



# Statement of Policy on Ethics and Business Conduct

## I. Purpose and Expectations

A high standard of ethical business conduct is the responsibility of each Union Pacific employee. The good name of any company depends on the way it conducts its business and the way the public perceives that conduct. All employees are, and will be held, responsible for the observance of the Policy. Unethical actions, and the appearance of unethical actions, are not acceptable.

The purpose of this Policy is to convey the basic principles of ethical business conduct expected of all employees. The Policy is not intended to be all inclusive, and the fact that a certain circumstance or activity is not mentioned as improper does not imply that it is permissible. When used in this Policy, "Company" means Union Pacific Corporation and its subsidiary companies.

Employees are expected to work safely, honestly, and to treat others with respect. This policy and the separate policies referenced herein provide some level of detail, but the following principles of behavior in carrying out business duties provide a good starting point:

**Compliance with Applicable Laws** – The Company, its employees and all parties with whom the Company transacts business, are expected to comply with all laws, rules and regulations applicable to the Company's activities.

**Observance of Ethical Standards** – In the conduct of business, each employee must adhere to high ethical standards. These include honesty (i.e., truthful dealing with everyone, including customers, suppliers, shareholders and fellow employees), fairness (i.e., treating another in the same manner as one would expect to be treated), integrity and respect. No employee should take advantage of any party through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair practice.

**Loyalty** – No employee should be, or appear to be, subject to influences, interests or relationships that conflict with the best interests of the Company.

**Interpretations, Reporting and Enforcement** – Any employee's question about this Policy should be directed to his or her immediate supervisor or to a Manager or Director of Ethics and Compliance. Failure to comply with any provision of the Policy subjects the employee to disciplinary measures, up to and including termination of employment. Should any employee become aware that another employee has violated the Policy, he or she is obligated to report the violation to his or her manager or through the Union Pacific Values Line, 800-998-2000. No one has authority to retaliate against any employee who in good faith reports a possible violation of this Policy.

## II. Key Company Policies

### A. Safety

Safety is Union Pacific's primary goal. All Union Pacific officers and employees are responsible for compliance with applicable rules and regulations related to the safety of our employees, our customers and the communities we serve. All operating officers and employees are expected to regularly assess Union Pacific's safety rules, practices and operations and to report to the appropriate supervisor any perceived problems or areas for improvement.

### B. Protection of Corporate Assets

#### 1. Ownership and Security

All physical property and business information the Company acquires and produces, in any form, constitutes a corporate asset. The ownership, usage, dissemination, storage, or formulation of information, as well as all physical and computer systems used to process, transmit, or store data, belong to the Company. It is the responsibility of every user to guard against unauthorized use or disclosure of Company assets, as more fully explained in the Information Security Policy.

An employee may not divert to his or her personal benefit any invention, know-how, technology or computer program that the employee developed or learned of in the course of his or her employment and that the employee

has reason to know may be useful to the Company in its ongoing business, as more fully explained in the Ownership of Information Policy.

## 2. Confidentiality

Employees are expected to maintain the confidentiality of information entrusted to them by the Company and any other confidential, proprietary, (i.e. trade secrets), privileged or other nonpublic information that comes to them, from whatever source, in the course of their work for the Company, except when disclosure is authorized or legally mandated. Confidential information includes:

- a. Information about the Company, including information concerning pricing, products, and services and information about contracts, finances, operations, customers, business or transportation plans, strategies, measures, metrics, legal proceedings, unreported or anticipated earnings, or acquisitions; and
- b. Information received from or relating to third parties with whom the Company has or is contemplating a relationship, such as customers or suppliers.
- c. Communications that are privileged under any privilege, including the attorney-client privilege or protected by the work product doctrine.

Employees may not use confidential information for the benefit of anyone other than the Company.

Reasonable prudence and care should be exercised in dealing with confidential information in order to avoid inadvertent disclosures as more fully explained in the Media Policy.

## 3. Integrity of Records and Financial Reporting

Accurate and reliable preparation and maintenance of all Company records is of critical importance to proper management decisions and fulfillment of the Company's financial, legal and reporting obligations. All transactions must be properly documented and accounted for on the books and records of the Company. No off-book funds or transactions are allowed. Diligence in accurately preparing and maintaining the Company's financial records allows the Company to fulfill its financial reporting obligations and to provide shareholders with information that is complete, accurate and understandable. All reports, vouchers, bills, invoices, payroll and service records, business measurement and performance records, and other essential data are to be prepared and maintained with care and honesty. Such data must not be falsified or altered to conceal or distort assets, liabilities, revenues, expenses or performance measures. Employees are responsible for safeguarding Company assets and properties under their control and for providing an auditable record of transactions relating to the use or disposition of such assets and properties.

## 4. Insider Trading

Trading in securities of the Company (including within the Company's 401(k) plan) or another entity, or tipping others who may engage in such trading, while the employee has material nonpublic information, violates the policy of the Company and is illegal. In addition to discipline by the Company, such trading can result in civil penalties of up to three times the profit made or loss avoided on the trade, or criminal penalties including fines of up to \$5 million and imprisonment for up to 20 years. "Material" information for this purpose is any information that could affect a decision to buy or sell securities. Examples are: proposed major acquisitions or divestitures, changes in current or anticipated earnings or dividends, major changes in contractual arrangements or other significant business developments. Information is considered "nonpublic" if it has not been distributed in a manner that makes it available to investors generally. Further information on insider trading is set forth in the Confidentiality and Insider Trading Policy

## 5. Computer & Communication Systems, Software, Internet


The Company's computer systems (for example, network, personal computers, laptops, servers, collaboration workspaces), software, communication systems (for example, voice, telephone, e-mail, messaging [e.g., IM, SMS, MMS and TXT]), internet and intranets (for example, wikis, blogs, podcasts, chat rooms, virtual worlds and social networks) are made available to employees for their business use to enhance their performance in achieving the overall goals of the Company. No person using the Company's computer systems, software, communication systems, internet, and intranet has any proprietary interest or expectation of privacy in their use of these Company systems. Because the duplication of copyrighted software is generally a violation of federal copyright law, employees are prohibited from loading any software onto the Company's computers without prior appropriate management approval.

Employees should use the Company's computer systems, communication systems, software, internet and intranet primarily for business-related purposes, though some limited personal use is authorized. Illegal or unauthorized use may subject employees to discipline, including termination. Persons using the Company's computer systems, communication systems, software, internet and intranet should have no expectation of privacy related to such use, and all such users are subject to having their usage and content monitored or audited by the Company at any time and without notice. Company policy related to these items is more fully explained in separate policies, including but not limited to the Information Security Policy, Wireless Communications Devices Policy, and Social Media Policy.

6. Theft, Fraud, Waste, Misappropriation, Alteration and Damage to Company Assets

Any employee found to be engaging in or attempting theft of Company property, facilities or physical resources including documents, equipment, intellectual property, personal property of other employees, cash or any other items of value will be subject to dismissal and possible criminal prosecution. Employees are prohibited from engaging in fraud, waste, misappropriation, unauthorized alteration and intentional damage to Company assets. If any employee knows or reasonably suspects these actions are occurring, then the employee must report such information either to his or her manager or through the Union Pacific Values Line, 800-998-2000.

7. Record Retention

The Company is committed to the efficient management of its business records to comply with all legal and business requirements. Business records should be retained in compliance with the Company's separate policy statement on Records and Information Management Policy and associated procedures and Master Records Retention Schedule (  ).

Records relevant or related to an ongoing or anticipated legal proceeding, government investigation or tax audit should not be destroyed, even if scheduled for destruction, until the Law or Tax Department advises such destruction is permissible.

**C. Conflict of Interest**

A conflict of interest is a conflict between the private interests of an employee and his or her responsibilities as an employee of the Company. All such conflicts should be avoided. No employee shall place himself or herself in a position that would have the appearance of being, or be construed to be, in conflict with the interests of the Company. Full disclosure of all facts must be made to the Company in advance by completing the Annual Report to the Chief Executive Officer and a determination made to protect the Company's interests.

As a general rule, employees and their relatives may not have a significant financial ownership in a customer, supplier, contractor, or competitor of the Company. A "relative" shall include parents, spouses, domestic partners, sons, daughters, step-sons, step-daughters, brothers, step-brothers, sisters, step-sisters, aunts, uncles, nephews, nieces, cousins, grandchildren, grandparents, fathers-in-law, mothers-in-law, daughters-in-law, sons-in-law, brothers-in-law and sisters-in-law.

A conflict of interest includes, but is not limited to the following:

1. Interests in other Businesses

Employees and their relatives must avoid acquiring any direct or indirect interest in:

- a. Any transaction where the Company is or may become a party;
- b. Any property that the Company may acquire; or
- c. Any entity with which the Company is or may be dealing,

An employee financial interest may be stock, a note or other equity or creditor interest, employment or other affiliation, or other relationship providing remuneration. A financial interest generally does not include ownership of securities in publicly traded companies, and employees are not required to disclose such ownership unless both of the following two conditions exist: (i) the employee's ownership represents more than one percent (1%) of the stock of the organization in question, and (ii) the employee's ownership of that organization's stock represents more than five percent (5%) of his or her own net worth.

2. Outside Activities

- a. An employee may not acquire any direct or indirect interest in land or other property in which, to the employee's knowledge, the Company has an interest or may wish to acquire an interest, whether as purchaser, lessee or otherwise.
- b. Involvement in an outside business enterprise that may require attention during business hours and prevent full-time devotion to duty is prohibited. Even if the outside involvement does not affect full-time performance of duties, legal considerations that relate to service by employees of the Company as directors or officers of another company exist. The matter must be first disclosed to and approved by the Company prior to acceptance of an invitation to serve as a director or officer of any other company. Outside engagements of a non-business nature that are reasonable commitments to social welfare, health, education or religious organizations need not receive prior approval.
- c. Employees may not take advantage of or divert to others any business or financial opportunity in which they could reasonably anticipate the Company might be interested.

### 3. Gifts and Entertainment

- a. Employees should not accept gifts or entertainment from customers, contractors, vendors and suppliers and similarly situated third parties if (1) it will influence the employee's decision on whether or how much to use the third party in business; or (2) the acceptance of the gift gives the appearance of improper influence in dealing fairly with customers, contractors, vendors, suppliers or others.
- b. Employees are allowed to accept an occasional and non-recurring gift worth up to \$100 or entertainment with a value not to exceed \$250 in any single day (or \$500 annually) from an establishment as described under 3.a. above without notification or reporting of such gift(s). For gifts or entertainment valued greater than these amounts:
  - a. Pertinent information must be reported in the Company's Gift Database.
  - b. In addition, a single or cumulative calendar year gift(s) from one establishment worth more than \$200 or entertainment worth more than \$1000 may not be accepted without pre-approval from a department executive or compliance officer. Note that receipt of cash or a gift card from a third party (or the type mentioned in 3.a) is typically not allowed, but, if kept, the item must be documented in the gift database.
- c. Because of laws that restrict the Company, through its employees, from making gifts to government officials, employees may not provide gifts or entertainment to government officials, including (1) House of Representative and Senate members and their staffs and immediate family members, (2) Executive Branch political appointees, their family members, and other designees specified by the appointee, (3) members of the federal or state judiciary and (4) federal agency, active military and state and local government personnel. This ban is subject only to limited exceptions as set forth in the Company's Gifts to Government Officials Policy. This gift prohibition does not restrict any employee's rights to participate, as a private citizen, in the political process.

### 4. Employee Relationships

Employees may not do indirectly that which is prohibited explicitly by this policy. Employees and their relatives may not acquire any direct or indirect interest in, or have material dealings with, any person or entity which, to the knowledge of the employee, supplies or is likely to supply the Company with property, materials or services, or is otherwise contracting or is likely to contract with the Company. Borrowings by an employee from a commercial bank or savings and loan institution are not covered by this policy.

5. This provision incorporates the Company's Nepotism Policy.

## D. Working with the Government

### 1. Legal and Regulatory Compliance

Union Pacific's railroad operations are subject to laws and regulation by various authorities, and all officers and employees will seek to comply with all applicable laws and regulations. In conducting business with the federal government, the Company will endeavor to assure that all requests for payment are lawful and that the information supporting the request is truthful. Employees are expected to consult with their supervisors with respect to compliance questions, and officers are expected to consult with Union Pacific's legal staff where appropriate concerning such matters.

### 2. Political Activity and Contributions

It is the policy of the Company to encourage its employees to participate actively in community, civic and political affairs. It is also the policy of the Company to make its position known, within lawful limitations, on issues affecting the Company, its employees and its shareholders, and the communities in which the Company operates. Federal law and state laws prohibit or limit companies from contributing to political candidates for elective offices. Federal and foreign laws similarly may prohibit corporate contributions in foreign countries. No direct or indirect use of Company funds shall be made for any illegal political purpose, no matter how small the amount and regardless of whether the payment is thought necessary to promote a legitimate Company activity.

### 3. Obstruction of Justice

Employees may not testify falsely under oath or obstruct justice by refusing to testify, making false statements (for example, in interviews or in responding to subpoenas or interrogatories) or destroying, altering or falsifying documents or evidence related to legal proceedings (for example, in litigation and regulatory hearings) and government investigations. This provision is to be read in conjunction with section C.3.c.

## E. Fair Trade

### 1. Antitrust Compliance

Compliance with the antitrust laws is the policy of the Company. Employees are expected to maintain a basic familiarity with the principles and purposes of the antitrust laws as they may be applied to the Company's business and to abstain from any activity that violates antitrust laws. Such activity may include, among other things, any understanding or agreement between competitors regarding prices, terms of sale, division of markets, or any other activity that restrains competition. Annually, all nonagreement employees are required to take the Antitrust Compliance Training Course.

### 2. Anti-Bribery

The Company will not tolerate its employees or any entity or person authorized to act on its behalf engaging in the offering, promising or payment of anything of value, intended to influence illegally any governmental official, political party, or any other person in the United States to obtain or retain business or a business advantage, including beneficial treatment for any business purpose. It is unlawful to bribe foreign government officials, including government employees and political parties. Therefore, Company employees and any entity or person authorized to act on its behalf cannot offer, pay or promise to pay money or anything of value to a foreign official for the following purposes:

- a. to obtain or retain business,
- b. to influence any decision of a foreign official; or
- c. to secure any other improper advantage.

The legal definition of "foreign official" is very broad and includes employees of government owned or controlled businesses in a foreign country and members of political parties. Because the technical rules associated with payments to foreign government officials are very complicated and prohibitive, Union Pacific employees cannot make any payments (including gifts, entertainment or travel arrangements) to foreign government officials or offer to pay anything of value to foreign officials without pre-approval, as more fully explained in the Foreign Corrupt Practices Act Policy.

## F. Workplace Behavior

### 1. Employee Privacy

The Company is committed to complying with all applicable laws regarding the collection, protection and dissemination of personal identification information collected from employees. The Company will limit the personal information it requires employees to provide to the information that is required for the Company to carry out its business. The Company is committed to providing access to such personal information only to those persons and entities that need the information for the Company to carry out its business. However, employees do not have any expectation of privacy in information contained or disseminated with the Company's computer systems, communication systems, internet and intranet as described in Section II.B.5 above.

### 2. Equal Employment Opportunity

The Company, through its policy and practice, provides equal opportunity to all employees and applicants for employment without regard to race, color, gender, national origin, age, disability, religion, veteran status, sexual orientation, or any other ground prohibited by law. This policy applies to all terms and conditions of employment,

including hiring, placement, promotion, demotion, termination, and transfer, leaves of absence, compensation, and training, as more fully explained in the Equal Employment Opportunity Policy.

3. **Respectful Work Environment**

The Company is committed to ensuring a work environment free from all forms of unlawful discrimination and harassment. All employees should be treated with dignity and respect, which include creating a work environment free of personally offensive behavior and statements directed at a person's race, gender or any status protected under law. In addition, the Company prohibits its employees from exhibiting threatening or violent behavior toward other employees and those outside the Company with whom they have dealings, as is more fully described in the Policy on Violence & Abusive Behavior in the Workplace.

4. **Employee Time**

Limited personal use of Company computer systems, printers and communication systems is permitted consistent with Section II B. 5 above. Employees may not use other Company assets, including supplies, equipment and labor, for personal, charitable, or other non-business purposes, unless prior appropriate management approval is obtained.

5. **Retaliation**

The Company prohibits unlawful retaliation against employees based on:

- a. making a good faith report of:
  - i. alleged violations of our policies against discrimination, harassment or offensive behavior;
  - ii. any safety or security concern, including report of personal injury;
  - iii. another's misconduct;
- b. for opposing any practice believed in good faith to be unlawfully discriminatory; or
- c. for participating in an internal or government investigation of possible misconduct or discrimination.

### **III. Compliance, Guidance and Reporting**

**A. Compliance Reporting Responsibility**

Every employee shall disclose immediately any situation that is, or that may be, in conflict with this policy whether or not the employee is actually involved in the situation. Employees are encouraged to report issues to their managers. If, however, an employee believes that the manager cannot or will not resolve the issues, the employee should contact the Union Pacific Values Line, 800-998-2000, or other resources noted below. The Company will take appropriate steps to investigate all contacts made through the Values Line and will take appropriate action. In addition, employees will be required to review this policy periodically. Communicating this policy and overseeing compliance is the responsibility of the Chief Executive Officer and officers of the Company and its subsidiaries with assistance from the Chief Compliance Officer and the Company's General Auditor.

**B. Reporting Questionable Accounting Activity**

Employees with concerns about questionable accounting or auditing matters should contact either the Union Pacific Values Line, 800-998-2000 or the Company's General Auditor. Employees either may provide their names when reporting, or complaints may be reported anonymously. The employees will be encouraged to provide their names to facilitate the investigation of complaints and follow-up, but anonymous complaints will be accepted.

**C. Employee Questions and Reporting Misconduct**

Questions of interpretation may arise from time to time with respect to a particular situation. Employees are encouraged to contact the Union Pacific Values Line at 800-998-2000 with questions about particular conduct or the interpretation of this policy, or to report violations or possible violations of this policy. Employees may also contact (i) the Director of Ethics and Compliance with respect to legal interpretation, and (ii) the General Auditor of Union Pacific Company concerning interpretation with respect to integrity of records and potential financial irregularities. Compliance with this policy will be audited periodically.

**D. Enforcement**

An employee's failure to comply with this policy or any interpretations can result in severe consequences for the employee. The Company will impose appropriate discipline for violations up to and including summary dismissal and loss of benefits or rights. Waivers of this policy will only be granted to executive officers only in exceptional circumstances following review by the Chief Compliance Officer and upon approval by the Board or Audit Committee,

with prompt disclosure to the shareholders. In addition, violations of law may subject employees and the Company to civil and criminal penalties.

**E. Employees-at-Will**

For employees who are not governed by a collective bargaining agreement, employment with the Company is voluntary and "at will." Nothing contained in this policy, express or implied, is intended to create a contract or provide assurance of continued employment. Just as the employee is free to leave the employ of the Company at any time and for any reason, the Company has the right to terminate employment any time, with or without notice, for any reason or no reason.

ADOPTED BY: THE BOARD OF DIRECTORS OF UNION PACIFIC COMPANY

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