



## CSX Corporation 2024 Annual Meeting of Shareholders

# RULES OF CONDUCT

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Welcome to the Annual Meeting of Shareholders of CSX Corporation (the "Company"). It is our goal to conduct a fair and informative Annual Meeting, and we ask that you please observe the following Rules of Conduct.

1. In accordance with the Company's Bylaws, the Chair of the Board (the "Chair") shall preside over the Annual Meeting and may take such actions as are necessary or desirable for the proper conduct of the Annual Meeting, including the dismissal of business not properly presented, the maintenance of order, limitations on the time allotted to questions or comments on the affairs of the Company and the opening and closing of the voting polls. The Chair may consult with such persons as he deems appropriate in arriving in any such decisions. In addition to the Rules of Conduct outlined here, the Chair may adopt any other rules or make rulings during the course of the Annual Meeting as he deems appropriate.
2. Because this is a meeting of our shareholders, only our shareholders (or their authorized proxies) are permitted to vote and ask questions during the Annual Meeting. A shareholder needs to have held stock as of the close of business on March 11, 2024 to vote or submit questions while participating in the Annual Meeting. To vote or submit questions, please log in as a shareholder by entering the 16-digit control number you received with your proxy materials.
3. You need not vote at this meeting if you have already voted by proxy. However, if you wish to change your vote, or if you have not voted, you may vote any time before the polls are closed by clicking the "Vote Here" button on the virtual meeting web portal.
4. Certain advance notification requirements apply regarding matters submitted by shareholders for a vote at the Annual Meeting, including nomination of directors. Accordingly, only matters for which notification requirements have been met and that are properly presented at the meeting will be considered.
5. The business of the meeting will be addressed as outlined by the Chair or the Corporate Secretary. There will be a general session for questions once the business of the meeting has concluded.
6. We welcome questions from shareholders; however, they must be appropriate for the purpose of the Annual Meeting. The Company does not intend to respond to any questions or statements that are, among other things:
  - Irrelevant to the business of the Company or to the business of the Annual Meeting;
  - Related to material, non-public information of the Company;
  - Related to personal grievances;
  - Offensive or otherwise contain inappropriate language;
  - Derogatory references to individuals or that are otherwise in bad taste;
  - Repetitious of those made by another shareholder;
  - Related to pending or threatened litigation;



- In furtherance of the shareholder's personal or business interests; or
  - Out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or the Corporate Secretary.
7. To allow us to answer questions from as many shareholders as possible, we will limit shareholders to one question. Questions should be succinct and cover only one topic. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
  8. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the meeting by contacting the Office of the Corporate Secretary at [CorporateSec@csx.com](mailto:CorporateSec@csx.com).
  9. Depending on the number of questions submitted, we may not be able to answer all questions during the Annual Meeting. We will post answers to all appropriate questions received, including those questions that we cannot get to during the meeting, on our website at [www.csx.com](http://www.csx.com) after the Annual Meeting.
  10. In order to present a shareholder proposal, the presenter must have checked in with the virtual meeting host and verified that the presenter is the proponent or a duly authorized representative under Virginia law. If neither the proponent nor an authorized representative has checked in at the Annual Meeting, we will presume that the proponent is not present. In that case, the shareholder proposal will not be deemed properly presented.
  11. The Chair may, in the Chair's discretion, limit the time and extent of any discussion and the time and extent to which any person or persons may be heard during the Annual Meeting. Presentation of a shareholder proposal will be given two minutes. The presenter should restrict his or her comments to the shareholder proposal being presented. Abiding by this time allocation and any determination of the Chair regarding timing will prevent the operator from having to intervene.
  12. The Chair may adjourn, recess, defer, commence or expedite the meeting at any time and for any reason, including disorder, a technical malfunction or any other significant problem that disrupts the meeting.
  13. **Recording of the Annual Meeting is prohibited.** The Annual Meeting contains proprietary and copyrighted materials. You may not record, rebroadcast, stream, post, modify, distribute or reproduce all or any portion of the meeting in any manner or format, in each case, without first obtaining the Company's prior written consent (which may be withheld in its sole discretion). A webcast playback will be available at [www.virtualshareholdermeeting.com/CSX2024](http://www.virtualshareholdermeeting.com/CSX2024) 24 hours after the completion of the meeting.

***Thank you for your cooperation and for joining CSX Corporation's  
2024 Annual Meeting of Shareholders.***