

COMPANY NUMBER: 09862744

**WRITTEN RESOLUTION OF  
BOMBARDIER TRANSPORTATION (GLOBAL HOLDING) UK LIMITED**

(the Company)

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as ordinary resolutions on 30 March 2020:

**ORDINARY RESOLUTIONS**

**THAT**

- 1 the Company may issue a new class of redeemable ordinary shares on the following terms and conditions:
  - (a) the nominal value is €1.00 per share;
  - (b) the new shares to be redeemable by the Company at any time, in whole or in part, in one or several transactions, for a redemption amount equal to an amount which delivers to the holder a compounded internal rate of return of 12% per annum on the subscription price paid on the relevant shares for a period from the date of their issue to the date of their redemption, unless otherwise agreed between the Company and the holder; and
  - (c) the shares to be otherwise *pari passu* with the existing ordinary shares in the Company in all respects, including entitlement to distributions upon liquidation of the Company.
- 2 The directors are generally and unconditionally authorised for the purposes of article 29(1) of the Company's articles of association to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company of €35 in the nominal amount of shares, each having rights set out in the Articles, provided that:
  - (a) this authority shall (unless previously revoked, varied or renewed by the Company) expire on the date that occurs five years after the date of this resolution, save that the Company may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and
  - (b) this authority replaces all subsisting authorities previously granted to the directors for the purposes of article 29(1), which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

.....  
Secretary

Date: 7 April 2020

