

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

Check the appropriate box:

- ☐ o Preliminary Proxy Statement
- ☐ o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ o Definitive Proxy Statement
- ☒ x Definitive Additional Materials
- ☐ o Soliciting Material Pursuant to §240.14a-12

Norfolk Southern Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ x No fee required.
 - ☐ o Fee computed on table below per Exchange Act Rules 14a-6(i) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11(set forth the amount on which the filing fee is calculated and state how it was determined).
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - ☐ o Fee paid previously with preliminary materials.
 - ☐ o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration number, or on the Form or Schedule and the date of its filing.
 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Your **Vote** Counts!

NORFOLK SOUTHERN CORPORATION

2021 Annual Meeting

Vote by May 12, 2021

11:59 PM EDT

NORFOLK SOUTHERN CORPORATION
ATTN: JOSEPH C. WOLFE
THREE COMMERCIAL PLACE
NORFOLK, VA 23510



D44007-P52047-Z79379

You invested in NORFOLK SOUTHERN CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 13, 2021.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 29, 2021. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit **www.ProxyVote.com**

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 13, 2021
8:30 A.M. EDT

Virtually at:
www.virtualshareholdermeeting.com/NSC2021

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|--|---------------------|
| 1. Election of Directors Nominees: | |
| 1a. Thomas D. Bell, Jr. | ✓ For |
| 1b. Mitchell E. Daniels, Jr. | ✓ For |
| 1c. Marcela E. Donadio | ✓ For |
| 1d. John C. Huffard, Jr. | ✓ For |
| 1e. Christopher T. Jones | ✓ For |
| 1f. Thomas C. Kelleher | ✓ For |
| 1g. Steven F. Leer | ✓ For |
| 1h. Michael D. Lockhart | ✓ For |
| 1i. Amy E. Miles | ✓ For |
| 1j. Claude Mongeau | ✓ For |
| 1k. Jennifer F. Scanlon | ✓ For |
| 1l. James A. Squires | ✓ For |
| 1m. John R. Thompson | ✓ For |
| 2. Ratification of the appointment of KPMG LLP, independent registered public accounting firm, as Norfolk Southern's independent auditors for the year ending December 31, 2021. | ✓ For |
| 3. Approval of the advisory resolution on executive compensation, as disclosed in the proxy statement for the 2021 Annual Meeting of Shareholders. | ✓ For |
| 4. Proposal regarding revisions to ownership requirements for proxy access. | ✗ Against |
| 5. Proposal regarding a report on lobbying activity alignment with Paris Climate Agreement. | ✗ Against |
| NOTE: In addition, in their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting. | |
| | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".