



UNION PACIFIC CORPORATION ANNUAL MEETING OF SHAREHOLDERS
MAY 12, 2022
QUESTIONS FROM DWS INVESTMENT GMBH

Dear Members of the Board,

As one of the largest asset managers in Europe and as shareholders of Union Pacific Corporation ahead of your 2022 Annual Shareholders' Meeting, we would like to share our questions with you. As a responsible investor it is part of our fiduciary duty at DWS to express our expectations on sustainability in the best interest of our clients. Our commitment to responsible environmental and social practices and sound governance is not only a crucial element of our responsibilities but also forms an integral part of our investment process.

We appreciate the constructive dialogue we had to date and would like to ask you questions ahead of your annual meeting of shareholders this year. Thank you for your consideration and answers in advance. Please note that we will be also sharing our questions on our website on the day of the meeting. We would highly appreciate answers in written form.

Having a majority of independent members serving on boards and committees, as well as respective independent chairs, is especially important for DWS to ensure objective-driven decision making and challenging discussions. We value a balance between an extensive experience within the company and fresh perspectives and welcome efforts to accomplish this.

As per the DWS Proxy Voting and Corporate Governance Policy, directors serving more than 10 years on the board are reclassified as non-independent. We note that your nomination committee is therefore less than 50% independent.

1. Will you be reorganizing the nomination committee within the next year in order to address this imbalance?

We acknowledge differing board structures, however, we regard a clear separation of CEO and chairperson to be in shareholders' interests. Where one person assumes a combined CEO/chair role, a lead independent director (LID) has to ensure the proper work of the board and the communication with investors.

In this context, we welcome that Union Pacific has a LID in place. However, due to our independence criteria, we cannot consider the current LID as independent anymore due to tenure.

2. Are you planning to separate the roles of CEO and chair in the future?
3. In case there are no changes to the combined role of CEO/chair, can we expect that the lead independent director will be rotated by the next AGM?

DWS acknowledges that the objectivity and criticality of auditors can be impeded due to long tenure. We are therefore, expecting companies to rotate their auditors after ten years. The current audit firm's tenure is 55 years.

4. How do you evaluate and ensure the objectivity and independence of the audit firm, in particular, after a long tenure?



5. Will you consider to rotate the audit firm in the near term? Would you be willing to commit to a regular audit tender process?

Executive pay is one of the most important aspects of good corporate governance. Our expectation is that the board ensures full transparency, executives are measured against clear and plausible key performance indicators, and that the structure of the incentives encourages the achievement of corporate financial, social and environmental objectives.

6. Can we expect more detailed disclosure within the next year of the individual performance component of the annual bonus in order to better understand how executives are compensated?

As discussed in your 2021 Climate Action Plan, increasing cases of severe weather conditions are having an impact on Union Pacific's operations and will continue to be a risk in future.

7. For those aspects that you do have control over, what is being done to mitigate the damage that severe weather will cause to your infrastructure and business operations, eg. to prevent track outages?

To conclude, we would like to thank all members of the Board and all the Union Pacific employees cordially on their commitment and dedication in the past year.

A special thank you in advance for your answers.