

NORFOLK SOUTHERN CORPORATION

**CHARTER OF THE
SAFETY COMMITTEE
OF THE BOARD OF DIRECTORS**

Committee's Role and Purpose

The Safety Committee ("Committee") is a standing committee, the chair and members of which are appointed annually by the Board of Directors. Directors appointed to serve on the Committee serve until they are removed or replaced by the Board of Directors. The Committee establishes procedures and acts by majority vote when at least a quorum is present. The Committee will report its actions and deliberations to the Board of Directors as soon as practical.

As authorized by resolution of the Board of Directors, the Committee shall:

- Review and evaluate the safety program and practices of the Corporation;
- Monitor the Corporation's compliance with such safety program and practices.

Principal Committee Duties, Responsibility and Powers

Among the Committee's principal powers and authorities are the following:

1. Review and evaluate the safety program and practices of the Corporation. To the extent it deems appropriate, the Committee shall:

- review the Corporation's safety program and practices, including policies and procedures that promote safety rule compliance, any trends in the Corporation's safety program, and overall resource and staffing levels and their impact on safety;
- review the consistency of application and enforcement of the Corporation's safety program and practices;
- oversee risk management related to such safety program and practices and risk mitigation practices in place in the event of non-compliance;
- solicit feedback on the Company's safety program, practices, and performance from individuals other than the Corporation's management, including but not limited to, the Corporation's craft employees;
- review train accident data reported to the Federal Railroad Administration, excluding grade crossings, for the Corporation and other comparable railroads; and
- review the Corporation's serious injury data and reportable injury data filed with the Federal Railroad Administration for the Corporation and other comparable railroads.

2. Monitor the Corporation's overall compliance with such safety program and practices. To the extent it deems appropriate, the Committee shall:

- review the Corporation's management of the safety program and practices and its efforts to enhance compliance with the program;
- review the Corporation's safety training programs, including online, in-person classroom, and field training;
- review the Corporation's process for collection, communication, and analysis of safety data; and
- review trends relating to such safety program data.

3. Engage outside counsel and experts as the Committee may deem appropriate.

4. Perform any other activities as the Committee may deem appropriate or as requested by the Board of Directors consistent with this Charter.

Committee Records and Reports

The Committee shall hold regular meetings, keep a written record of its deliberations and decisions, and regularly report to the Board of Directors the Committee's activities and conclusions with respect to the principal matters it has considered. The Committee shall evaluate its own performance at least annually, considering such matters as the effectiveness of the Committee, its size and composition, and the quality of information and presentations given by management.