not typical of normal business activities or are outside the control of management. Acquisition-related costs include legal, consulting, integration costs including third-party services and system migration, restructuring and special termination benefit costs, employee retention and synergy incentive costs. These items may not be non-recurring and may include items that are settled in cash. Specifically, due to the magnitude of the Kansas City Southern ("KCS") acquisition, its significant impact to the Company's business and complexity of integrating the acquired business and operations, the Company continues to expect to incur acquisition-related costs beyond the year of acquisition. Management believes excluding these significant items from GAAP results provides an additional viewpoint which may give users a consistent understanding of the Company's financial performance when performing a multi-period assessment including assessing the likelihood of future results. Accordingly, these Non-GAAP financial measures may provide additional insight to investors and other external users of the Company's financial information.

In addition, these Non-GAAP measures exclude KCS purchase accounting. KCS purchase accounting represents the amortization of basis differences being the incremental depreciation or amortization in relation to fair value adjustments to properties and intangible assets, fair value adjustments to KCS's investments, the change in fair value of debt of KCS assumed on April 14, 2023 (the "Control Date"), and fair value adjustments that are attributable to the non-controlling interest, as recognized within "Depreciation and amortization", "Other expense", "Net interest expense", and "Net loss attributable to non-controlling interest", respectively, in the Company's Interim Consolidated Statements of Income. All assets subject to KCS purchase accounting contribute to income generation and will continue to amortize over their estimated useful lives. Excluding KCS purchase accounting from GAAP results provides financial statement users with additional transparency by isolating the impact of KCS purchase accounting.

Significant items recognized in "Net income attributable to controlling shareholders" as reported on a GAAP basis for the first three months of 2026, the year ended December 31, 2025, and the last nine months of 2024 were as follows:

2026:

- during the first quarter, acquisition-related costs of \$9 million in connection with the KCS acquisition (\$7 million after current income tax recovery of \$2 million) including \$4 million recognized in "Compensation and benefits" primarily related to synergy related incentive compensation and restructuring costs, and \$5 million recognized in "Purchased services and other" primarily related to system migration, legal fees, and other third party purchased services, that unfavourably impacted Diluted EPS by 1 cent; and
- during the first quarter, advisory costs related to the analysis and advocacy in connection with the U.S. Surface Transportation Board's review of the proposed merger between Union Pacific Corporation and Norfolk Southern Corporation of \$13 million (\$10 million after current income tax recovery of \$3 million) recognized in "Purchased services and other", that unfavourably impacted Diluted EPS by 1 cent.



2025:

- during the course of the year, a gain on sale of an equity investment of \$333 million (\$256 million after current income tax expense of \$102 million net of deferred income tax recovery of \$25 million) recognized in "Gain on sale of equity investment", that favourably impacted Diluted EPS by 27 cents as follows:
 - in the fourth quarter, a current tax expense of \$26 million recognized in "Current income tax expense" due to the finalization of the related tax provision, that unfavourably impacted Diluted EPS by 3 cents;
 - in the second quarter, a gain on sale of an equity investment of \$333 million (\$282 million after current income tax expense of \$76 million net of deferred income tax recovery of \$25 million) recognized in "Gain on sale of equity investment", that favourably impacted Diluted EPS by 30 cents; and
- during the course of the year, acquisition-related costs of \$72 million in connection with the KCS acquisition (\$56 million after current income tax recovery of \$16 million), including \$11 million recognized in "Compensation and benefits" primarily related to synergy related incentive compensation and restructuring costs, \$1 million recognized in "Materials", \$51 million recognized in "Purchased services and other" primarily related to system migration, legal fees, and other third party purchased services, and \$9 million recognized in "Other components of net period benefit recovery" related to special termination benefit costs, that unfavourably impacted Diluted EPS by 6 cents as follows:
 - in the fourth quarter, acquisition-related costs of \$20 million (\$17 million after current income tax recovery of \$3 million) including a recovery of \$5 million recognized in "Compensation and benefits", an expense of \$16 million recognized in "Purchased services and other", and an expense of \$9 million recognized in "Other components of net period benefit recovery", that unfavourably impacted Diluted EPS by 2 cents;
 - in the third quarter, acquisition-related costs of \$13 million (\$10 million after current income tax recovery of \$3 million) including \$4 million recognized in "Compensation and benefits", and \$9 million recognized in "Purchased services and other", that unfavourably impacted Diluted EPS by 1 cent;
 - in the second quarter, acquisition-related costs of \$19 million (\$14 million after current income tax recovery of \$5 million) including \$7 million recognized in "Compensation and benefits", and \$12 million recognized in "Purchased services and other", that unfavourably impacted Diluted EPS by 2 cents; and
 - in the first quarter, acquisition-related costs of \$20 million (\$15 million after current income tax recovery of \$5 million) including \$5 million recognized in "Compensation and benefits", \$1 million recognized in "Materials", and \$14 million recognized in "Purchased services and other", that unfavourably impacted Diluted EPS by 2 cents.

2024:

- during the last nine months, a deferred income tax recovery of \$81 million on account of changes in tax rates, that favourably impacted Diluted EPS by 9 cents as follows:
 - in the fourth quarter, a deferred income tax recovery of \$78 million due to a decrease in the Louisiana state corporate income tax rate, that favourably impacted Diluted EPS by 9 cents; and
 - in the second quarter, a deferred income tax recovery of \$3 million due to a decrease in the Arkansas state corporate income tax rate, that had minimal impact on Diluted EPS;
- during the last nine months, adjustments to provisions and settlements of Mexican taxes of \$14 million recovery (\$12 million after deferred income tax expense of \$2 million) recognized in "Compensation and benefits", that favourably impacted Diluted EPS by 1 cent as follows:
 - in the fourth quarter, adjustments to provisions and settlements of Mexican taxes of \$7 million recovery (\$6 million after deferred income tax expense of \$1 million) recognized in "Compensation and benefits", that had minimal impact on Diluted EPS;
 - in the third quarter, adjustments to provisions and settlements of Mexican taxes of \$7 million recovery (\$6 million after deferred income tax expense of \$1 million) recognized in "Compensation and benefits", that favourably impacted Diluted EPS by 1 cent; and
- during the last nine months, acquisition-related costs of \$86 million in connection with the KCS acquisition (\$62 million after current income tax recovery of \$24 million), including \$14 million recognized in "Compensation and benefits" primarily related to retention and synergy related incentive compensation costs; \$4 million recognized in "Materials"; and \$68 million recognized in "Purchased services and other" primarily related to system migration, relocation expenses, legal and consulting fees, that unfavourably impacted Diluted EPS by 7 cents as follows:
 - in the fourth quarter, acquisition-related costs of \$22 million (\$17 million after current income tax recovery of \$5 million) including \$1 million recognized in "Compensation and benefits", \$1 million recognized in "Materials", and \$20 million recognized in "Purchased services and other", that unfavourably impacted Diluted EPS by 2 cents;
 - in the third quarter, acquisition-related costs of \$36 million (\$26 million after current income tax recovery of \$10 million) including \$11 million recognized in "Compensation and benefits", \$1 million recognized in "Materials", and \$24 million recognized in "Purchased services and other", that unfavourably impacted Diluted EPS by 3 cents; and
 - in the second quarter, acquisition-related costs of \$28 million (\$19 million after current income tax recovery of \$9 million) including \$2 million recognized in "Compensation and benefits", \$2 million recognized in "Materials", and \$24 million recognized in "Purchased services and other", that unfavourably impacted Diluted EPS by 2 cents.



KCS purchase accounting recognized in "Net income attributable to controlling shareholders" as reported on a GAAP basis for the first three months of 2026, the year ended December 31, 2025, and the last nine months of 2024 was as follows:

2026:

- during the first quarter, KCS purchase accounting of \$91 million (\$66 million after deferred income tax recovery of \$25 million), including costs of \$87 million recognized in "Depreciation and amortization", \$1 million recognized in "Purchased services and other" related to the amortization of equity investments, \$5 million recognized in "Net interest expense", and a recovery of \$2 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 8 cents.

2025:

- during the course of the year, KCS purchase accounting of \$391 million (\$285 million after deferred income tax recovery of \$106 million), including costs of \$373 million recognized in "Depreciation and amortization", \$3 million recognized in "Purchased services and other" related to the amortization of equity investments, \$21 million recognized in "Net interest expense", \$1 million recognized in "Other expense", and a recovery of \$7 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 31 cents as follows:
 - in the fourth quarter, KCS purchase accounting of \$109 million (\$79 million after deferred income tax recovery of \$30 million), including costs of \$105 million recognized in "Depreciation and amortization", \$1 million recognized in "Purchased services and other", \$5 million recognized in "Net interest expense", and a recovery of \$2 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 8 cents;
 - in the third quarter, KCS purchase accounting of \$95 million (\$69 million after deferred income tax recovery of \$26 million), including costs of \$90 million recognized in "Depreciation and amortization", \$1 million recognized in "Purchased services and other", \$6 million recognized in "Net interest expense", and a recovery of \$2 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 8 cents;
 - in the second quarter, KCS purchase accounting of \$95 million (\$70 million after deferred income tax recovery of \$25 million), including costs of \$91 million recognized in "Depreciation and amortization", \$5 million recognized in "Net interest expense", and a recovery of \$1 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 7 cents; and
 - in the first quarter, KCS purchase accounting of \$92 million (\$67 million after deferred income tax recovery of \$25 million), including costs of \$87 million recognized in "Depreciation and amortization", \$1 million recognized in "Purchased services and other", \$5 million recognized in "Net interest expense", \$1 million recognized in "Other expense", and a recovery of \$2 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 7 cents.

2024:

- during the last nine months, KCS purchase accounting of \$268 million (\$195 million after deferred income tax recovery of \$73 million), including \$254 million recognized in "Depreciation and amortization", \$2 million recognized in "Purchased services and other" related to the amortization of equity investments, \$15 million recognized in "Net interest expense", \$2 million recognized in "Other expense", and a recovery of \$5 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 21 cents as follows:
 - in the fourth quarter, KCS purchase accounting of \$93 million (\$68 million after deferred income tax recovery of \$25 million), including costs of \$87 million recognized in "Depreciation and amortization", \$1 million recognized in "Purchased services and other" related to the amortization of equity investments, \$6 million recognized in "Net interest expense", \$1 million recognized in "Other expense", and a recovery of \$2 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 8 cents;
 - in the third quarter, KCS purchase accounting of \$89 million (\$65 million after deferred income tax recovery of \$24 million), including costs of \$85 million recognized in "Depreciation and amortization", \$4 million recognized in "Net interest expense", \$1 million recognized in "Other expense", and a recovery of \$1 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 7 cents; and
 - in the second quarter, KCS purchase accounting of \$86 million (\$62 million after deferred income tax recovery of \$24 million), including costs of \$82 million recognized in "Depreciation and amortization", \$1 million recognized in "Purchased services and other" related to the amortization of equity investments, \$5 million recognized in "Net interest expense", and a recovery of \$2 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 6 cents.



Reconciliation of GAAP Performance Measures to Non-GAAP Performance Measures

The following tables reconcile the most directly comparable measures presented in accordance with GAAP to the Non-GAAP measures:

Core Adjusted Income and Core Adjusted Diluted EPS

Core adjusted income is calculated as Net income attributable to controlling shareholders reported on a GAAP basis adjusted for significant items less KCS purchase accounting.

(in millions of Canadian dollars)	For the three months ended March 31	
	2026	2025
Net income attributable to controlling shareholders as reported	\$ 846	\$ 910
Less:		
Significant items (pre-tax):		
Acquisition-related costs	(9)	(20)
Advisory costs related to rail consolidation matters	(13)	—
KCS purchase accounting	(91)	(92)
Add:		
Tax effect of adjustments ⁽¹⁾	(30)	(30)
Core adjusted income	\$ 929	\$ 992

⁽¹⁾ The tax effect of adjustments was calculated as the pre-tax effect of the significant items and KCS purchase accounting listed above multiplied by the applicable tax rate for the above items of 26.56% for the three months ended March 31, 2026 and 26.76% for the three months ended March 31, 2025. The applicable tax rates reflect the taxable jurisdictions and nature, being on account of capital or income, of the adjustments.

Core adjusted diluted EPS is calculated using Diluted EPS reported on a GAAP basis adjusted for significant items less KCS purchase accounting.

	For the three months ended March 31		For the year ended December 31
	2026	2025	2025
Diluted EPS as reported	\$ 0.94	\$ 0.97	\$ 4.51
Less:			
Significant items (pre-tax):			
Gain on sale of equity investment	—	—	0.36
Acquisition-related costs	(0.01)	(0.02)	(0.08)
Advisory costs related to rail consolidation matters	(0.02)	—	—
KCS purchase accounting	(0.10)	(0.10)	(0.43)
Add:			
Tax effect of adjustments ⁽¹⁾	(0.03)	(0.03)	(0.05)
Core adjusted diluted EPS	\$ 1.04	\$ 1.06	\$ 4.61

⁽¹⁾ The tax effect of adjustments was calculated as the pre-tax effect of the significant items and KCS purchase accounting listed above multiplied by the applicable tax rate for the above items of 26.56% for the three months ended March 31, 2026, 26.76% for the three months ended March 31, 2025, and 34.76% for the year ended December 31, 2025. The applicable tax rates reflect the taxable jurisdictions and nature, being on account of capital or income, of the adjustments.

Core Adjusted Operating Income and Core Adjusted Operating Ratio

Core adjusted operating income and Core adjusted operating ratio are calculated from reported GAAP revenue and operating expenses adjusted for, where applicable, (1) significant items (acquisition-related costs and advisory costs related to rail consolidation matters) that are reported within Operating income, and (2) KCS purchase accounting recognized in "Depreciation and amortization" and "Purchased services and other".



(in millions of Canadian dollars)	For the three months ended March 31	
	2026	2025
Operating income as reported	\$ 1,258	\$ 1,317
Less:		
Acquisition-related costs	(9)	(20)
Advisory costs related to rail consolidation matters	(13)	—
KCS purchase accounting in Operating expenses	(88)	(88)
Core adjusted operating income	\$ 1,368	\$ 1,425

	For the three months ended March 31	
	2026	2025
Operating ratio as reported	66.0 %	65.3 %
Less:		
Acquisition-related costs	0.2 %	0.5 %
Advisory costs related to rail consolidation matters	0.4 %	— %
KCS purchase accounting in Operating expenses	2.4 %	2.3 %
Core adjusted operating ratio	63.0 %	62.5 %

FX Adjusted % Change

FX adjusted % change allows certain financial results to be viewed without the impact of fluctuations in FX rates, thereby facilitating period-to-period comparisons in the analysis of trends in business performance. Financial result variances at constant currency are obtained by translating the comparable period of the prior year's results denominated in U.S. dollars and Mexican pesos at the FX rates of the current period.

FX adjusted % changes in revenues are also used in calculating FX adjusted % change in Freight revenue per carload and per RTM. FX adjusted % changes in revenues are as follows:

(in millions of Canadian dollars)	For the three months ended March 31				
	Reported 2026	Reported 2025	Variance due to FX	FX Adjusted 2025	FX Adjusted % Change
Freight revenues by line of business					
Grain	\$ 871	\$ 788	\$ (22)	\$ 766	14
Coal	226	257	(3)	254	(11)
Potash	149	156	(4)	152	(2)
Fertilizers and sulphur	112	114	(4)	110	2
Forest products	181	217	(7)	210	(14)
Energy, chemicals and plastics	700	758	(24)	734	(5)
Metals, minerals and consumer products	438	448	(6)	442	(1)
Automotive	296	315	—	315	(6)
Intermodal	655	674	(11)	663	(1)
Freight revenues	3,628	3,727	(81)	3,646	—
Non-freight revenues	73	68	(1)	67	9
Total revenues	\$ 3,701	\$ 3,795	\$ (82)	\$ 3,713	—



FX adjusted % changes in Operating expenses are as follows:

(in millions of Canadian dollars)	For the three months ended March 31				
	Reported 2026	Reported 2025	Variance due to FX	FX Adjusted 2025	FX Adjusted % Change
Compensation and benefits	\$ 691	\$ 682	\$ (4)	\$ 678	2
Fuel	458	481	(4)	477	(4)
Materials	127	124	(1)	123	3
Equipment rents	95	99	(4)	95	—
Depreciation and amortization	512	504	(14)	490	4
Purchased services and other	560	588	(8)	580	(3)
Total operating expenses	\$ 2,443	\$ 2,478	\$ (35)	\$ 2,443	—

FX adjusted % change in Operating income is as follows:

(in millions of Canadian dollars)	For the three months ended March 31				
	Reported 2026	Reported 2025	Variance due to FX	FX Adjusted 2025	FX Adjusted % Change
Total revenues	\$ 3,701	\$ 3,795	\$ (82)	\$ 3,713	—
Total operating expenses	2,443	2,478	(35)	2,443	—
Operating income	\$ 1,258	\$ 1,317	\$ (47)	\$ 1,270	(1)

Reconciliation of GAAP Liquidity Measures to Non-GAAP Liquidity Measures

Adjusted Free Cash

Adjusted free cash is calculated as Net cash provided by operating activities, less Net cash used in investing activities, adjusted for changes in Cash and cash equivalents balances resulting from FX rate fluctuations, the cash flow impacts of acquisition-related costs associated with the KCS acquisition, certain settlements of Mexican taxes, and advisory costs related to rail consolidation matters which are not indicative of operating trends. Adjusted free cash is useful to investors and other external users of the Company's Interim Consolidated Financial Statements as it assists with the evaluation of the Company's ability to generate cash to satisfy debt obligations and other activities such as dividends, share repurchase programs, and other strategic opportunities, and is an important performance criterion in determining certain elements of the Company's long-term incentive plan. Adjusted free cash should be considered in addition to, rather than as a substitute for, Net cash provided by operating activities.

Reconciliation of Net Cash Provided by Operating Activities to Adjusted Free Cash

(in millions of Canadian dollars)	For the three months ended March 31	
	2026	2025
Net cash provided by operating activities as reported	\$ 976	\$ 1,156
Net cash used in investing activities	(672)	(715)
Effect of foreign currency fluctuations on foreign currency-denominated cash and cash equivalents	2	(1)
Less:		
Settlements of Mexican taxes	—	(11)
Acquisition-related costs	(21)	(15)
Advisory costs related to rail consolidation matters	(11)	—
Adjusted free cash	\$ 338	\$ 466



Adjusted Net Debt to Adjusted EBITDA Ratio

Adjusted net debt to adjusted EBITDA ratio is calculated as Adjusted net debt divided by Adjusted EBITDA. The Adjusted net debt to adjusted EBITDA ratio is a key credit measure used to assess the Company's financial capacity. The ratio provides information on the Company's ability to service its debt and other long-term obligations from operations, excluding significant items. The Adjusted net debt to adjusted EBITDA ratio which is reconciled below from the Long-term debt to Net income attributable to controlling shareholders ratio, the most comparable measure calculated in accordance with GAAP.

Calculation of Long-term Debt to Net Income Attributable to Controlling Shareholders Ratio

The Long-term debt to Net income attributable to controlling shareholders ratio is calculated as Long-term debt, including Long-term debt maturing within one year, divided by Net income attributable to controlling shareholders.

(in millions of Canadian dollars, except for ratios)	2026	2025
Long-term debt including long-term debt maturing within one year as at March 31	\$ 24,320	\$ 22,652
Net income attributable to controlling shareholders for the twelve months ended March 31	4,077	3,853
Long-term debt to Net income attributable to controlling shareholders ratio	6.0	5.9

Reconciliation of Long-term Debt to Adjusted Net Debt

Adjusted net debt is defined as Long-term debt and Long-term debt maturing within one year, as reported on the Company's Interim Consolidated Balance Sheets adjusted for pension plans' deficit, operating lease liabilities, Cash and cash equivalents, and the fair value adjustment to KCS debt on the Control Date which is recognized under Long-term debt on the Company's Interim Consolidated Balance Sheets. Adjusted net debt is used as a measure of debt and long-term obligations as part of the calculation of Adjusted net debt to Adjusted EBITDA.

(in millions of Canadian dollars)	2026	2025
Long-term debt including long-term debt maturing within one year as at March 31	\$ 24,320	\$ 22,652
Add:		
Pension plans deficit ⁽¹⁾	155	161
Operating lease liabilities	389	392
Fair value adjustment to KCS debt upon Control ⁽²⁾	460	495
Less:		
Cash and cash equivalents	409	695
Adjusted net debt	\$ 24,915	\$ 23,005

⁽¹⁾ Pension plans deficit is the total funded status of the Pension plans in deficit only.

⁽²⁾ The fair value adjustment to KCS debt upon control represents the fair value adjustment based on the purchase price allocation at fair value, net of amortization of fair value adjustments from April 14, 2023 and the foreign currency translation impact on the fair value adjustment.

Reconciliation of Net Income Attributable to Controlling Shareholders to Adjusted EBITDA

Adjusted EBITDA is calculated as Net income attributable to controlling shareholders before Net interest expense, Income tax expense, Depreciation and amortization, and Operating lease expense recognized on the Company's Interim Consolidated Statement of Income, excluding significant items reported in "Net income" less "Other components of net periodic benefit recovery" recognized on the Company's Interim Consolidated Statement of Income. Adjusted EBITDA is used as a performance measure derived from operating results, excluding significant items, as part of the calculation of Adjusted net debt to adjusted EBITDA. Detailed quarterly information on significant items that occurred within the 12 months ended March 31, 2026 and 2025 can be found under the earlier section *Core Adjusted Income and Core Adjusted Diluted EPS*.



(in millions of Canadian dollars)	For the twelve months ended March 31	
	2026	2025
Net income attributable to controlling shareholders as reported	\$ 4,077	\$ 3,853
Add:		
Net interest expense	888	811
Income tax expense	1,328	1,092
Depreciation and amortization	2,027	1,937
Operating lease expense	115	114
Less:		
Significant items (pre-tax):		
Adjustments to provisions and settlements of Mexican taxes	—	14
Acquisition-related costs	(61)	(106)
Advisory costs related to rail consolidation matters	(13)	—
Gain on sale of equity investment	333	—
Other components of net periodic benefit recovery	418	371
Adjusted EBITDA	\$ 7,758	\$ 7,528

Calculation of Adjusted Net Debt to Adjusted EBITDA Ratio

(in millions of Canadian dollars, except for ratios)	2026	2025
Adjusted net debt as at March 31	\$ 24,915	\$ 23,005
Adjusted EBITDA for the twelve months ended March 31	7,758	7,528
Adjusted net debt to adjusted EBITDA ratio	3.2	3.1

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

- ☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2026

OR

- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission File Number 001-01342

Canadian Pacific Kansas City Limited

(Exact name of registrant as specified in its charter)

Canada

(State or Other Jurisdiction
of Incorporation or Organization)

98-0355078

(IRS Employer
Identification No.)

7550 Ogden Dale Road S.E., Calgary, Alberta,

Canada

(Address of principal executive offices)

T2C 4X9

(Zip Code)

(403) 319-7000

Registrant's Telephone Number, Including Area Code:

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which Registered</u>
Common Shares, without par value, of Canadian Pacific Kansas City Limited	CP	New York Stock Exchange
Common Shares, without par value, of Canadian Pacific Kansas City Limited	CP	Toronto Stock Exchange
Perpetual 4% Consolidated Debenture Stock of Canadian Pacific Railway Company	CP/40	New York Stock Exchange
Perpetual 4% Consolidated Debenture Stock of Canadian Pacific Railway Company	BC87	London Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the *Securities Exchange Act of 1934* during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of the close of business on April 28, 2026, there were 887,736,404 of the registrant's Common Shares outstanding.

CANADIAN PACIFIC KANSAS CITY LIMITED
FORM 10-Q
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PART I

ITEM 1. FINANCIAL STATEMENTS

INTERIM CONSOLIDATED STATEMENTS OF INCOME (unaudited)

	For the three months ended March 31	
	2026	2025
(in millions of Canadian dollars, except share and per share data)		
Revenues (Note 3)		
Freight	\$ 3,628	\$ 3,727
Non-freight	73	68
Total revenues	3,701	3,795
Operating expenses		
Compensation and benefits	691	682
Fuel	458	481
Materials	127	124
Equipment rents	95	99
Depreciation and amortization	512	504
Purchased services and other	560	588
Total operating expenses	2,443	2,478
Operating income	1,258	1,317
Other expense	20	7
Other components of net periodic benefit recovery (Note 11)	(110)	(107)
Net interest expense	228	216
Income before income tax expense	1,120	1,201
Current income tax expense	260	266
Deferred income tax expense	15	26
Income tax expense (Note 4)	275	292
Net income	\$ 845	\$ 909
Net loss attributable to non-controlling interest	(1)	(1)
Net income attributable to controlling shareholders	\$ 846	\$ 910
Earnings per share (Note 5)		
Basic earnings per share	\$ 0.94	\$ 0.98
Diluted earnings per share	\$ 0.94	\$ 0.97
Weighted-average number of shares (millions) (Note 5)		
Basic	896.8	933.2
Diluted	897.3	934.3
Dividends declared per share	\$ 0.228	\$ 0.190

See Notes to Interim Consolidated Financial Statements.

INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

(in millions of Canadian dollars)	For the three months ended March 31	
	2026	2025
Net income	\$ 845	\$ 909
Net gain (loss) in foreign currency translation adjustments, net of hedging activities	538	(29)
Change in derivatives designated as cash flow hedges	(1)	1
Change in pension and post-retirement defined benefit plans	1	3
Other comprehensive income from equity investees	1	—
Other comprehensive income (loss) before income taxes	539	(25)
Income tax recovery (expense)	14	(3)
Other comprehensive income (loss)	553	(28)
Comprehensive income	\$ 1,398	\$ 881
Comprehensive income (loss) attributable to non-controlling interest	15	(2)
Comprehensive income attributable to controlling shareholders	\$ 1,383	\$ 883

See Notes to Interim Consolidated Financial Statements.

**INTERIM CONSOLIDATED BALANCE SHEETS AS AT
(unaudited)**

	March 31 2026	December 31 2025
(in millions of Canadian dollars)		
Assets		
Current assets		
Cash and cash equivalents	\$ 409	\$ 184
Accounts receivable, net (Note 7)	2,196	2,029
Materials and supplies	534	502
Other current assets	265	224
	3,404	2,939
Investments	485	473
Properties	56,126	55,323
Goodwill	18,748	18,436
Intangible assets	2,939	2,911
Pension asset	5,229	5,129
Other assets	753	734
Total assets	\$ 87,684	\$ 85,945
Liabilities and equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 2,632	\$ 2,751
Long-term debt maturing within one year (Note 8, 9)	2,437	3,240
	5,069	5,991
Pension and other benefit liabilities	537	537
Other long-term liabilities	811	815
Long-term debt (Note 8, 9)	21,883	19,948
Deferred income taxes	11,968	11,829
Total liabilities	40,268	39,120
Shareholders' equity		
Share capital	24,623	24,751
Additional paid-in capital	118	105
Accumulated other comprehensive income (Note 6)	1,775	1,238
Retained earnings	19,937	19,783
	46,453	45,877
Non-controlling interest	963	948
Total equity	47,416	46,825
Total liabilities and equity	\$ 87,684	\$ 85,945

See Contingencies (Note 13).

See Notes to Interim Consolidated Financial Statements.

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(in millions of Canadian dollars)	For the three months ended March 31	
	2026	2025
Operating activities		
Net income	\$ 845	\$ 909
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	512	504
Deferred income tax expense	15	26
Pension recovery and funding (Note 11)	(99)	(95)
Settlement of Mexican taxes	—	(11)
Other operating activities, net	(12)	(11)
Changes in non-cash working capital balances related to operations	(285)	(166)
Net cash provided by operating activities	976	1,156
Investing activities		
Additions to properties	(664)	(711)
Additions to Meridian Speedway properties	(5)	(12)
Proceeds from sale of properties and other assets	8	11
Other investing activities, net	(11)	(3)
Net cash used in investing activities	(672)	(715)
Financing activities		
Dividends paid	(204)	(177)
Issuance of Common Shares	25	8
Purchase of Common Shares (Note 10)	(680)	(347)
Repayment of long-term debt, excluding commercial paper (Note 8)	(345)	(935)
Issuance of long-term debt, excluding commercial paper (Note 8)	1,621	1,710
Net repayment of commercial paper (Note 8)	(494)	(453)
Net repayment of short-term borrowings	—	(285)
Other financing activities, net	(4)	(5)
Net cash used in financing activities	(81)	(484)
Effect of foreign currency fluctuations on foreign-denominated cash and cash equivalents	2	(1)
Cash position		
Net increase (decrease) in cash and cash equivalents	225	(44)
Cash and cash equivalents at beginning of period	184	739
Cash and cash equivalents at end of period	\$ 409	\$ 695
Supplemental cash flow information		
Income taxes paid	\$ 291	\$ 237
Interest paid	\$ 203	\$ 180

See Notes to Interim Consolidated Financial Statements.

INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(unaudited)

(in millions of Canadian dollars except per share data)	For the three months ended March 31							
	Common Shares (in millions)	Share capital	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	Total shareholders' equity	Non- controlling interest	Total equity
Balance as at January 1, 2026	897.6	\$ 24,751	\$ 105	\$ 1,238	\$ 19,783	\$ 45,877	\$ 948	\$ 46,825
Net Income (loss)	—	—	—	—	846	846	(1)	845
Other comprehensive income (Note 6)	—	—	—	537	—	537	16	553
Dividends declared (\$0.228 per share)	—	—	—	—	(204)	(204)	—	(204)
Effect of stock-based compensation expense	—	—	19	—	—	19	—	19
Common Shares repurchased (Note 10)	(5.4)	(158)	—	—	(488)	(646)	—	(646)
Common Shares issued under stock option plan	0.4	6	(6)	—	—	—	—	—
Cash received upon options exercised	—	24	—	—	—	24	—	24
Balance as at March 31, 2026	892.6	\$ 24,623	\$ 118	\$ 1,775	\$ 19,937	\$ 46,453	\$ 963	\$ 47,416
Balance as at January 1, 2025	933.5	\$ 25,689	\$ 94	\$ 2,680	\$ 19,429	\$ 47,892	\$ 998	\$ 48,890
Net Income (loss)	—	—	—	—	910	910	(1)	909
Contribution from non-controlling interest	—	—	—	—	—	—	1	1
Other comprehensive loss (Note 6)	—	—	—	(27)	—	(27)	(1)	(28)
Dividends declared (\$0.190 per share)	—	—	—	—	(177)	(177)	—	(177)
Effect of stock-based compensation expense	—	—	16	—	—	16	—	16
Common Shares repurchased (Note 10)	(3.3)	(96)	—	—	(279)	(375)	—	(375)
Common Shares issued under stock option plan	0.2	10	(3)	—	—	7	—	7
Balance as at March 31, 2025	930.4	\$ 25,603	\$ 107	\$ 2,653	\$ 19,883	\$ 48,246	\$ 997	\$ 49,243

See Notes to Interim Consolidated Financial Statements.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2026

(unaudited)

1 Description of business and basis of presentation

Canadian Pacific Kansas City Limited ("CPKC" or the "Company") owns and operates a transcontinental freight railway spanning Canada, the United States ("U.S."), and Mexico. CPKC provides rail and intermodal transportation services over a network of approximately 20,000 miles, serving principal business centres across Canada, the U.S., and Mexico. The Company transports bulk commodities, merchandise freight, and intermodal traffic. CPKC's Common Shares ("Common Shares") trade on the Toronto Stock Exchange ("TSX") and New York Stock Exchange under the symbol "CP".

These unaudited interim consolidated financial statements ("Interim Consolidated Financial Statements") have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"). They do not include all of the information required for a complete set of annual financial statements prepared in accordance with GAAP and should be read in conjunction with the Company's audited consolidated financial statements as at and for the year ended December 31, 2025 ("last annual consolidated financial statements"). Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and results of operations since the last annual consolidated financial statements. These Interim Consolidated Financial Statements have been prepared using the same significant accounting policies used in the last annual consolidated financial statements, except for the adoption of new accounting standards (see Note 2). Amounts are stated in Canadian dollars unless otherwise noted.

The Company's operations and income for interim periods can be affected by seasonal fluctuations such as changes in customer demand and weather conditions, and may not be indicative of annual results.

Operating segment

The Company only has one operating segment: rail transportation. The Company's measure of segment profit is reported on the Interim Consolidated Statements of Income as "Net income attributable to controlling shareholders". CPKC's significant segment expenses are consistent with the expenses presented on the Interim Consolidated Statements of Income.

2 Accounting changes

Accounting Standards Update ("ASU") 2025-05 *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*

On January 1, 2026, the Company prospectively adopted ASU 2025-05, which simplifies estimating credit losses on current accounts receivable and current contract assets. Under the new guidance, CPKC elected to adopt a practical expedient allowing the Company to assume that conditions existing as of the balance sheet date will remain unchanged over the remaining life of the asset when developing reasonable and supportable forecasts for estimating expected credit losses. Adoption of ASU 2025-05 did not have a material impact on the Company's Interim Consolidated Financial Statements.

Other accounting standards that became effective during the three months ended March 31, 2026, did not have a material impact on the Company's Interim Consolidated Financial Statements. Recently issued accounting pronouncements are not expected to have a material impact on the Company's financial position or results of operations upon adoption.

3 Revenues

The following table presents disaggregated information about the Company's revenues from contracts with customers by major source:

(in millions of Canadian dollars)	For the three months ended March 31	
	2026	2025
Grain	\$ 871	\$ 788
Coal	226	257
Potash	149	156
Fertilizers and sulphur	112	114
Forest products	181	217
Energy, chemicals and plastics	700	758
Metals, minerals and consumer products	438	448
Automotive	296	315
Intermodal	655	674
Total freight revenues	3,628	3,727
Non-freight excluding leasing revenues	45	41
Revenues from contracts with customers	3,673	3,768
Leasing revenues	28	27
Total revenues	\$ 3,701	\$ 3,795

4 Income taxes

The effective income tax rate including discrete items for the three months ended March 31, 2026 was 24.60%, compared to 24.32% for the same period in 2025.

For the three months ended March 31, 2026, the effective income tax rate was 24.75%, excluding the discrete items of amortization of the fair value adjustments associated with purchase accounting of \$93 million and acquisition-related costs of \$9 million, both related to the Kansas City Southern ("KCS") acquisition, and advisory costs related to the analysis and advocacy in connection with the U.S. Surface Transportation Board's review of the proposed merger between Union Pacific Corporation and Norfolk Southern Corporation of \$13 million.

For the three months ended March 31, 2025, the effective income tax rate was 24.50%, excluding the discrete items of amortization of the fair value adjustments associated with purchase accounting of \$94 million and acquisition-related costs of \$20 million, both related to the KCS acquisition.

2014 Tax Assessment

Canadian Pacific Kansas City Mexico's ("CPKCM") 2014 Tax Assessment is currently in litigation (see Note 13).

5 Earnings per share

(in millions, except per share data)	For the three months ended March 31	
	2026	2025
Net income attributable to controlling shareholders	\$ 846	\$ 910
Weighted-average basic shares outstanding	896.8	933.2
Dilutive effect of stock options	0.5	1.1
Weighted-average diluted shares outstanding	897.3	934.3
Basic earnings per share	\$ 0.94	\$ 0.98
Diluted earnings per share	\$ 0.94	\$ 0.97

For the three months ended March 31, 2026, there were 1.3 million stock options excluded from the computation of diluted earnings per share because their effects were not dilutive (three months ended March 31, 2025 - 1.5 million).

6 Changes in Accumulated other comprehensive income ("AOCI") by component

Changes in AOCI attributable to controlling shareholders, net of tax, by component are as follows:

	For the three months ended March 31					
(in millions of Canadian dollars)	Foreign currency net of hedging activities	Derivatives	Pension and post- retirement defined benefit plans	Equity accounted investments		Total
Opening balance, January 1, 2026	\$ 1,829	\$ 9	\$ (602)	\$ 2	\$	1,238
Other comprehensive income before reclassifications	536	—	—	1		537
Amounts reclassified from AOCI	—	(1)	1	—		—
Net other comprehensive income (loss)	536	(1)	1	1		537
Balance as at March 31, 2026	\$ 2,365	\$ 8	\$ (601)	\$ 3	\$	1,775
Opening balance, January 1, 2025	\$ 3,413	\$ 10	\$ (738)	(5)	\$	2,680
Other comprehensive loss before reclassifications	(28)	—	—	—		(28)
Amounts reclassified from AOCI	—	—	1	—		1
Net other comprehensive (loss) income	(28)	—	1	—		(27)
Balance as at March 31, 2025	\$ 3,385	\$ 10	\$ (737)	(5)	\$	2,653

7 Accounts receivable, net

(in millions of Canadian dollars)	As at March 31, 2026	As at December 31, 2025
Total accounts receivable	\$ 2,306	\$ 2,146
Allowance for credit losses	(110)	(117)
Total accounts receivable, net	\$ 2,196	\$ 2,029

8 Debt

During the three months ended March 31, 2026, the Company repaid, at maturity, U.S. \$250 million (\$339 million) 3.70% 10.5-year notes.

Issuance of long-term debt

During the three months ended March 31, 2026, the Company issued U.S. \$600 million (\$821 million) 4.00% 3-year unsecured notes due March 15, 2029 for net proceeds of U.S. \$597 million (\$816 million), and U.S. \$600 million (\$821 million) 5.50% 30-year unsecured notes due March 15, 2056 for net proceeds of U.S. \$589 million (\$805 million). The issued notes pay interest semi-annually and carry a negative pledge.

Credit facility

The Company's revolving credit facility agreement (the "facility") consists of a two-year U.S. \$1.1 billion tranche maturing June 25, 2027, and a five-year U.S. \$1.1 billion tranche maturing June 25, 2030. As at March 31, 2026, the facility was undrawn (December 31, 2025 - undrawn). The Company presents draws and repayments on the facility in the Interim Consolidated Statements of Cash Flows on a net basis.

Commercial paper program

Effective March 27, 2026, the Company increased the maximum size of its commercial paper program through the addition of a Canadian dollar commercial paper program which allows the Company to borrow Canadian dollars in the form of unsecured promissory notes. This increased the maximum amount the Company can borrow under the program from U.S. \$1.5 billion to U.S. \$2.2 billion, or the Canadian dollar equivalent, on a combined basis. This commercial paper program is backed by the U.S. \$2.2 billion facility. As at March 31, 2026, the Company had total commercial paper borrowings outstanding of U.S. \$485 million (\$676 million) recognized in "Long-term debt maturing within one year" on the Company's Interim Consolidated Balance Sheets (December 31, 2025 - U.S. \$850 million (\$1,165 million)). The weighted-average interest rate on these borrowings as at March 31, 2026 was 4.04% (December 31, 2025 - 4.02%). The Company presents issuances and repayments of commercial paper, all of which have a maturity of less than 90 days, in the Interim Consolidated Statements of Cash Flows on a net basis.

9 Financial instruments

A. Fair values of financial instruments

The Company categorizes its financial assets and liabilities measured at fair value into a three-level hierarchy that prioritizes those inputs to valuation techniques used to measure fair value based on the degree to which they are observable. The three levels of the fair value hierarchy are as follows: Level 1 inputs are quoted prices in active markets for identical assets and liabilities; Level 2 inputs, other than quoted prices included within Level 1, are observable for the asset or liability either directly or indirectly; and Level 3 inputs are not observable in the market.

The Company's short-term financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and short-term borrowings, including commercial paper and term loans. The carrying value of short-term financial instruments approximate their fair value.

The carrying value of the Company's debt does not approximate its fair value. The estimated fair value has been determined based on market information, where available, or by discounting future payments of principal and interest at estimated interest rates expected to be available to the Company at the balance sheet date. All measurements are classified as Level 2. The Company's long-term debt, including current maturities, with a carrying value of \$23,644 million as at March 31, 2026 (December 31, 2025 - \$22,023 million), had a fair value of \$22,089 million (December 31, 2025 - \$20,740 million).

B. Financial risk management

Foreign exchange ("FX") management

Net investment hedge

The majority of the Company's U.S. dollar-denominated long-term debt, finance lease obligations, and operating lease liabilities have been designated as a hedge of the Company's net investment in foreign subsidiaries. This designation has the effect of mitigating volatility on Net income by offsetting long-term FX gains and losses on U.S. dollar-denominated long-term debt and gains and losses on its net investment. The effect of the Company's net investment hedge for the three months ended March 31, 2026 was an unrealized FX loss of \$123 million (three months ended March 31, 2025 - unrealized FX gain of \$6 million) recognized in "Other comprehensive income (loss)".

10 Share repurchases

On January 28, 2026, the Company announced a normal course issuer bid ("NCIB"), commencing February 2, 2026, to purchase up to 44.9 million Common Shares in the open market for cancellation on or before February 1, 2027.

On February 27, 2025, the Company announced a NCIB, commencing March 3, 2025, to purchase up to 37.3 million Common Shares in the open market for cancellation on or before March 2, 2026. By October 29, 2025, the Company had purchased and cancelled all 37.3 million Common Shares authorized to be purchased under the NCIB.

All purchases were made in accordance with the respective NCIB at prevailing market prices plus brokerage fees, with consideration allocated to "Share capital" up to the average carrying amount of the Common Shares and any excess allocated to "Retained earnings".

In accordance with Canadian tax legislation, the Company has accrued for a 2% tax on the fair market value of Common Shares repurchased (net of qualifying issuances of equity) as a direct cost of Common Share repurchases recognized in Shareholders' equity. During the three months ended March 31, 2026, the Company has accrued a liability of \$11 million (three months ended March 31, 2025 - \$7 million), for the tax due on the net Common Share repurchases made, payable within the first quarter of the following year.

The following table provides activities under the share repurchase program:

	For the three months ended March 31	
	2026	2025
Number of Common Shares repurchased ⁽¹⁾	5,735,907	3,480,658
Weighted-average price per Common Share ⁽²⁾	\$112.62	\$107.68
Amount of repurchase (in millions of Canadian dollars) ⁽¹⁾⁽²⁾	\$646	\$375

⁽¹⁾ Includes Common Shares repurchased but not yet cancelled at end of period.

⁽²⁾ Includes brokerage fees and applicable tax on Common Share repurchases.

11 Pension and other benefits

During the three months ended March 31, 2026, the Company made contributions to its defined benefit pension plans of \$3 million (three months ended March 31, 2025 - \$4 million).

Net periodic benefit (recovery) cost for defined benefit pension plans and other benefits included the following components:

(in millions of Canadian dollars)	For the three months ended March 31					
	Pensions		Other benefits		Total	
	2026	2025	2026	2025	2026	2025
Current service cost	\$ 19	\$ 21	\$ 3	\$ 3	\$ 22	\$ 24
Other components of net periodic benefit (recovery) cost:						
Interest cost on benefit obligation	118	117	5	5	123	122
Expected return on plan assets	(234)	(232)	—	—	(234)	(232)
Recognized net actuarial (gain) loss	(1)	2	—	—	(1)	2
Amortization of prior service costs	2	1	—	—	2	1
Total other components of net periodic benefit (recovery) cost	(115)	(112)	5	5	(110)	(107)
Net periodic benefit (recovery) cost	\$ (96)	\$ (91)	\$ 8	\$ 8	\$ (88)	\$ (83)

12 Stock-based compensation

As at March 31, 2026, the Company had several stock-based compensation plans including stock option plans, various cash-settled liability plans, and an employee share purchase plan. These plans resulted in an expense for the three months ended March 31, 2026 of \$49 million (three months ended March 31, 2025 - expense of \$34 million).

Stock options plan

In the three months ended March 31, 2026, under the Company's stock options plan, the Company issued 1,189,411 options at the weighted-average price of \$104.69 per share, based on the closing price of the Company's Common Shares on the TSX at the grant date. Pursuant to the employee plan, these options may be exercised upon vesting, which is between 12 months and 48 months after the grant date, and will expire seven years from the grant date.

Under the fair value method, the fair value of the stock options at the grant date was approximately \$30 million.

Performance share unit plans

During the three months ended March 31, 2026, the Company issued 629,722 Performance Share Units ("PSUs") with a grant date fair value of \$66 million and 20,386 Performance Deferred Share Units ("PDSUs") with a grant date fair value, including the fair value of expected future matching units, of \$3 million. PSUs and PDSUs attract dividend equivalents in the form of additional units based on dividends paid on the Company's Common Shares, and vest three to four years after the grant date, contingent on the Company's performance ("performance factor"). Vested PSUs are settled in cash. Vested PDSUs are converted into Deferred Share Units ("DSUs") pursuant to the DSU plan, are eligible for a 25% Company match if the employee has not exceeded their Common Share ownership requirements, and are settled in cash only when the holder ceases their employment with the Company.

The performance period for all PSUs and all PDSUs granted in the three months ended March 31, 2026 is January 1, 2026 to December 31, 2028 and the performance factors are Free Cash Flow ("FCF") and Total Shareholder Return ("TSR"), compared to the Standard and Poor's ("S&P")/TSX 60 Index, and TSR compared to the S&P 500 Industrials Index.

The performance period for all of the 544,175 PSUs and 26,333 PDSUs granted in 2023 was January 1, 2023 to December 31, 2025, and the performance factors were FCF, Earnings Before Interest, Taxes, Depreciation, and Amortization ("EBITDA"), TSR compared to the S&P/TSX 60 Index, TSR compared to the S&P 500 Industrials Index, and TSR compared to Class I railways. The resulting payout was 91% of the outstanding units multiplied by the Company's average Common Share price calculated based on the last 30 trading days preceding December 31, 2025. In the first quarter of 2026, payouts were \$42 million on 461,766 PSUs, including dividends reinvested. The 26,555 PDSUs that vested on December 31, 2025, with a fair value of \$3 million, including dividends reinvested and matching units, will be paid out in future reporting periods pursuant to the DSU plan (as described above).

13 Contingencies

Litigation

In the normal course of its operations, the Company becomes involved in various legal actions, including claims relating to injuries and damage to property. The Company maintains provisions it considers to be adequate for such actions. While the final outcome with respect to actions outstanding or pending as at March 31, 2026 cannot be predicted with certainty, it is the opinion of management that their resolution will not have a material adverse effect on the Company's business, financial position, results of operations, or liquidity. However, an unexpected adverse resolution of one or more of these legal actions could have a material adverse effect on the Company's business, financial position, results of operations, or liquidity in a particular quarter or fiscal year.

Legal proceedings related to Lac-Mégantic rail accident

On July 6, 2013, a train carrying petroleum crude oil operated by Montréal Maine and Atlantic Railway ("MMAR") or a subsidiary, Montréal Maine & Atlantic Canada Co. ("MMAC" and collectively the "MMA Group"), derailed in Lac-Mégantic, Québec. The derailment occurred on a section of railway owned and operated by the MMA Group and while the MMA Group exclusively controlled the train.

Following the derailment, MMAC sought court protection in Canada under the *Companies' Creditors Arrangement Act* and MMAR filed for bankruptcy in the U.S. Plans of arrangement were approved in both Canada and the U.S. (the "Plans"), providing for the distribution of approximately \$440 million amongst those claiming derailment damages.

A number of legal proceedings, set out below, were commenced in Canada and the U.S. against the Company and others:

- (1) Québec's Minister of Sustainable Development, Environment, Wildlife and Parks ordered various parties, including the Company, to remediate the derailment site (the "Cleanup Order") and served the Company with a Notice of Claim for \$95 million for those costs. The Company appealed the Cleanup Order and contested the Notice of Claim with the Administrative Tribunal of Québec. These proceedings are stayed pending determination of the Attorney General of Québec ("AGQ") action (paragraph 2 below).
- (2) The AGQ sued the Company in the Québec Superior Court claiming \$409 million in damages, which was further amended and reduced to \$231 million (the "AGQ Action"). The AGQ Action alleges that: (i) the Company was responsible for the petroleum crude oil from its point of origin until its delivery to Irving Oil Ltd.; and (ii) the Company is vicariously liable for the acts and omissions of the MMA Group.
- (3) A class action in the Québec Superior Court on behalf of persons and entities residing in, owning or leasing property in, operating a business in, or physically present in Lac-Mégantic at the time of the derailment was certified against the Company on May 8, 2015 (the "Class Action"). Other defendants including MMAC and Mr. Thomas Harding ("Harding") were added to the Class Action on January 25, 2017. On November 28, 2019, the plaintiffs' motion to discontinue their action against Harding was granted. The Class Action seeks unquantified damages, including for wrongful death, personal injury, property damage, and economic loss.
- (4) Eight subrogated insurers sued the Company in the Québec Superior Court claiming approximately \$16 million in damages, which was amended and reduced to approximately \$14 million (the "Promutuel Action"), and two additional subrogated insurers sued the Company claiming approximately \$3 million in damages (the "Royal Action"). Both actions contain similar allegations as the AGQ Action. The actions do not identify the subrogated parties. As such, the extent of any overlap between the damages claimed in these actions and under the Plans is unclear. The Royal Action is stayed pending determination of the consolidated proceedings described below.

On December 11, 2017, the AGQ Action, the Class Action and the Promutuel Action were consolidated. The joint liability trial of these consolidated claims commenced on September 21, 2021 with oral arguments ending on June 15, 2022. The Québec Superior Court issued a decision on December 14, 2022 dismissing all claims against the Company, finding that the Company's actions were not the direct and immediate cause of the accident and the damages suffered by the plaintiffs. All three plaintiffs filed a declaration of appeal on January 13, 2023. The appeal was heard October 7 to 10, 2024 by the Québec Court of Appeal. On February 26, 2025, the Québec Court of Appeal issued its unanimous decision upholding the trial decision and dismissing the appeals in their entirety. On April 28, 2025, all three plaintiffs filed applications for leave to appeal to the Supreme Court of Canada. On May 30, 2025, the Company filed its response to the plaintiffs' leave applications. A damages trial will follow after the disposition of all appeals, if necessary.

- (5) Forty-eight plaintiffs (all individual claims joined in one action) sued the Company, MMAC, and Harding in the Québec Superior Court claiming approximately \$5 million in damages for economic loss and pain and suffering, and asserting similar allegations as in the Class Action and the AGQ Action. The majority of the plaintiffs opted-out of the Class Action and all but two are also plaintiffs in litigation against the Company, described in paragraph 7 below. This action is stayed pending determination of the consolidated claims described above.

- (6) The MMAR U.S. bankruptcy estate representative commenced an action against the Company in November 2014 in the Maine Bankruptcy Court claiming that the Company failed to abide by certain regulations and seeking approximately U.S. \$30 million in damages for MMAR's loss in business value according to an expert report filed by the bankruptcy estate. This action asserts that the Company knew or ought to have known that the shipper misclassified the petroleum crude oil and therefore should have refused to transport it. Summary judgement motion was argued and taken under advisement on June 9, 2022. On May 23, 2023, the case management judge stayed the proceedings pending the outcome of the appeal in the Canadian consolidated claims. On April 18, 2025, the Court lifted the stay and ordered briefing concerning the Company's request for summary judgement based on the preclusive effect of matters decided in other Lac-Mégantic cases. The Court would address that basis for summary judgement first, then would address other arguments for summary judgement, if necessary, afterwards. On October 8, 2025, the Court heard the Company's summary judgement motion. On April 21, 2026, the Court granted CPKC's motion for summary judgement, dismissing the bankruptcy estate representative's claims.
- (7) The class and mass tort action commenced against the Company in June 2015 in Texas (on behalf of Lac-Mégantic residents and wrongful death representatives) and the wrongful death and personal injury actions commenced against the Company in June 2015 in Illinois and Maine, were all transferred and consolidated in Federal District Court in Maine (the "Maine Actions"). The Maine Actions allege that the Company negligently misclassified and improperly packaged the petroleum crude oil. On the Company's motion, the Maine Actions were dismissed. The plaintiffs appealed the dismissal decision to the U.S. First Circuit Court of Appeals, which dismissed the plaintiffs' appeal on June 2, 2021. The plaintiffs further petitioned the U.S. First Circuit Court of Appeals for a rehearing, which was denied on September 8, 2021. On January 24, 2022, the plaintiffs further appealed to the U.S. Supreme Court on two bankruptcy procedural grounds. On May 31, 2022, the U.S. Supreme Court denied the petition, thereby rejecting the plaintiffs' appeal.
- (8) The trustee for the wrongful death trust commenced Carmack Amendment claims against the Company in North Dakota Federal Court, seeking to recover approximately U.S. \$6 million for damaged rail cars and lost crude oil and reimbursement for the settlement paid by the consignor and the consignee under the Plans (alleged to be U.S. \$110 million and U.S. \$60 million, respectively). The Court issued an Order on August 6, 2020 granting and denying in parts the parties' summary judgement motions which has been reviewed and confirmed following motions by the parties for clarification and reconsideration. Final briefs of dispositive motions for summary judgement and for reconsideration on tariff applicability were submitted on September 30, 2022. On January 20, 2023, the Court granted in part the Company's summary judgement motion by dismissing all claims for recovery of settlement payments but leaving for trial the determination of the value of the lost crude oil. It also dismissed the Company's motion for reconsideration on tariff applicability. The remaining issues of the value of the lost crude oil and applicability of judgement reduction provisions did not require trial, and were fully briefed in 2024. On January 5, 2024, the Court issued its decision finding that the Company was liable for approximately U.S. \$3.9 million plus pre-judgement interest, but declined to determine whether judgement reduction provisions were applicable, referring the parties to a court in Maine on that issue. On January 18, 2024, the Company filed a motion for reconsideration for the Court to apply the judgement reduction provisions. On January 19, 2024, the trustee for the wrongful death trust filed a Notice of Appeal for the January 5, 2024 decision, as well as prior decisions. On February 23, 2024, the Court denied the Company's motion for reconsideration, again referring the parties to a court in Maine to apply the judgement reduction provision. On March 6, 2024, the Company filed its notice of appeal of this latest ruling, as well as prior decisions. The appeal was heard on March 18, 2025. On July 3, 2025, the U.S. Eighth Circuit Court of Appeals unanimously allowed the Company's appeal, reversing the district court decision and remanding the matter back to the district court for a complete reduction of the judgement against the Company. On July 17, 2025, the trustee for the wrongful death trust petitioned the U.S. Eighth Circuit Court of Appeals for a rehearing. On August 7, 2025, the U.S. Eighth Circuit Court of Appeals denied the petition for a rehearing. The deadline for any petition to the U.S. Supreme Court for certiorari passed in November 2025 and no petition was filed.

At this stage of the proceedings, any potential responsibility and the quantum of potential losses cannot be determined. Nevertheless, the Company denies liability and is vigorously defending these proceedings.

Court decision related to Remington Development Corporation legal claim

On October 20, 2022, the Court of King's Bench of Alberta issued a decision in a claim brought by Remington Development Corporation ("Remington") against the Company and the Province of Alberta ("Alberta") with respect to an alleged breach of contract by the Company in relation to the sale of certain properties in Calgary. In its decision, the Court found the Company had breached its contract with Remington and Alberta had induced the contract breach. The Court found the Company and Alberta liable for damages of approximately \$164 million plus interest and costs, and subject to an adjustment to the acquisition value of the property. In a further decision on August 30, 2023, the Court determined that adjustment and set the total damages at \$165 million plus interest and costs. On October 20, 2023, the Court determined the costs payable to Remington, however, the Court had not provided any indication of how the damages, which were estimated to total approximately \$232 million as at June 30, 2025, should be apportioned between the Company and Alberta. On November 17, 2022, the Company filed an appeal of the Court's decision. On April 11, 2024, the Court of Appeal of Alberta ("ABCA") stayed the judgement pending the outcome of the appeal. On September 10, 2024, the ABCA heard the Company's appeal and reserved its decision. On July 2, 2025, the ABCA unanimously allowed the Company's appeal and set aside the trial judgement and costs order. A majority of the ABCA ordered a new trial in the Court of King's Bench. On September 26, 2025, Remington sought leave to appeal the ABCA's decision to the Supreme Court of Canada.

2014 tax assessment

On April 13, 2022, the Servicio de Administracion Tributaria ("SAT") delivered an audit assessment of CPKCM's 2014 tax returns (the "2014 Assessment"). As at March 31, 2026, the 2014 Assessment, including inflation, interest, and penalties was Mexican pesos ("Ps.") 6,686 million (\$518 million).

On July 7, 2022, CPKCM filed an administrative appeal (the "Administrative Appeal") before the SAT, seeking to revoke the 2014 Assessment on the basis that the SAT's notification of the 2014 Assessment through the tax mailbox was not legal, because it was in violation of a tax mailbox injunction previously granted to CPKCM on March 19, 2015. On September 26, 2022, the SAT dismissed the Administrative Appeal, on the basis that it was not a timely submission (the "Administrative Appeal Resolution").

On October 10, 2022, CPKCM submitted an annulment lawsuit (the "Annulment Lawsuit") before the Federal Administrative Court (the "Administrative Court"), challenging the 2014 Assessment, its notification, and the Administrative Appeal Resolution. On April 24, 2024, the Administrative Court resolved the Annulment Lawsuit, confirming the Administrative Appeal Resolution and the 2014 Assessment (the "Administrative Court Resolution").

On June 21, 2024, CPKCM challenged the Administrative Court Resolution by submitting an Amparo appeal (Demanda de Amparo) before the Collegiate Circuit Courts (Tribunales Colegiados de Circuito). On June 4, 2025, the Twenty Third Collegiate Court of the First Circuit (the "Circuit Court") unanimously granted CPKCM's Amparo petition, vacating the prior decision and sending the matter back to the Administrative Court with an order to issue a new resolution addressing CPKCM's arguments that were presented in the Annulment Lawsuit. On June 25, 2025, the Administrative Court resolved the Annulment Lawsuit unfavourably to CPKCM (the "2025 Administrative Court Resolution"). On August 19, 2025, CPKCM submitted a new Amparo appeal challenging the 2025 Administrative Court Resolution. On September 8, 2025, the Circuit Court admitted the Amparo appeal submitted by CPKCM. CPKCM expects to prevail based on the technical merits of its case.

On August 20, 2025, derived from the submission of the Amparo appeal, the Administrative Court issued a resolution granting an injunction against the enforcement and collection of the 2014 Assessment, as long as the 2014 Assessment is duly guaranteed.

Environmental liabilities

Environmental remediation accruals, recognized on an undiscounted basis unless a reliable, determinable estimate as to an amount and timing of costs can be established, cover site-specific remediation programs.

The accruals for environmental remediation represent the Company's best estimate of its probable future obligation and include both asserted and unasserted claims, without reduction for anticipated recoveries from third parties. Although the recognized accruals include the Company's best estimate of all probable costs, the Company's total environmental remediation costs cannot be predicted with certainty. Accruals for environmental remediation may change from time to time as new information about previously untested sites becomes known, and as environmental laws and regulations evolve and advances are made in environmental remediation technology. The accruals may also vary as the courts decide legal proceedings against outside parties responsible for contamination. These potential charges, which cannot be quantified at this time, may materially affect income in the particular period in which a charge is recognized. Costs related to existing, but as yet unknown, or future contamination will be accrued in the period in which they become probable and reasonably estimable.

The expense recognized in "Purchased services and other" in the Company's Interim Consolidated Statements of Income for the three months ended March 31, 2026 was \$nil (three months ended March 31, 2025 - \$2 million). Provisions for environmental remediation costs are recognized in the Company's Interim Consolidated Balance Sheets in "Other long-term liabilities", except for the current portion, which is recognized in "Accounts payable and accrued liabilities". The total amount provided as at March 31, 2026 was \$243 million (December 31, 2025 - \$241 million). Payments are expected to be made over 10 years through 2035.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to enhance a reader's understanding of the Company's results of operations and financial condition. The MD&A is provided as a supplement to, and should be read in conjunction with, the Company's Interim Consolidated Financial Statements and the related notes as at and for the three months ended March 31, 2026 in Item 1. Financial Statements, other information in this report, and Item 8. Financial Statements and Supplementary Data of the Company's 2025 Annual Report on Form 10-K. Except where otherwise indicated, all financial information reflected herein is expressed in Canadian dollars.

In this Quarterly Report on Form 10-Q, unless the context indicates otherwise, references to "CPKC", "the Company" or "our" are to Canadian Pacific Kansas City Limited ("CPKC") and its subsidiaries.

Available Information

The Company makes available on or through its website www.cpkcr.com free of charge, its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such reports are filed with or furnished to the Securities and Exchange Commission ("SEC"). Our website also contains charters for our Board of Directors and each of its committees, our corporate governance guidelines and our Code of Business Ethics. SEC filings made by the Company are also accessible through the SEC's website at www.sec.gov. The information on our website is not part of this quarterly report on Form 10-Q.

The Company has included the Chief Executive Officer's ("CEO") and Chief Financial Officer's ("CFO") certifications regarding the Company's public disclosure required by Section 302 of the *Sarbanes-Oxley Act of 2002* as Exhibits to this report.

Executive Summary

First Quarter of 2026 Results

- Total revenues were \$3,701 million, a decrease of 2% compared to \$3,795 million in 2025.
- Diluted earnings per share ("EPS") was \$0.94, a decrease of 3% compared to \$0.97 in 2025.
- Core adjusted diluted EPS was \$1.04, a decrease of 2% compared to \$1.06 in 2025.
- Operating ratio was 66.0%, a 70 basis point increase from 65.3% in 2025.
- Core adjusted operating ratio was 63.0%, a 50 basis point increase from 62.5% in 2025.

Core adjusted diluted EPS and Core adjusted operating ratio are defined and reconciled in the "Non-GAAP Measures" section of this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Recent Developments

- On April 28, 2026, the Company declared a quarterly dividend of \$0.268 per share on the outstanding Common Shares, an increase of 17.5% from \$0.228 per share from the prior quarter. The dividend is payable on July 27, 2026 to holders of record at the close of business on June 26, 2026.
- On January 28, 2026, the Company announced a new normal course issuer bid, commencing on February 2, 2026, to purchase up to approximately 44.9 million Common Shares in the open market for cancellation on or before February 1, 2027. See Part II, Item 2. Unregistered Sales of Equity Securities and Use of Proceeds for further details of share repurchases.

Performance Indicators

The following table lists the key measures of the Company's operating performance:

	For the three months ended March 31		
	2026	2025	% Change
Operations Performance			
Gross ton-miles ("GTMs") (millions)	100,625	98,412	2
Train miles (thousands)	11,523	11,804	(2)
Fuel efficiency (U.S. gallons of locomotive fuel consumed / 1,000 GTMs)	1.043	1.064	(2)
Total employees (average)	19,539	19,749	(1)

These key measures are used by management in the planning process to facilitate decisions that continue to drive further productivity improvements in the Company's operations. These key measures reflect how effective the Company's management is at controlling costs and executing the Company's operating plan and strategy. Continued monitoring of these key measures enables the Company to take appropriate actions to deliver superior service and grow its business at low incremental cost.

A **GTM** is defined as the movement of one ton of train weight over one mile. GTMs are calculated by multiplying total train weight by the distance the train moved. Total train weight comprises the weight of the freight cars, their contents, and any inactive locomotives. An increase in GTMs indicates additional workload. The increase in GTMs in the first quarter of 2026 was primarily due to higher volumes of Grain and Intermodal, partially offset by lower volumes of Coal and Energy, chemicals and plastics.

Train miles are defined as the sum of the distance moved by all trains operated on the network. Train miles provide a measure of the productive utilization of our network. A smaller increase in train miles relative to increases in volumes, as measured by RTMs, and/or workload, as measured by GTMs, indicates improved train productivity. The decrease in train miles in the first quarter of 2026 reflected the impact of a 2% increase in workload (GTM), partially offset by a 4% increase in average train weights, which was primarily due to an improvement in operating plan efficiency as well as moving proportionally higher volumes of Grain, which is a heavier commodity.

Fuel efficiency is defined as United States ("U.S.") gallons of locomotive fuel consumed per 1,000 GTMs. Fuel consumed includes gallons from freight, yard and commuter service but excludes fuel used in capital projects and other non-freight activities. An improvement in fuel efficiency indicates operational cost savings. The improvement in fuel efficiency in the first quarter of 2026 was due to an increase in locomotive productivity as measured by GTMs / operating horsepower.

An **employee** is defined as an individual currently engaged in full-time, part-time, or seasonal employment with the Company. The Company monitors employment and workforce levels in order to efficiently meet service and strategic requirements. The number of employees is a key driver of total compensation and benefits costs. The decrease in the average number of total employees in the first quarter of 2026 was primarily due to the completion of systems integration in 2025 and efficient resource planning.

Financial Highlights

The following table presents selected financial data related to the Company's financial results for the three months ended March 31, 2026 and the comparative period in 2025:

(in millions, except per share data, percentages and ratios)	For the three months ended March 31	
	2026	2025
Financial Performance		
Total revenues	\$ 3,701	\$ 3,795
Operating income	1,258	1,317
Net income attributable to controlling shareholders	846	910
Basic EPS	0.94	0.98
Diluted EPS	0.94	0.97
Core adjusted diluted EPS ⁽¹⁾	1.04	1.06
Dividends declared per share	0.228	0.190
Financial Ratios		
Operating ratio ⁽²⁾	66.0 %	65.3 %
Core adjusted operating ratio ⁽¹⁾	63.0 %	62.5 %

⁽¹⁾ These measures have no standardized meanings prescribed by accounting principles generally accepted in the United States of America ("GAAP") and, therefore, may not be comparable to similar measures presented by other companies. These measures are defined and reconciled in the Non-GAAP Measures section.

⁽²⁾ Operating ratio is defined as total operating expenses divided by total revenues.

Results of Operations

Operating Revenues

The Company's revenues are primarily derived from transporting freight. Changes in freight volumes generally contribute to corresponding changes in Freight revenues and certain variable expenses such as fuel, equipment rents, and crew costs. Non-freight revenues are generated from leasing certain assets, interline switching, and other arrangements including contracts with passenger service operators, subsurface and mineral rights agreements, and logistical services.

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 3,628	\$ 3,727	\$ (99)	(3)
Non-freight revenues (in millions)	73	68	5	7
Total revenues (in millions)	\$ 3,701	\$ 3,795	\$ (94)	(2)
Carloads (in thousands)	1,083.5	1,104.6	(21.1)	(2)
Revenue ton-miles (in millions)	54,725	53,724	1,001	2
Freight revenue per carload (in dollars)	\$ 3,348	\$ 3,374	\$ (26)	(1)
Freight revenue per revenue ton-mile (in cents)	6.63	6.94	(0.31)	(4)

Total Revenues

The decrease in Freight revenues in the first quarter of 2026 was primarily due to lower freight revenue per RTM, partially offset by higher volumes as measured by RTMs. The increase in Non-freight revenues was primarily due to higher revenue related to subsurface fibre optic agreements.

RTMs

RTMs are defined as the movement of one revenue-producing ton of freight over a distance of one mile. RTMs measure the relative weight and distance of rail freight moved by the Company. The increase in RTMs in the first quarter of 2026 was primarily due to higher volumes of Grain and Intermodal, partially offset by lower volumes of Coal and Energy, chemicals and plastics.

Freight Revenue per RTM

Freight revenue per RTM is defined as freight revenue per revenue-producing ton of freight over a distance of one mile. This is an indicator of yield. The decrease in freight revenue per RTM in the first quarter of 2026 was primarily due to the unfavourable impact of the change in FX rates of \$81 million and the unfavourable impact of lower fuel prices on fuel surcharge revenue of \$40 million, which includes lower carbon levy surcharge revenue due to the elimination of the Canadian federal carbon tax program effective April 1, 2025, partially offset by higher freight rates.

Fuel Cost Adjustment Program

Freight revenues include fuel surcharge revenues associated with the Company's fuel cost adjustment program, which is designed to respond to fluctuations in fuel prices and reduce exposure to changes in fuel prices. The surcharge is applied to shippers through tariffs and by contract, within agreed-upon guidelines. This program includes recoveries of carbon taxes, levies, and obligations under cap-and-trade programs. Freight revenues included fuel surcharge revenues of \$352 million in the first quarter of 2026, a decrease of \$50 million, or 12%, from \$402 million in the same period of 2025. This decrease was primarily due to lower fuel prices, arising from the unfavourable impact of the timing of recoveries under the Company's fuel cost adjustment program and lower carbon levy surcharge revenue due to the elimination of the Canadian federal carbon tax program effective April 1, 2025, partially offset by higher on-highway diesel prices, and the unfavourable impact of the change in FX rates.

Lines of Business

Grain

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 871	\$ 788	\$ 83	11
Carloads (in thousands)	149.1	133.7	15.4	12
Revenue ton-miles (in millions)	16,785	14,942	1,843	12
Freight revenue per carload (in dollars)	\$ 5,842	\$ 5,894	\$ (52)	(1)
Freight revenue per revenue ton-mile (in cents)	5.19	5.27	(0.08)	(2)

The increase in Grain revenue in the first quarter of 2026 was primarily due to higher volumes of Canadian grain to Vancouver, British Columbia ("B.C.") and eastern Canada and higher volumes of U.S. grain to Mexico and the U.S. Pacific Northwest, partially offset by a decrease in freight revenue per RTM. Freight revenue per RTM decreased due to the unfavourable impact of the change in FX rates and lower fuel surcharge revenue, partially offset by higher freight rates.

Coal

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 226	\$ 257	\$ (31)	(12)
Carloads (in thousands)	109.5	118.4	(8.9)	(8)
Revenue ton-miles (in millions)	5,184	5,783	(599)	(10)
Freight revenue per carload (in dollars)	\$ 2,064	\$ 2,171	\$ (107)	(5)
Freight revenue per revenue ton-mile (in cents)	4.36	4.44	(0.08)	(2)

The decrease in Coal revenue in the first quarter of 2026 was primarily due to lower volumes of Canadian coal to Kamloops, B.C., Thunder Bay, Ontario, and Vancouver, lower volumes of U.S. coal, and a decrease in freight revenue per RTM. Freight revenue per RTM decreased due to lower fuel surcharge revenue and the unfavourable impact of the change in FX rates, partially offset by higher freight rates.

Potash

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 149	\$ 156	\$ (7)	(4)
Carloads (in thousands)	42.0	39.8	2.2	6
Revenue ton-miles (in millions)	4,511	4,419	92	2
Freight revenue per carload (in dollars)	\$ 3,548	\$ 3,920	\$ (372)	(9)
Freight revenue per revenue ton-mile (in cents)	3.30	3.53	(0.23)	(7)

The decrease in Potash revenue in the first quarter of 2026 was primarily due to a decrease in freight revenue per RTM, lower volumes of export potash to Vancouver, and lower volumes of domestic potash. This decrease was partially offset by higher volumes of export potash to Texas, Kamloops, and Chicago, Illinois. Freight revenue per RTM decreased due to lower fuel surcharge revenue and the unfavourable impact of the change in FX rates, partially offset by higher freight rates. Carloads increased more than RTMs due to moving higher volumes of potash within Saskatchewan, which has a shorter length of haul.

Fertilizers and Sulphur

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 112	\$ 114	\$ (2)	(2)
Carloads (in thousands)	17.7	17.8	(0.1)	(1)
Revenue ton-miles (in millions)	1,389	1,427	(38)	(3)
Freight revenue per carload (in dollars)	\$ 6,328	\$ 6,404	\$ (76)	(1)
Freight revenue per revenue ton-mile (in cents)	8.06	7.99	0.07	1

The decrease in Fertilizers and sulphur revenue in the first quarter of 2026 was primarily due to lower volumes of sulphur, partially offset by higher volumes of dry and wet fertilizers and an increase in freight revenue per RTM. Freight revenue per RTM increased due to higher freight rates, partially offset by the unfavourable impact of the change in FX rates and lower fuel surcharge revenue.

Forest Products

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 181	\$ 217	\$ (36)	(17)
Carloads (in thousands)	30.5	34.8	(4.3)	(12)
Revenue ton-miles (in millions)	2,106	2,343	(237)	(10)
Freight revenue per carload (in dollars)	\$ 5,934	\$ 6,236	\$ (302)	(5)
Freight revenue per revenue ton-mile (in cents)	8.59	9.26	(0.67)	(7)

The decrease in Forest products revenue in the first quarter of 2026 was primarily due to lower volumes of wood pulp, paperboard, lumber, and newsprint and a decrease in freight revenue per RTM. Freight revenue per RTM decreased due to the unfavourable impact of the change in FX rates and lower fuel surcharge revenue, partially offset by higher freight rates.

Energy, Chemicals and Plastics

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 700	\$ 758	\$ (58)	(8)
Carloads (in thousands)	135.0	142.5	(7.5)	(5)
Revenue ton-miles (in millions)	9,177	9,701	(524)	(5)
Freight revenue per carload (in dollars)	\$ 5,185	\$ 5,319	\$ (134)	(3)
Freight revenue per revenue ton-mile (in cents)	7.63	7.81	(0.18)	(2)

The decrease in Energy, chemicals and plastics revenue in the first quarter of 2026 was primarily due to lower volumes of fuel oil, liquefied petroleum gas, and plastics and a decrease in freight revenue per RTM, partially offset by higher volumes of crude. Freight revenue per RTM decreased due to the unfavourable impact of the change in FX rates and lower fuel surcharge revenue, partially offset by higher freight rates.

Metals, Minerals and Consumer Products

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 438	\$ 448	\$ (10)	(2)
Carloads (in thousands)	116.9	124.4	(7.5)	(6)
Revenue ton-miles (in millions)	4,803	4,681	122	3
Freight revenue per carload (in dollars)	\$ 3,747	\$ 3,601	\$ 146	4
Freight revenue per revenue ton-mile (in cents)	9.12	9.57	(0.45)	(5)

The decrease in Metals, minerals and consumer products revenue in the first quarter of 2026 was primarily due to a decrease in freight revenue per RTM and lower volumes of steel, partially offset by higher volumes of sand and stone and lead and zinc ores. Freight revenue per RTM decreased due to the unfavourable impact of the change in FX rates and lower fuel surcharge revenue, partially offset by higher freight rates. Carloads decreased while RTMs increased due to moving lower volumes of steel within Mexico and from Mexico to Texas, which have shorter lengths of haul, and moving higher volumes of sand and stone from Wisconsin to Mexico and lead and zinc ores from Illinois to Mexico, which have longer lengths of haul.

Automotive

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 296	\$ 315	\$ (19)	(6)
Carloads (in thousands)	51.7	57.8	(6.1)	(11)
Revenue ton-miles (in millions)	1,261	1,233	28	2
Freight revenue per carload (in dollars)	\$ 5,725	\$ 5,450	\$ 275	5
Freight revenue per revenue ton-mile (in cents)	23.47	25.55	(2.08)	(8)

The decrease in Automotive revenue in the first quarter of 2026 was primarily due to a decrease in freight revenue per RTM and lower volumes from Ontario, partially offset by higher volumes from Mexico to Canada. Freight revenue per RTM decreased due to lower fuel surcharge revenue, partially offset by higher freight rates. Carloads decreased while RTMs increased due to moving lower volumes from Ontario to Chicago, New York, and Detroit, Michigan, which have shorter lengths of haul, and higher volumes from Mexico to Canada, which has a longer length of haul.

Intermodal

For the three months ended March 31	2026	2025	Total Change	% Change
Freight revenues (in millions)	\$ 655	\$ 674	\$ (19)	(3)
Carloads (in thousands)	431.1	435.4	(4.3)	(1)
Revenue ton-miles (in millions)	9,509	9,195	314	3
Freight revenue per carload (in dollars)	\$ 1,519	\$ 1,548	\$ (29)	(2)
Freight revenue per revenue ton-mile (in cents)	6.89	7.33	(0.44)	(6)

The decrease in Intermodal revenue in the first quarter of 2026 was primarily due to a decrease in freight revenue per RTM, lower international intermodal volumes to and from the Port of Saint John and the Port of Montréal, and lower domestic intermodal retail volumes, partially offset by higher international intermodal volumes to and from the Port of Vancouver. Freight revenue per RTM decreased due to lower fuel surcharge revenue and the unfavourable impact of the change in FX rates, partially offset by higher freight rates. RTMs increased while carloads decreased due to moving higher international intermodal volumes to and from the Port of Vancouver, which has a longer length of haul, and moving lower domestic intermodal volumes between Calgary and Vancouver and between Mexico and Laredo, Texas, which have shorter lengths of haul.

Operating Expenses

For the three months ended March 31
(in millions of Canadian dollars)

	2026	2025	Total Change	% Change
Compensation and benefits	\$ 691	\$ 682	\$ 9	1
Fuel	458	481	(23)	(5)
Materials	127	124	3	2
Equipment rents	95	99	(4)	(4)
Depreciation and amortization	512	504	8	2
Purchased services and other	560	588	(28)	(5)
Total operating expenses	\$ 2,443	\$ 2,478	\$ (35)	(1)

Compensation and Benefits

Compensation and benefits expense includes employee wages, salaries, fringe benefits, and stock-based compensation. The increase in Compensation and benefits expense in the first quarter of 2026 was primarily due to the impact of wage and benefit inflation, and the impact of stock-based compensation of \$15 million, primarily due to the impact from share price. This increase was partially offset by:

- efficiencies gained by a reduction in headcount due to the completion of systems integration in 2025 and efficient resource planning;
- efficiencies from the impact of improved train weights; and
- lower incentive compensation.

Fuel

Fuel expense consists primarily of fuel used by locomotives and includes provincial, state, and federal fuel taxes. The decrease in Fuel expense in the first quarter of 2026 was primarily the result of lower fuel prices of \$21 million due to lower carbon tax expense following the elimination of the Canadian federal carbon tax program effective April 1, 2025 and a purchasing contract discount, partially offset by higher diesel benchmark prices.

Materials

Materials expense includes the cost of materials used for the maintenance of track, locomotives, freight cars, and buildings, as well as software sustainment. The increase in Materials expense in the first quarter of 2026 was primarily driven by the unfavourable impact of inflation.

Equipment Rents

Equipment rents expense includes the cost associated with using other railways' freight cars, intermodal equipment, and locomotives, net of recoveries received from other railways for the use of the Company's equipment. The decrease in Equipment rents expense in the first quarter of 2026 was primarily due to the favourable impact of the change in FX rates of \$4 million and lower use of other railway's freight cars due to improved cycle times, partially offset by lower usage of the company's cars by other railways.

Depreciation and Amortization

Depreciation and amortization expense is the charge associated with the use of track and roadway, rolling stock, buildings, and other depreciable assets, including assets related to the Company's concession granted by the Mexican government, as well as amortization of finite life intangible assets. The increase in Depreciation and amortization expense in the first quarter of 2026, compared to the same period in 2025, was primarily due to a larger depreciable asset base as a result of capital program spending, partially offset by the favourable impact of the change in FX rates of \$14 million.

Purchased Services and Other

Purchased services and other expense encompasses a wide range of third-party costs, including expenses for joint facilities, personal injury and damage claims, environmental remediation, property taxes, contractor and consulting fees, and insurance premiums. The decrease in Purchased services and other expense in the first quarter of 2026 was primarily due to:

- lower acquisition-related costs;
- lower intermodal expenses;
- the favourable impact of change in FX rates of \$8 million;
- lower track repairs;
- lower environmental and facility expenses;
- lower bad debt; and
- lower terminal service expenses.

The decrease was partially offset by advisory costs related to the analysis and advocacy in connection with the U.S. Surface Transportation Board's review of the proposed merger between Union Pacific Corporation and Norfolk Southern Corporation of \$13 million and the impact of cost inflation.

Other Income Statement Items

Other Expense

Other expense consists of gains and losses from the change in FX rates on cash and working capital, financing costs, shareholder costs, equity earnings, and other non-operating expenditures. Other expense was \$20 million in the first quarter of 2026, an increase of \$13 million, or 186%, compared to the same period of 2025. This change was primarily due to net FX losses on working capital and cash denominated in U.S. dollars and Mexican pesos.

Other Components of Net Periodic Benefit Recovery

Other components of net periodic benefit recovery are related to the Company's defined benefit pension and other post-retirement and post-employment benefit plans. It includes interest cost on benefit obligation, expected return on plan assets, recognized net actuarial gain, and amortization of prior service costs. Other components of net periodic benefit recovery was \$110 million in the first quarter of 2026, an increase of \$3 million, or 3%, compared to the same period of 2025. The increase was primarily due to an increase in recognized net actuarial gain of \$3 million.

Net Interest Expense

Net interest expense includes interest on long-term debt, short-term debt, and finance leases. Net interest expense was \$228 million in the first quarter of 2026, an increase of \$12 million, or 6%, from \$216 million in the same period of 2025. The increase was primarily due to interest of \$38 million incurred on long-term notes issued in 2025 and 2026. This increase was partially offset by lower interest costs of \$18 million due to no short-term borrowings in the first quarter of 2026 compared to the interest incurred on short-term borrowings in the same period of 2025 and lower outstanding commercial paper borrowings, along with the favourable impact of the change in FX rates of \$9 million.

Income Tax Expense

Income tax expense was \$275 million in the first quarter of 2026, a decrease of \$17 million, or 6%, from \$292 million in the same period of 2025. The decrease was primarily due to lower taxable earnings.

The effective income tax rate in the first quarter of 2026 was 24.60% compared to 24.32% in the same period of 2025. The Core adjusted effective tax rate in the first quarter of 2026 was 24.75%, compared to 24.50% in the same period of 2025. The Company's 2026 Core adjusted effective tax rate is expected to be approximately 24.75%. The Core adjusted effective tax rate is a Non-GAAP measure, calculated as the effective tax rate adjusted for significant items as they are not considered indicative of future or past financial trends either by nature or amount. The Company uses the Core adjusted effective tax rate to evaluate CPKC's operating performance and for planning and forecasting future profitability. Core adjusted effective tax rate also excludes Kansas City Southern ("KCS") purchase accounting to provide financial statement users with additional transparency by isolating the impact of KCS purchase accounting. This Non-GAAP measure does not have a standardized meaning and is not defined by GAAP and, therefore, may not be comparable to similar measures presented by other companies. Significant items and KCS purchase accounting are discussed further in Non-GAAP Measures of this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations. The outlook for the Company's 2026 Core adjusted effective tax rate is based on certain assumptions about events and developments that may or may not materialize, or that may be offset entirely or partially by new events and developments. This is discussed further in Item 1A. Risk Factors of the Company's 2025 Annual Report on Form 10-K. Refer also to "Forward-Looking Statements" below for further details.

Impact of FX on Earnings and FX Risk

Although the Company is headquartered in Canada and reports in Canadian dollars, a significant portion of its revenues, expenses, assets and liabilities, including debt, are denominated in U.S. dollars and Mexican pesos ("Ps."). The value of the Canadian dollar is affected by a number of domestic and international factors, including, without limitation, economic performance, commodity prices, and Canadian, U.S., and international monetary policies. Fluctuations in FX rates affect the Company's financial results because revenues and expenses denominated in U.S. dollars and Mexican pesos are translated into Canadian dollars. U.S. dollar-denominated revenues and expenses increase (decrease) when the Canadian dollar weakens (strengthens) in relation to the U.S. dollar. Mexican peso-denominated revenues and expenses increase (decrease) when the U.S. dollar weakens (strengthens) in relation to the Mexican peso.

In the first quarter of 2026, the U.S. dollar weakened to an average rate of \$1.37 Canadian/U.S. dollar and the Mexican Peso strengthened to an average rate of Ps. 12.79 Mexican Peso/Canadian dollar, compared to \$1.44 Canadian/U.S. dollar and Ps. 14.23 Mexican Peso/Canadian dollar in the first quarter of 2025, resulting in a decrease in Total revenues of \$82 million, a decrease in Total operating expenses of \$35 million, and a decrease in "Net interest expense" of \$9 million.

On an annualized basis, the Company expects that every \$0.01 weakening (or strengthening) of the Canadian dollar relative to the U.S. dollar, positively (or negatively) impacts Total revenues by approximately \$78 million (December 31, 2025 – approximately \$78 million), negatively (or positively) impacts Operating expenses by approximately \$48 million (December 31, 2025 – approximately \$45 million), and negatively (or positively) impacts "Net interest expense" by approximately \$6 million (December 31, 2025 – approximately \$6 million).

On an annualized basis, the Company expects that every Ps.0.10 strengthening (or weakening) of the Mexican peso relative to the Canadian dollar, positively (or negatively) impacts Total revenues by approximately \$7 million (December 31, 2025 – approximately \$7 million) and negatively (or positively) impacts Operating expenses by approximately \$8 million (December 31, 2025 – approximately \$8 million).

To manage its exposure to fluctuations in exchange rates between Canadian dollars, U.S. dollars, and or Mexican pesos, the Company may sell or purchase U.S. dollar or Mexican peso forwards at fixed rates in future periods. In addition, changes in the exchange rate between the Canadian dollar and other currencies (including the U.S. dollar and Mexican peso) make the goods transported by the Company more or less competitive in the world marketplace and may in turn positively or negatively affect revenues.

Impact of Fuel Price on Earnings

Fluctuations in fuel prices affect the Company's results because fuel expense constitutes a significant portion of the Company's operating expenses. As fuel prices fluctuate, there will be an impact on earnings due to the timing of recoveries from the Company's fuel cost adjustment program.

The impact of fuel price on earnings includes the impacts of carbon taxes, levies, and obligations under cap-and-trade programs recovered and paid, on revenues and expenses, respectively.

In the first quarter of 2026, the unfavourable impact of fuel prices on Operating income was \$19 million. Lower fuel prices, primarily due to the unfavourable impact from the timing of recoveries under the Company's fuel cost adjustment program and lower carbon levy surcharge revenue following the elimination of the Canadian federal carbon tax program effective April 1, 2025, partially offset by higher on-highway diesel prices, resulted in a decrease in "Total revenues" of \$40 million from the same period of 2025. Lower fuel prices, primarily due to lower carbon tax expense following the elimination of the Canadian federal carbon tax program effective April 1, 2025 and a purchasing contract discount, partially offset by higher diesel benchmark prices, resulted in a decrease in "Total operating expenses" of \$21 million from the same period of 2025.

Impact of Share Price on Earnings and Stock-Based Compensation

Fluctuations in the Common Share price affect the Company's Operating expenses because stock-based compensation liabilities are measured at fair value. The Company's Common Shares are listed on the Toronto Stock Exchange ("TSX") and the New York Stock Exchange ("NYSE") with ticker symbol "CP".

In the first quarter of 2026, the change in the Company's Common Share price resulted in a stock-based compensation expense of \$11 million, a change of \$20 million, compared to a \$9 million recovery in the same period of 2025.

Based on information available at March 31, 2026 and expectations for 2026 share-based grants, for every \$1.00 change in the Company's Common Share price, stock-based compensation expense has a corresponding change of approximately \$1.7 million to \$2.1 million (December 31, 2025 - approximately \$1.3 million to \$1.9 million). This excludes the impact of changes in Common Share price relative to the Standard and Poor's ("S&P")/TSX 60 Index, S&P 500 Industrials Index, and to other Class I railways, which may trigger different performance share unit payouts. Stock-based compensation expense may also be impacted by non-market performance conditions.

Additional information concerning stock-based compensation is included in Item 1. Financial Statements, Note 12 Stock-based compensation.

Liquidity and Capital Resources

The Company's primary sources of liquidity include its Cash and cash equivalents, commercial paper program, bilateral letter of credit facilities, and revolving credit facility. The Company believes that these sources as well as cash flow generated through operations and existing debt capacity are adequate to meet its short-term and long-term cash requirements. The Company is not aware of any material trends, events, or uncertainties that would create any deficiencies in the Company's liquidity.

As at March 31, 2026, the Company had \$409 million of Cash and cash equivalents compared to \$184 million at December 31, 2025.

During the first quarter of 2026, the Company repaid, at maturity, U.S. \$250 million (\$339 million) 3.70% 10.5-year Notes.

During the first quarter of 2026, the Company issued U.S. \$600 million (\$821 million) 4.00% 3-year unsecured notes due March 15, 2029 for net proceeds of U.S. \$597 million (\$816 million), and U.S. \$600 million (\$821 million) 5.50% 30-year unsecured notes due March 15, 2056 for net proceeds of U.S. \$589 million (\$805 million).

The Company's revolving credit facility agreement ("the facility") consists of a two-year U.S. \$1.1 billion tranche maturing June 25, 2027, and a five-year U.S. \$1.1 billion tranche maturing June 25, 2030. As at March 31, 2026, the facility was undrawn (December 31, 2025 - undrawn).

The Company has a commercial paper program that enables it to issue commercial paper in the form of unsecured promissory notes. Effective March 27, 2026, the Company increased the maximum size of its commercial paper program through the addition of a Canadian dollar commercial paper program which allows the Company to borrow Canadian dollars in the form of unsecured promissory notes. This increased the maximum amount the Company can borrow under the program from U.S. \$1.5 billion to U.S. \$2.2 billion, or the Canadian dollar equivalent, on a combined basis. The Company's commercial paper program is backed by the U.S. \$2.2 billion revolving credit facility. As at March 31, 2026, the Company had total commercial paper borrowings outstanding of U.S. \$485 million (\$676 million) (December 31, 2025 - U.S. \$850 million (\$1,165 million)).

The Company has bilateral letter of credit facilities with six financial institutions to support its requirement to post letters of credit in the ordinary course of business. Under these agreements, the Company has the option to post collateral in the form of cash or cash equivalents, equal at least to the face value of the letter of credit issued. These agreements permit the Company to withdraw amounts posted as collateral at any time; therefore, the amounts posted as collateral are presented as "Cash and cash equivalents" on the Company's Interim Consolidated Balance Sheets. As at March 31, 2026, the Company did not have any collateral posted on its bilateral letter of credit facilities (December 31, 2025 - \$nil) and had letters of credit drawn of \$80 million (December 31, 2025 - \$79 million) from a total available amount of \$300 million.

Contractual Commitments

The Company's material cash requirements from known contractual obligations and commitments to make future payments primarily consist of long-term debt and related interest, capital commitments, supplier purchases, leases, and other long-term liabilities.

As at March 31, 2026, other than changes to long-term debt, there have been no material changes in our contractual commitments from the year ended December 31, 2025, a description of which can be found in Contractual Commitments of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company's Annual Report on Form 10-K. For further information concerning long-term debt, refer to Item 1. Financial Statements, Note 8 Debt.

Concession Duty

The Company's subsidiary, Kansas City Southern de México, S.A. de C.V. (also known as Canadian Pacific Kansas City Mexico) ("CPKCM") has a fifty-year concession (the "Concession"), which will expire in 2047 but is renewable under certain conditions, for additional periods, each up to 50 years. Under the Concession, CPKCM pays annual concession duties equal to 1.25% of its gross revenues.

Guarantees

The Company accrues for all guarantees that it expects to pay. As at March 31, 2026, these accruals amounted to \$13 million (December 31, 2025 - \$16 million).

Operating Activities

Net cash provided by operating activities decreased \$180 million in the first quarter of 2026, compared to the same period in 2025. The decrease was primarily due to an unfavourable change in working capital and lower cash generating income.

Investing Activities

Net cash used in investing activities decreased \$43 million in the first quarter of 2026, compared to the same period in 2025. The decrease was primarily due to lower capital additions during the first quarter of 2025.

Financing Activities

Net cash used in financing activities decreased \$403 million in the first quarter of 2026, compared to the same period in 2025. The decrease was primarily due to lower principal repayments on long-term debt of \$590 million driven by repayment of the U.S. \$250 million (\$339 million) 3.70% 10.5-year note at maturity in the first quarter of 2026 compared to repayment of the U.S. \$642 million (\$930 million) 2.90% 10-year note at maturity in the same period of 2025 and no repayments of short-term borrowings in the first quarter of 2026 compared to repayment of \$285 million in the same period of 2025.

This decrease was partially offset by the impact of share repurchases of \$333 million and lower proceeds from issuance of long-term debt (excluding commercial paper) of \$89 million.

Credit Measures

Credit ratings provide information relating to the Company's operations and liquidity, and affect the Company's ability to obtain short-term and long-term financing and/or the cost of such financing. The margin that applies to outstanding loans under the Company's revolving credit facility is based on the credit rating assigned to the Company's senior unsecured and unsubordinated debt. If the Company's credit ratings were to decline to below investment-grade levels, the Company could experience a significant increase in its interest cost for new debt along with a negative effect on its ability to readily issue new debt.

Credit ratings and outlooks are based on the rating agencies' methodologies and can change from time to time to reflect their views of the Company. Their views are affected by numerous factors including, but not limited to, the Company's financial position and liquidity along with external factors beyond the Company's control.

During the first quarter of 2026, the Company obtained a rating of A-1 (Low) on its Canadian dollar commercial paper program from Standard & Poor's Rating Services ("Standard & Poor's"). As at March 31, 2026, the Company's credit ratings on its long-term debt and U.S. commercial paper program remain unchanged from December 31, 2025. The following table shows the ratings issued for the Company by the rating agencies noted as at March 31, 2026 and is being presented as it relates to the Company's cost of funds and liquidity.

Credit ratings as at March 31, 2026⁽¹⁾

Long-term debt		Outlook
Standard & Poor's	BBB+	positive
Moody's	Baa1	stable
U.S. Commercial paper program		
Standard & Poor's	A-2	N/A
Moody's	P-2	N/A
CAD Commercial paper program		
Standard & Poor's	A-1 (Low)	N/A

⁽¹⁾ Credit ratings are not recommendations to purchase, hold, or sell securities and do not address the market price or suitability of a specific security for a particular investor. Credit ratings are based on the rating agencies' methodologies and may be subject to revision or withdrawal at any time by the rating agencies.

Supplemental Guarantor Financial Information

Canadian Pacific Railway Company ("CPRC"), a wholly owned subsidiary of CPKC, is the issuer of certain securities that are fully and unconditionally guaranteed by CPKC on an unsecured basis. The subsidiaries of CPRC do not guarantee the securities and are referred to below as the "Non-Guarantor Subsidiaries".

As of the date of filing this Form 10-Q, CPRC had U.S. \$14,616 million in principal amount of SEC-registered debt securities, outstanding due through 2115, issued in the U.S. pursuant to a trust indenture, and U.S. \$30 million and £3 million in perpetual 4% consolidated debenture stock, for all of which CPKC is the guarantor subject to Section 13(a) or Section 15(d) of the *Securities Exchange Act of 1934*, as amended (the "*Exchange Act*"). As of the same date, CPRC also had \$3,700 million in principal amount of debt securities, outstanding due through 2055, issued in Canada for which CPKC is the guarantor and not subject to the *Exchange Act*.

CPKC fully and unconditionally guarantees the payment of the principal (and premium, if any) and interest on the debt securities and consolidated debenture stock issued by CPRC; any sinking fund or analogous payments payable with respect to such securities; and any additional amounts payable when they become due, whether at maturity or otherwise. The guarantees are CPKC's unsubordinated and unsecured obligations and rank equally with all of CPKC's other unsecured, unsubordinated obligations. CPKC will be released and relieved of its obligations under the guarantees after all obligations to the holders are satisfied in accordance with the terms of the respective instruments. More information on the securities under this guarantee structure can be found in Exhibit 22.1 List of Issuers and Guarantor Subsidiaries of this quarterly report.

Pursuant to Rules 3-01 and 13-01 of the SEC's Regulation S-X, the Company provides summarized financial and non-financial information of CPRC in lieu of providing separate financial statements of CPRC.

Summarized Financial Information

The following tables present summarized financial information for CPRC (Subsidiary Issuer) and CPKC (Parent Guarantor) on a combined basis after elimination of (i) intercompany transactions and balances between CPRC and CPKC; (ii) equity in earnings from and investments in the Non-Guarantor Subsidiaries; and (iii) intercompany dividend income.

Statement of Income Information

(in millions of Canadian dollars)	CPRC (Subsidiary Issuer) and CPKC (Parent Guarantor)	
	For the three months ended March 31, 2026	For the year ended December 31, 2025
Total revenues	\$ 1,789	\$ 7,184
Total operating expenses	1,156	4,398
Operating income ⁽¹⁾	633	2,786
Less: Other ⁽²⁾	145	360
Income before income tax expense	488	2,426
Net income	\$ 343	\$ 1,803

⁽¹⁾ Includes net lease costs incurred from non-guarantor subsidiaries for the three months ended March 31, 2026 and the year ended December 31, 2025 of \$110 million and \$441 million, respectively.

⁽²⁾ Includes "Other expense (income)", "Other components of net periodic benefit recovery", and "Net interest expense".

Balance Sheet Information

(in millions of Canadian dollars)	CPRC (Subsidiary Issuer) and CPKC (Parent Guarantor)	
	As at March 31, 2026	As at December 31, 2025
Assets		
Current assets	\$ 1,326	\$ 1,144
Properties	14,097	13,904
Other non-current assets	5,598	5,462
Liabilities		
Current liabilities	\$ 3,705	\$ 4,529
Long-term debt	21,745	19,811
Other non-current liabilities	4,184	4,150

Excluded from the Income Statement and Balance Sheet information above are the following significant intercompany transactions and balances that CPRC and CPKC have with the Non-Guarantor Subsidiaries:

Transactions with Non-Guarantor Subsidiaries

(in millions of Canadian dollars)	CPRC (Subsidiary Issuer) and CPKC (Parent Guarantor)	
	For the three months ended March 31, 2026	For the year ended December 31, 2025
Dividend income from Non-Guarantor Subsidiaries	\$ 111	\$ 690

Balances with Non-Guarantor Subsidiaries

(in millions of Canadian dollars)	CPRC (Subsidiary Issuer) and CPKC (Parent Guarantor)	
	As at March 31, 2026	As at December 31, 2025
Assets		
Accounts receivable, intercompany	\$ 397	\$ 370
Short-term advances to affiliates	5,282	5,193
Long-term advances to affiliates	4,195	4,125
Liabilities		
Accounts payable, intercompany	\$ 348	\$ 369
Short-term advances from affiliates	295	254
Long-term advances from affiliates	3,968	3,968

Share Capital

As of April 28, 2026, the latest practicable date, there were 887,736,404 Common Shares outstanding, which consisted of 12,996 holders of record of the Common Shares, and no Preferred Shares outstanding. In addition, the Company has a Management Stock Option Incentive Plan ("MSOIP"), under which key officers and employees are granted options to purchase Common Shares. All number of options presented herein are shown on the basis of the number of Common Shares subject to the options. As of April 28, 2026, 6,010,434 options were outstanding under the MSOIP and stand-alone option agreements entered into with Mr. Keith Creel. There are 18,985,324 options available to be issued by the Company's MSOIP in the future. The Company also has a Directors' Stock Option Plan ("DSOP"), under which directors are granted options to purchase Common Shares. There are no outstanding options under the DSOP, which has 1,700,000 options available to be issued in the future.

Non-GAAP Measures

The Company presents Non-GAAP measures, namely Core adjusted operating ratio and Core adjusted diluted EPS, to provide a basis for evaluating underlying earnings trends in the Company's current period's financial results that can be compared with the results of operations in prior periods. Management believes these Non-GAAP measures facilitate a multi-period assessment of long-term profitability.

These Non-GAAP measures have no standardized meanings and are not defined by accounting principles generally accepted in the United States of America ("GAAP") and, therefore, may not be comparable to similar measures presented by other companies. The presentation of these Non-GAAP measures is not intended to be considered in isolation from, as a substitute for, or as superior to the financial information presented in accordance with GAAP.

Non-GAAP Performance Measures

CPKC presents Core adjusted measures to provide a comparison to prior period financial information as adjusted to exclude certain significant items and KCS purchase accounting.

Management believes these Non-GAAP measures provide meaningful supplemental information about our financial results and improved comparability to past performance because they exclude certain significant items that are not considered indicative of future or past financial trends either by nature or amount. As a result, these items are excluded for management's assessment of operational performance, allocation of resources, and preparation of annual budgets. These significant items may include, but are not limited to, restructuring and asset impairment charges, individually significant gains and losses from sales of assets or equity investments, acquisition-related costs, certain adjustments to provisions and settlements of Mexican taxes, advisory costs related to rail consolidation matters, discrete tax items, changes in income tax rates, changes to uncertain tax items, and certain items that are not typical of normal business activities or are outside the control of management. Acquisition-related costs include legal, consulting, integration costs including third-party services and system migration, restructuring and special termination benefit costs, employee retention and synergy incentive costs. These items may not be non-recurring and may include items that are settled in cash. Specifically, due to the magnitude of the KCS acquisition, its significant impact to the Company's business and complexity of integrating the acquired business and operations, the Company continues to expect to incur acquisition-related costs beyond the year of acquisition. Management believes excluding these significant items from GAAP results provides an additional viewpoint which may give users a consistent understanding of the Company's financial performance when performing a multi-period assessment including assessing the likelihood of future results. Accordingly, these Non-GAAP financial measures may provide additional insight to investors and other external users of the Company's financial information.

In addition, Core adjusted operating ratio and Core adjusted diluted EPS exclude KCS purchase accounting. KCS purchase accounting represents the amortization of basis differences being the incremental depreciation or amortization in relation to fair value adjustments to properties and intangible assets, fair value adjustments to KCS's investments, the change in fair value of debt of KCS assumed on April 14, 2023, and fair value adjustments that are attributable to the non-controlling interest, as recognized within "Depreciation and amortization", "Other expense", "Net interest expense", and "Net loss attributable to non-controlling interest", respectively, in the Company's Interim Consolidated Statements of Income. All assets subject to KCS purchase accounting contribute to income generation and will continue to amortize over their estimated useful lives. Excluding KCS purchase accounting from GAAP results provides financial statement users with additional transparency by isolating the impact of KCS purchase accounting.

Significant items that impact "Net income attributable to controlling shareholders" as reported on a GAAP basis for the first three months of 2026 and 2025 include:

2026:

- Acquisition-related costs of \$9 million in connection with the KCS acquisition (\$7 million after current income tax recovery of \$2 million) including \$4 million recognized in "Compensation and benefits" primarily related to synergy related incentive compensation and restructuring costs, and \$5 million recognized in "Purchased services and other" primarily related to system migration, legal fees, and other third party purchased services, that unfavourably impacted Diluted EPS by 1 cent; and
- Advisory costs related to the analysis and advocacy in connection with the U.S. Surface Transportation Board's review of the proposed merger between Union Pacific Corporation and Norfolk Southern Corporation of \$13 million (\$10 million after current income tax recovery of \$3 million) recognized in "Purchased services and other", that unfavourably impacted Diluted EPS by 1 cent.

2025:

- Acquisition-related costs of \$20 million in connection with the KCS acquisition (\$15 million after current income tax recovery of \$5 million) including \$5 million recognized in "Compensation and benefits" primarily related to restructuring costs, retention and synergy related incentive compensation costs; \$1 million recognized in "Materials"; and \$14 million recognized in "Purchased services and other" primarily related to system migration, legal fees, and other third party purchased services, that unfavourably impacted Diluted EPS by 2 cents.

KCS purchase accounting recognized in "Net income attributable to controlling shareholders" as reported on a GAAP basis for the first three months of 2026 and 2025 was as follows:

2026:

- KCS purchase accounting of \$91 million (\$66 million after deferred income tax recovery of \$25 million), including costs of \$87 million recognized in "Depreciation and amortization", \$1 million recognized in "Purchased services and other" related to the amortization of equity investments, \$5 million recognized in "Net interest expense", and a recovery of \$2 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 8 cents.

2025:

- KCS purchase accounting of \$92 million (\$67 million after deferred income tax recovery of \$25 million), including costs of \$87 million recognized in "Depreciation and amortization", \$1 million recognized in "Purchased services and other" related to the amortization of equity investments, \$5 million recognized in "Net interest expense", \$1 million recognized in "Other expense", and a recovery of \$2 million recognized in "Net loss attributable to non-controlling interest", that unfavourably impacted Diluted EPS by 7 cents.

Reconciliation of GAAP Performance Measures to Non-GAAP Performance Measures

The following tables reconcile the most directly comparable measures presented in accordance with GAAP to the Non-GAAP measures:

Core Adjusted Diluted EPS

Core adjusted diluted EPS is calculated using Diluted EPS reported on a GAAP basis adjusted for significant items less KCS purchase accounting.

	For the three months ended March 31	
	2026	2025
Diluted EPS as reported	\$ 0.94	\$ 0.97
Less:		
Significant items (pre-tax):		
Acquisition-related costs	(0.01)	(0.02)
Advisory costs related to rail consolidation matters	(0.02)	—
KCS purchase accounting	(0.10)	(0.10)
Add:		
Tax effect of adjustments ⁽¹⁾	(0.03)	(0.03)
Core adjusted diluted EPS	\$ 1.04	\$ 1.06

⁽¹⁾ The tax effect of adjustments was calculated as the pre-tax effect of the significant items and KCS purchase accounting listed above multiplied by the applicable tax rate for the above items of 26.56% for the three months ended March 31, 2026 and 26.76% for the three months ended March 31, 2025. The applicable tax rates reflect the taxable jurisdictions and nature, being on account of capital or income, of the adjustments.

Core Adjusted Operating Ratio

Core adjusted operating ratio is calculated from reported GAAP revenue and operating expenses adjusted for, where applicable, (1) significant items (acquisition-related costs and advisory costs related to rail consolidation matters) that are reported within Operating income, and (2) KCS purchase accounting recognized in "Depreciation and amortization" and "Purchased services and other".

	For the three months ended March 31	
	2026	2025
Operating ratio as reported	66.0 %	65.3 %
Less:		
Acquisition-related costs	0.2 %	0.5 %
Advisory costs related to rail consolidation matters	0.4 %	— %
KCS purchase accounting in Operating expenses	2.4 %	2.3 %
Core adjusted operating ratio	63.0 %	62.5 %

Critical Accounting Estimates

To prepare Consolidated Financial Statements that conform with GAAP, the Company is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements, and the reported amounts of revenues and expenses during the reported periods. Using the most current information available, the Company reviews estimates on an ongoing basis, including those related to goodwill and intangible assets, pensions and other benefits, properties, contingent liabilities, and deferred income taxes. Additional information concerning critical accounting estimates is included in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company's 2025 Annual Report on Form 10-K.

The development, selection and disclosure of these estimates, and this MD&A, have been reviewed by the Board of Directors' Audit and Finance Committee, which is composed entirely of independent directors.

Forward-Looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations and Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the *United States Private Securities Litigation Reform Act of 1995* and forward-looking information within the meaning of other relevant securities legislation, including applicable securities laws in Canada (collectively referred to herein as "forward-looking statements"). Forward-looking statements include, but are not limited to, statements concerning expectations, beliefs, plans, goals, objectives, assumptions and statements about possible future events, conditions, and results of operations or performance. Forward-looking statements may contain statements with the words or headings such as "financial expectations", "key assumptions", "anticipate", "believe", "expect", "project", "estimate", "forecast", "plan", "intend", "target", "will", "outlook", "guidance", "should" or similar words suggesting future outcomes. All statements other than statements of historical fact may be forward-looking statements. To the extent that the Company has provided forecasts or targets using Non-GAAP financial measures, the Company may not be able to provide a reconciliation to the most directly comparable GAAP measures without unreasonable efforts, due to unknown variables and uncertainty related to future results. These unknown variables may include unpredictable transactions of significant value. In recent years, CPKC has recognized acquisition-related costs, KCS purchase accounting, adjustments to provisions and settlements of Mexican taxes, changes in income tax rates, a gain on the sale of an equity investment, advisory costs related to rail consolidation matters, and a change to an uncertain tax item. These or other similar large unforeseen transactions affect CPKC's results on a GAAP basis but may be excluded from CPKC's Non-GAAP financial measures. Additionally, the U.S. dollar and Mexican peso exchange rates relative to the Canadian dollar are unpredictable and can have a significant impact on CPKC's reported results but may be excluded from CPKC's Non-GAAP financial measures.

This Management's Discussion and Analysis of Financial Condition and Results of Operations and Quarterly Report on Form 10-Q includes forward-looking statements concerning, but not limited to, the integration of KCS and the realization and timing of anticipated benefits and synergies from the CP-KCS combination, the expected impact of changes in FX rates (including the U.S. dollar and Mexican peso relative to the Canadian dollar), the Company's expected core adjusted effective tax rate, share-price sensitivity of stock-based compensation, the impact of fuel prices, including the timing of recoveries under the Company's fuel cost adjustment program, the Company's operations, anticipated financial performance, business prospects and strategies, the sufficiency of cash flow from operations and available financing to meet short-term and long-term obligations, anticipated capital programs, and future payments, including income taxes and the outcomes of tax and other legal proceedings.

The forward-looking statements contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations and Quarterly Report on Form 10-Q are based on current expectations, estimates, projections and assumptions, having regard to the Company's experience and its perception of historical trends, and include, but are not limited to, expectations, estimates, projections and assumptions relating to: changes in business strategies; North American and global economic growth and conditions; commodity demand growth; sustainable industrial and agricultural production; commodity prices and interest rates; FX rates; core adjusted effective tax rates (as specified herein); performance of our assets and equipment; sufficiency of our budgeted capital expenditures in carrying out our business plan; geopolitical conditions; applicable laws, regulations and government policies, including, without limitation, those relating to regulation of rates, tariffs, import/export, trade, taxes, wages, labour and immigration; the availability and cost of labour, services and infrastructure; labour disruptions; the satisfaction by third parties of their obligations to the Company; and carbon markets, evolving sustainability strategies, and scientific or technological developments. Although the Company believes the expectations, estimates, projections and assumptions reflected in the forward-looking statements presented herein are reasonable as of the date hereof, there can be no assurance that they will prove to be correct. Current conditions, economic and otherwise, render assumptions, although reasonable when made, subject to greater uncertainty.

Undue reliance should not be placed on forward-looking statements as actual results may differ materially from those expressed or implied by forward-looking statements. By their nature, forward-looking statements involve numerous inherent risks and uncertainties that could cause actual results to differ materially from the forward-looking statements, including, but not limited to, the following factors: changes in business strategies and strategic opportunities; general Canadian, U.S., Mexican and global social, economic, political, credit and business conditions; risks associated with agricultural production such as weather conditions and insect populations; the availability and price of energy commodities; the effects of competition and pricing pressures, including competition from other rail carriers, trucking companies and maritime shippers in Canada, the U.S. and

Mexico; North American and global economic growth and conditions; industry capacity; shifts in market demand; changes in commodity prices and commodity demand; uncertainty surrounding timing and volumes of commodities being shipped by the Company; inflation; geopolitical instability; changes in laws, regulations and government policies, including, without limitation, those relating to regulation of rates, tariffs, import/export, trade, wages, labour and immigration; changes in taxes and tax rates; potential increases in maintenance and operating costs; changes in fuel prices; disruption of fuel supplies; uncertainties of investigations, proceedings or other types of claims and litigation; compliance with environmental regulations; labour disputes; changes in labour costs and labour difficulties; risks and liabilities arising from derailments; transportation of dangerous goods; timing of completion of capital and maintenance projects; sufficiency of budgeted capital expenditures in carrying out business plans; services and infrastructure; the satisfaction by third parties of their obligations; currency and interest rate fluctuations; FX rates; effects of changes in market conditions and discount rates on the financial position of pension plans and investments; trade restrictions, including the imposition of any tariffs, or other changes to international trade arrangements; the effects of current and future multinational trade agreements on or other developments affecting the level of trade among Canada, the U.S. and Mexico; climate change and the market and regulatory responses to climate change; anticipated in-service dates; success of hedging activities; operational performance and reliability; customer, regulatory and other stakeholder approvals and support; regulatory and legislative decisions and actions; the adverse impact of any termination or revocation by the Mexican government of the Concession; public opinion; various events that could disrupt operations, including severe weather, such as droughts, floods, avalanches, volcanism and earthquakes, and cybersecurity attacks, as well as security threats and governmental response to them, and technological changes; acts of terrorism, war or other acts of violence or crime or risk of such activities; insurance coverage limitations; material adverse changes in economic and industry conditions; the outbreak of a pandemic or contagious disease and the resulting effects on economic conditions; the demand environment for logistics requirements and energy prices; restrictions imposed by public health authorities or governments; fiscal and monetary policy responses by governments and financial institutions; disruptions to global supply chains; the realization of anticipated benefits and synergies of the CP-KCS transaction and the timing thereof; the satisfaction of the conditions imposed by the U.S. Surface Transportation Board in its March 15, 2023 decision; the successful integration of KCS into the Company; the focus of management time and attention on the CP-KCS integration and other disruptions arising from the CP-KCS integration; estimated future dividends; financial strength and flexibility; debt and equity market conditions, including the ability to access capital markets on favourable terms or at all; cost of debt and equity capital; improvement in data collection and measuring systems; industry-driven changes to methodologies; and the ability of the management of CPKC to execute key priorities, including those in connection with the CP-KCS transaction. The foregoing list of factors is not exhaustive.

These and other factors that could cause actual results to differ materially from those described in the forward-looking statements contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations and Quarterly Report on Form 10-Q are detailed from time to time in reports filed by CPKC with securities regulators in Canada and the United States, which can be accessed on SEDAR+ (www.sedarplus.ca) and EDGAR (www.sec.gov). Reference should be made to "Part I – Item 1A – Risk Factors" and "Part II –Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Forward-Looking Statements" in the Company's Annual Report on Form 10-K and "Part II – Item 1A – Risk Factors" of the Company's Quarterly Reports on Form 10-Q.

The forward-looking statements contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations and Quarterly Report on Form 10-Q are made as of the date hereof. Except as required by law, the Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, or the foregoing assumptions and risks affecting such forward-looking statements, whether as a result of new information, future events or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information concerning market risk sensitive instruments is set forth under Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Impact of FX on Earnings and FX Risk and Impact of Share Price on Earnings and Stock-Based Compensation.

Interest Rate Risk

Debt financing forms part of the Company's capital structure. The debt agreements entered into expose the Company to increased interest costs on future fixed debt instruments and existing variable rate debt instruments, should market rates increase.

As at March 31, 2026, a hypothetical one percentage point change in interest rates on the Company's floating rate debt obligations outstanding is not material. In addition, the present value of the Company's assets and liabilities will also vary with interest rate changes. To manage interest rate exposure, the Company may enter into forward rate agreements such as treasury rate locks or bond locks that protect against interest rate increases. The Company may also enter into swap agreements whereby one party agrees to pay a fixed rate of interest while the other party pays a floating rate. Contingent on the direction of interest rates, the Company may incur higher costs depending on the contracted rate.

The fair value of the Company's fixed rate debt may fluctuate with changes in market interest rates. A hypothetical one percentage point decrease in interest rates as of March 31, 2026 would increase the fair value of the Company's debt as at March 31, 2026 by approximately \$1.9 billion (December 31, 2025 - approximately \$1.8 billion). Fair values of the Company's fixed rate debt are estimated by considering the impact of the hypothetical interest rates on quoted market prices and current borrowing rates, but do not consider other factors that could impact actual results.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As at March 31, 2026, an evaluation was carried out under the supervision of and with the participation of the Company's management, including its CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the *Exchange Act*. Based on that evaluation, the CEO and CFO concluded that these disclosure controls and procedures were effective as at March 31, 2026, to ensure that information required to be disclosed by the Company in reports that it files or submits under the *Exchange Act* is (i) recorded, processed, summarized and reported within the time periods specified by the SEC rules and forms and (ii) accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the first quarter of 2026, the Company has not identified any changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

For further details refer to Item 1. Financial Statements, Note 13 Contingencies.

SEC regulations require the disclosure of any proceeding under environmental laws to which a government authority is a party unless the registrant reasonably believes it will not result in sanctions over a certain threshold. The Company uses a threshold of U.S. \$1 million for the purposes of determining proceedings requiring disclosure.

From time to time, the Company or its subsidiaries may be subject to information requests from U.S. State or Federal environmental regulatory authorities inquiring as to the Company's compliance or remediation practices in the U.S. In September 2020, the Company received an initial request for information from the U.S. Environmental Protection Agency ("EPA") inquiring into the Company's compliance with the mobile source provisions of the *Clean Air Act* ("CAA"). The Company has been providing information in response to the EPA's initial and follow-up requests, and the EPA has issued Notices of Violations, which preliminarily identify certain categories of alleged non-compliance with civil provisions of the CAA pertaining to locomotives and locomotive engines. In December 2022, the U.S. Department of Justice ("DOJ") sent a communication requesting a meeting with the Company to discuss potentially resolving any alleged noncompliance which included an initial draft consent decree from the DOJ. That initial meeting occurred in January 2023 and communications are ongoing. Neither the EPA nor the DOJ has issued a final compendium of alleged violations or a final demand for corrective or mitigating actions, and it remains too early to provide a fulsome evaluation of the likely outcome with respect to either the nature of any alleged violations, or the amount of any potential civil penalty. However, any potential civil penalty amount is not anticipated to be material. The Company will continue to fully cooperate and engage in discussions to resolve the matter.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors from the information provided in Item 1A. Risk Factors of the Company's 2025 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchase of Equity Securities

The Company has established a share repurchase program which is further described in Item 1. Financial Statements, Note 10 Share repurchases. The following table presents the number of Common Shares repurchased during each month of the first quarter of 2026 and the average price paid by CPKC for the repurchase of such Common Shares:

<u>Period</u>	<u>Total Number of Shares (or Units) Purchased⁽¹⁾</u>	<u>Average Price Paid per Share (or Unit)⁽²⁾</u>	<u>Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs⁽¹⁾</u>	<u>Maximum Number of Shares (or Units) that may yet be purchased under the Plans or Programs</u>
<i>Common Stock</i>				
January 1-31, 2026	—	\$ —	—	—
February 1-28, 2026	696,100	\$ 112.52	696,100	44,169,524
March 1-31, 2026	5,039,807	\$ 112.63	5,039,807	39,129,717
Total	5,735,907	\$ 112.62	5,735,907	39,129,717

⁽¹⁾ Includes shares repurchased but not yet cancelled at end of period.

⁽²⁾ Includes brokerage fees and applicable tax on share repurchases.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit	Description
<u>3.1</u>	<u>Restated Certificate and Articles of Incorporation of Canadian Pacific Railway Limited (incorporated by reference to Exhibit 99.2 to Canadian Pacific Railway Limited's Form 6-K filed with the Securities and Exchange Commission on October 22, 2015, File No. 001-01342).</u>
<u>3.2</u>	<u>Articles of Amendment to Restated Certificate and Articles of Incorporation of Canadian Pacific Railway Limited (incorporated by reference to Exhibit 3.1 to Canadian Pacific Railway Limited's Form 8-K filed with the Securities and Exchange Commission on May 5, 2021, File No. 001-01342).</u>
<u>3.3</u>	<u>Articles of Amendment to Restated Certificate and Articles of Incorporation of Canadian Pacific Kansas City Limited (incorporated by reference to Exhibit 3.1 to Canadian Pacific Kansas City Limited's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 14, 2023, File No. 001-01342).</u>
<u>3.4</u>	<u>By-law No. 1, as amended, of Canadian Pacific Kansas City Limited (incorporated by reference to Exhibit 3.4 to Canadian Pacific Kansas City Limited's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 27, 2023, File No. 001-01342).</u>
<u>3.5</u>	<u>Amended and Restated By-law No. 2 of Canadian Pacific Kansas City Limited (incorporated by reference to Exhibit 3.1 to Canadian Pacific Kansas City Limited's Current Report on Form 8-K filed with the Securities and Exchange Commission February 11, 2025, File No. 001-01342).</u>
<u>3.6</u>	<u>General By-law, as amended, of Canadian Pacific Railway Company, a wholly owned subsidiary of Canadian Pacific Railway Limited (incorporated by reference to Exhibit 2 to Canadian Pacific Railway Limited's Form 6-K filed with the Securities and Exchange Commission on May 22, 2009, File No. 001-01342).</u>
<u>4.1</u>	<u>Eighth Supplemental Indenture, dated as of March 4, 2026, by and among Canadian Pacific Railway Company, as issuer, Canadian Pacific Kansas City Limited, as guarantor, and Computershare Trust Company N.A., as successor to Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to Canadian Pacific Kansas City Limited's Form 8-K filed with the Securities and Exchange Commission on March 6, 2026, File No. 001-01342).</u>
<u>4.2</u>	<u>Form of 4.000% Note due 2029 (incorporated by reference to Exhibit 4.3 to Canadian Pacific Kansas City Limited's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 6, 2026, File No. 001-01342).</u>
<u>4.3</u>	<u>Form of 5.500% Note due 2056 (incorporated by reference to Exhibit 4.4 to Canadian Pacific Kansas City Limited's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 6, 2026, File No. 001-01342).</u>
<u>22.1*</u>	<u>List of Issuers and Guarantor Subsidiaries</u>
<u>31.1*</u>	<u>CEO Rule 13a-14(a) Certifications</u>
<u>31.2*</u>	<u>CFO Rule 13a-14(a) Certifications</u>
<u>32.1*</u>	<u>CEO Section 1350 Certifications</u>
<u>32.2*</u>	<u>CFO Section 1350 Certifications</u>
101.INS*	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
	The following financial information from Canadian Pacific Kansas City Limited's Quarterly Report on Form 10-Q for the first quarter ended March 31, 2026, formatted in Extensible Business Reporting Language (XBRL) includes: (i) the Interim Consolidated Statements of Income for the first three months ended March 31, 2026 and 2025; (ii) the Interim Consolidated Statements of Comprehensive Income for the first three months ended March 31, 2026 and 2025; (iii) the Interim Consolidated Balance Sheets at March 31, 2026, and December 31, 2025; (iv) the Interim Consolidated Statements of Cash Flows for the first three months ended March 31, 2026 and 2025; (v) the Interim Consolidated Statements of Changes in Equity for the first three months ended March 31, 2026 and 2025; and (vi) the Notes to Interim Consolidated Financial Statements.
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed with this Quarterly Report on Form 10-Q

List of Issuers and Guarantor Subsidiaries

As of the date of the filing of the Form 10-Q of which this exhibit is a part, Canadian Pacific Kansas City Limited, a corporation incorporated under the laws of Canada (the "Registrant") has guaranteed each of the following securities issued by Canadian Pacific Railway Company, a corporation incorporated under the laws of Canada and a direct, wholly owned subsidiary of the Registrant (the "Issuer") subject to Section 13(a) or 15(d) of the *Securities Exchange Act of 1934* (the "*Exchange Act*"), as amended:

- The Issuer's 3.125% notes due June 2026;
- The Issuer's 1.750% notes due December 2026;
- The Issuer's 4.000% notes due June 2028;
- The Issuer's 4.000% notes due March 2029;
- The Issuer's 2.875% notes due November 2029;
- The Issuer's 2.050% notes due March 2030;
- The Issuer's 4.800% notes due March 2030;
- The Issuer's 7.125% notes due October 2031;
- The Issuer's 2.450% notes due December 2031;
- The Issuer's 5.750% notes due March 2033;
- The Issuer's 5.200% notes due March 2035;
- The Issuer's 4.800% notes due September 2035;
- The Issuer's 5.950% notes due May 2037;
- The Issuer's 3.000% notes due December 2041;
- The Issuer's 5.750% notes due January 2042;
- The Issuer's 4.300% notes due May 2043;
- The Issuer's 4.800% notes due August 2045;
- The Issuer's 4.950% notes due August 2045;
- The Issuer's 4.700% notes due May 2048;
- The Issuer's 3.500% notes due May 2050;
- The Issuer's 3.100% notes due December 2051;
- The Issuer's 5.500% notes due March 2056;
- The Issuer's 4.200% notes due November 2069;
- The Issuer's 6.125% notes due September 2115;
- The Issuer's Perpetual 4% Consolidated Debenture Stock denominated in U.S. dollars; and
- The Issuer's Perpetual 4% Consolidated Debenture Stock denominated in British Pounds Sterling.

The above list does not include the following securities guaranteed by the Registrant issued in Canada which are not subject to Section 13(a) or 15(d) of the *Exchange Act*:

- The Issuer's 2.540% notes due February 2028;
- The Issuer's 3.150% notes due March 2029;
- The Issuer's 4.000% notes due June 2032;
- The Issuer's 4.400% notes due January 2036;
- The Issuer's 6.450% notes due November 2039;
- The Issuer's 3.050% notes due March 2050; and
- The Issuer's 4.800% notes due June 2055.

**Certification by the Chief Executive Officer of the Registrants filed pursuant to Rule 13a-14(a) of the *Exchange Act*.
Canadian Pacific Kansas City Limited**

I, Keith Creel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Canadian Pacific Kansas City Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in *Exchange Act* Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in *Exchange Act* Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **April 29, 2026**

/s/ KEITH CREEL

Keith Creel

President and Chief Executive Officer

**Certification by the Chief Financial Officer of the Registrants filed pursuant to Rule 13a-14(a) of the *Exchange Act*.
Canadian Pacific Kansas City Limited**

I, Nadeem Velani, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Canadian Pacific Kansas City Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in *Exchange Act* Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in *Exchange Act* Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **April 29, 2026**

/s/ NADEEM VELANI

Nadeem Velani

Executive Vice-President and Chief Financial Officer

**Certifications Furnished Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

Canadian Pacific Kansas City Limited

In connection with the Quarterly Report of Canadian Pacific Kansas City Limited (the "Company") on Form 10-Q for the period ended March 31, 2026 (the "Report") to which this certificate is an exhibit, I, Keith Creel, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the *Securities Exchange Act of 1934*; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **April 29, 2026**

/s/ KEITH CREEL

Keith Creel

President and Chief Executive Officer

**Certifications Furnished Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

Canadian Pacific Kansas City Limited

In connection with the Quarterly Report of Canadian Pacific Kansas City Limited (the "Company") on Form 10-Q for the period ended March 31, 2026 (the "Report") to which this certificate is an exhibit, I, Nadeem Velani, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the *Securities Exchange Act of 1934*; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **April 29, 2026**

/s/ NADEEM VELANI

Nadeem Velani

Executive Vice-President and Chief Financial Officer

SIGNATURE

Pursuant to the requirements of the *Securities Exchange Act of 1934*, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CANADIAN PACIFIC KANSAS CITY
LIMITED**

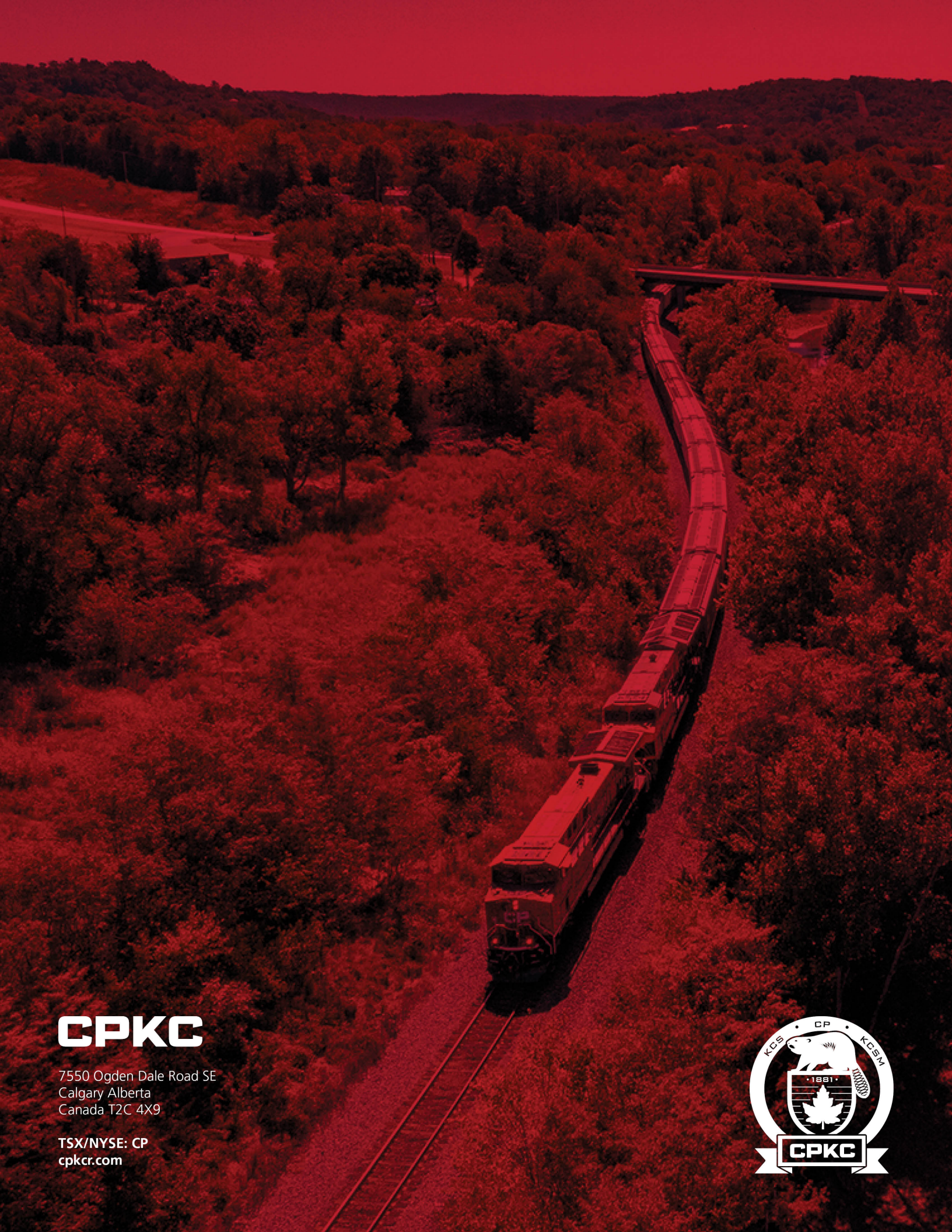
(Registrant)

By: /s/ NADEEM VELANI

Nadeem Velani

Executive Vice-President and
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

Date: **April 29, 2026**



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