

NORFOLK SOUTHERN CORPORATION

CHARTER OF THE FINANCE AND RISK MANAGEMENT COMMITTEE OF THE BOARD OF DIRECTORS

Committee's Role and Purpose

The Finance and Risk Management Committee is a standing committee, the chair and members of which are appointed annually by the Board of Directors. The Committee establishes procedures and acts by majority vote when at least a quorum is present or without meeting by unanimous written consent. As authorized by the Board of Directors, the Committee shall:

- oversee the Corporation's capital structure;
- review and evaluate the Corporation's tax and treasury matters and financial returns of transactions; and
- provide oversight of the Corporation's enterprise risk management program.

Principal Committee Duties, Responsibilities and Powers

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

- 1. In consultation with the chief financial officer of the Corporation, oversee the Corporation's capital structure.** To the extent it deems appropriate, the Committee shall:
 - oversee the structure of the Corporation's long-term debt and the mix of long-term debt and equity in the Corporation's capital structure;
 - evaluate and approve, as appropriate, strategies to manage the aggregate interest burden of the Corporation, including, without limitation, refinancing all or portions of such debt, allocating portions of such debt between fixed and floating interest rates and utilizing hedging, arbitrage and/or other similar transactions;
 - when the Board of Directors is in session, review and recommend for approval by the Board of Directors the dividend policy and the declaration of dividends or other forms of distributions on the Corporation's stock;
 - review and recommend for approval by the Board of Directors the repurchase of the Corporation's stock;
 - review and recommend for approval by the Board of Directors the registration and issuance of the Corporation's debt and equity securities;

- review the Corporation's rating from credit rating agencies;
- review and evaluate the Corporation's insurance coverage; and
- commission, review and transmit to the Board of Directors such reports, financial statements and other documents related to the Corporation's capital resources as the Committee in its discretion deems necessary or advisable.

2. In consultation with the chief financial officer of the Corporation, review and evaluate the Corporation's treasury and tax matters and financial returns of transactions. To the extent it deems appropriate, the Committee shall:

- review and evaluate the Corporation's management of cash flows;
- review the Corporation's tax planning activities;
- evaluate financial returns of transactions, including proposed mergers, acquisitions, divestitures, joint ventures and other equity investments;
- review the Corporation's investor relations program;
- review the Corporation's significant commercial and investment banking relationships; and
- receive reports on the funded status and investment performance of the pension fund of the Corporation's Retirement Plan.

3. In consultation with management, provide oversight of the Corporation's enterprise risk management program. To the extent it deems appropriate, the Committee shall:

- recommend to the Board of Directors procedures and processes for the Corporation's enterprise risk management program, and recommend to the Governance and Nominating Committee and the Board of Directors committee duties related to management and oversight responsibilities for specific identified areas of risk for the Corporation;
- oversee the Corporation's enterprise risk management program and request reports from management on its monitoring and mitigation of risks;
- discuss with management the relationship between the Corporation's risk appetite and business strategies; and
- collaborate with the Audit Committee to assist it in its review of the Corporation's major financial risk exposures and its oversight of the guidelines and policies used to govern the enterprise risk management program.

- 4. Engage outside counsel and experts as the Committee may deem appropriate.**
- 5. 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.