

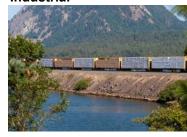
2020 Volume Outlook

Bulk



- Coal
- Biofuels
- + Food and Beverage
- ? Grain

Industrial



- Sand
- Plastics
- Construction
- Petroleum Products

Premium



- Auto Sales
- ? Domestic Intermodal
- ? Trade and Economy

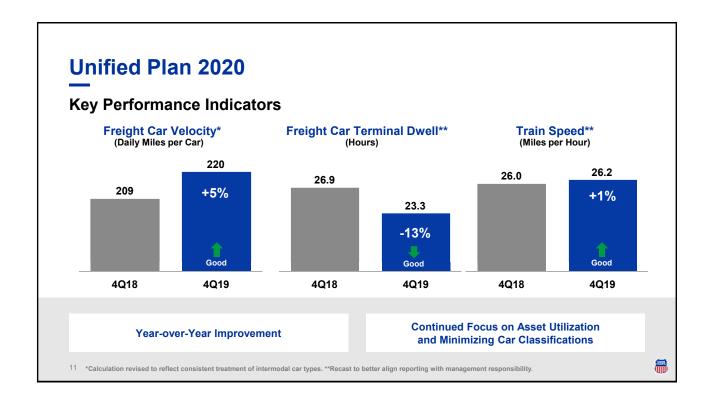
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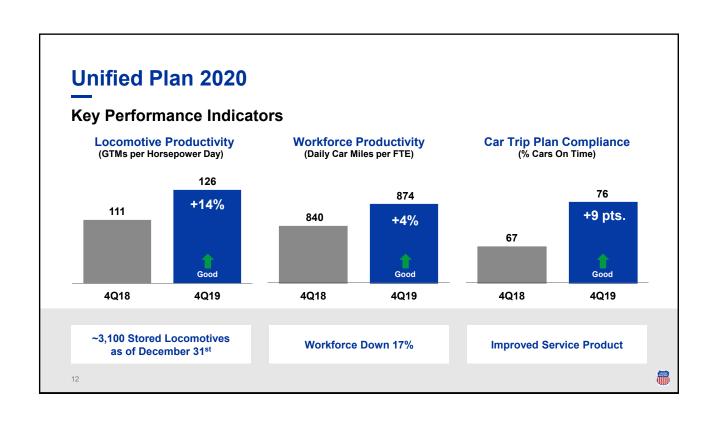


FOURTH QUARTER 2019 OPERATIONS REVIEW

Jim Vena

Chief Operating Officer

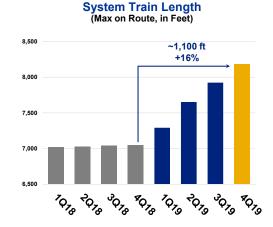




Unified Plan 2020 Update

Terminal Rationalization & Network Changes

- Stopped Humping Cars at Davidson Yard in Fort Worth
- Curtailed Operations at Armourdale Yard in Kansas City
- Adjusting Local Operations to Align with Customer Demand
- · Continued Improvement in Train Length



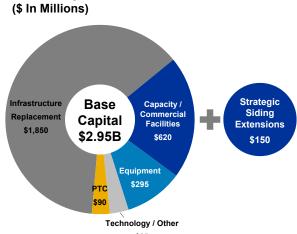
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Strengthening the Franchise

2020 Capital Plan

14 Pending UP Board of Directors final approval

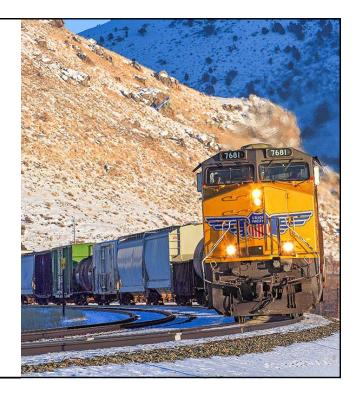


- 2019 Capital Expenditures ~\$3.2 Billion
- · 2020 Capital Plan:
 - Base Capital of \$2.95 Billion, plus
 - \$150 Million for Siding Extensions
- · Safe & Resilient Infrastructure
- · Equipment Acquisitions:
 - Locomotive Modernizations
 - Targeted Freight Car Purchases
- · Capacity & Commercial Facilities
- · PTC Spending

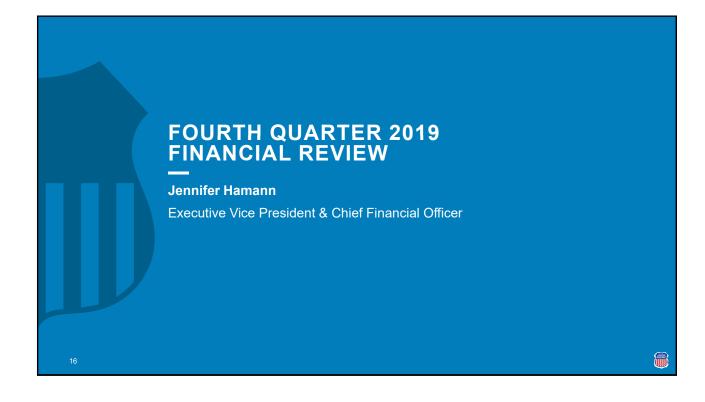
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Operating Outlook

- Safety First
- Continue Unified Plan 2020 Implementation
- Drive Service Improvements
- Focus on Asset Utilization and Network Efficiency



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Fourth Quarter Operating Ratio and EPS

Favorable / (Unfavorable)

	Operating Ratio	EPS
Fourth Quarter 2018	61.6%	\$2.12
Insurance Recovery	0.5 pts	\$0.03
Fuel Impact	0.2 pts	(\$0.01)
Core Results	1.2 pts	(\$0.12)
Fourth Quarter 2019	59.7%	\$2.02

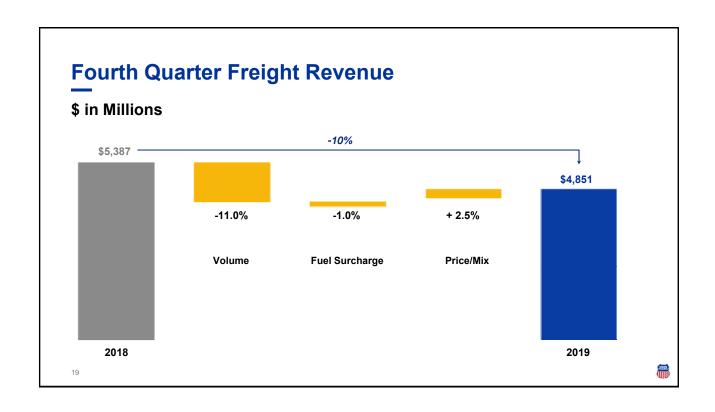
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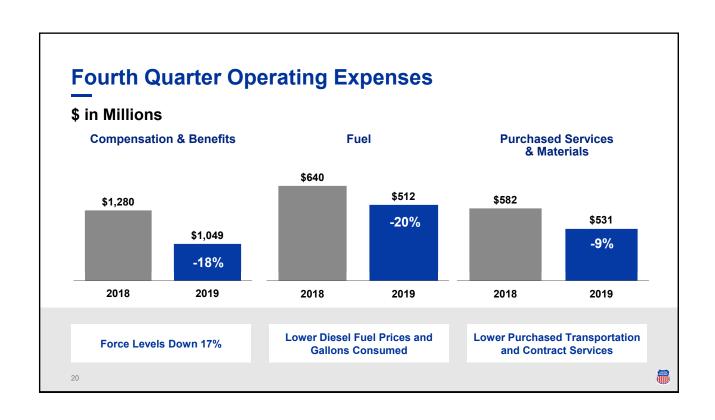


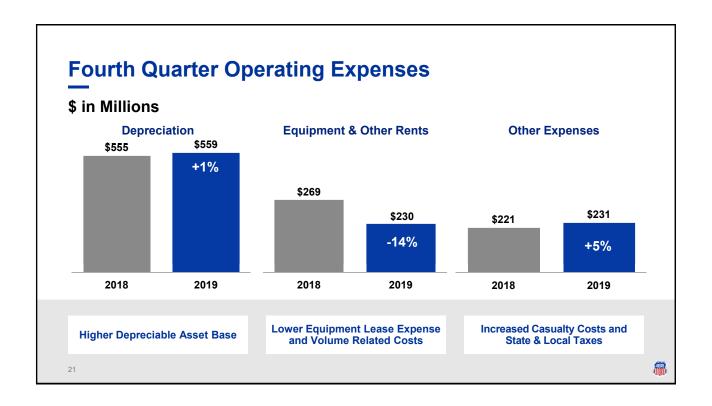
Fourth Quarter Income Statement

\$ in Millions (except EPS)

	2019	2018	%
Operating Revenues	\$5,212	\$5,757	(9)
Operating Expenses	<u>3,112</u>	<u>3,547</u>	(12)
Operating Income	<u>2,100</u>	<u>2,210</u>	(5)
Other Income	56	46	22
Interest Expense	(278)	(240)	16
Income Taxes	(475)	(462)	3
Net Income	<u>\$1,403</u>	<u>\$1,554</u>	(10)
Weighted Average Diluted Shares	694.9	732.9	(5)
Diluted EPS	<u>\$2.02</u>	<u>\$2.12</u>	(5)









Full Year Results

Favorable / (Unfavorable)

	Operating Ratio	EPS
Full Year 2018	62.7%	\$7.91
Payroll Tax Refund	0.3 pts	\$0.11
Weather/Incidents*	(0.7) pts	(\$0.23)
Fuel Impact	0.6 pts	\$0.12
Core Results	1.9 pts	\$0.47
Full Year 2019	60.6%	\$8.38

2019 Highlights

- Total Revenue of \$21.7 Billion, Down 5% on 6% Less Volume
- Operating Income flat at \$8.6 Billion
- Net Income of \$5.9 Billion

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23 *Net of Insurance recovery.

Shareholder Returns Dividends Share Repurchases (\$ in millions) (\$ in millions) \$8,225 \$2,598 \$5,804 \$3,600 **ASR** \$2,299 \$2,500 \$4,625 \$3,304 2018 2019 2018 2019 **Cash to Shareholders Cash From Ops** (\$ in millions) (\$ in billions) \$8,686 \$8,609 \$10.5 \$8.4 2018 2019 2018 2019

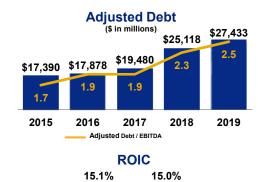
Fourth Quarter Year-to-Date

- Cash from Operations flat year-over-year at \$8.6 Billion
- Cash Flow Conversion Rate Equal to 87% of Net Income
- Two 10% Dividend Increases
- Repurchased 35 million shares
 6% average share balance

Returned \$8.4 Billion to Shareholders



Balance Sheet Strength



2018 2019

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

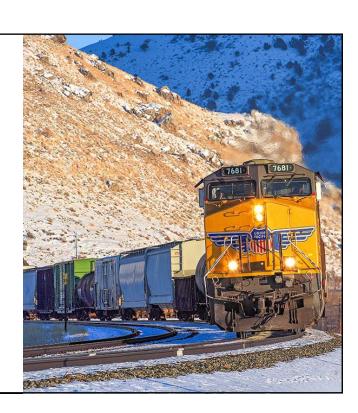
Fourth Quarter Year-to-Date

- Adjusted Debt Increased \$2.3 Billion since Year-End 2018
- Adjusted Debt / EBITDA of 2.5x
 - Still Targeting Adjusted Debt / EBITDA up to 2.7x
- Continued Strong ROIC



A Look Ahead to 2020

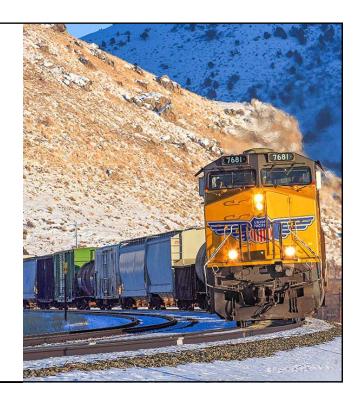
- Volumes Improving Slightly Positive Overall
 - Pricing Gains in Excess of Inflation Dollars
 - Force Levels Down 8% +/-
 - At Least \$500 Million of Productivity
 - Operating Ratio of ~59% in 2020
- Capital Allocation:
 - Capital Spending < 15% of Revenue
 - Dividend Target Payout 40-45% of Earnings
 - Complete \$20B Share Repurchase Program





Looking Ahead

- · Committed to Safety
- Deliver a Highly Consistent and Reliable Service Product
- Drive Margin Improvement
- Increase Shareholder Returns



Cautionary Information

This presentation and related materials contain statements about the Company's future that are not statements of historical fact, including specifically the statements regarding the Company's expectations with respect to economic conditions; its ability to generate financial returns, improve resource productivity; enhancing the customer experience; implementing corporate strategies; and providing excellent service to its customers and returns to its shareholders. These statements are, or will be, forward-looking statements as defined by the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements also generally include, without limitation, information or statements regarding: projections, predictions, expectations, estimates or forecasts as to the Company's and its subsidiaries' business, financial, and operational results, and future economic performance; and management's beliefs, expectations, goals, and objectives and other similar expressions concerning matters that are not historical facts.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times that, or by which, such performance or results will be achieved. Forward-looking information, including expectations regarding operational and financial improvements and the Company's future performance or results are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statement. Important factors, including risk factors, could affect the Company's and its subsidiaries' future results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements. Information regarding risk factors and other cautionary information are available in the Company's Annual Report on Form 10-K for 2018, which was filed with the SEC on February 8, 2019. The Company updates information regarding risk factors if circumstances require such updates in its periodic reports on Form 10-Q and its subsequent Annual Reports on Form 10-K (or such other reports that may be filed with the SEC).

Forward-looking statements speak only as of, and are based only upon information available on, the date the statements were made. The Company assumes no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements. References to our website are provided for convenience and, therefore, information on or available through the website is not, and should not be deemed to be, incorporated by reference herein.

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