

PRIVATE & CONFIDENTIAL

BOMBARDIER TRANSPORTATION (INVESTMENT) UK LIMITED

Company Number 09863932 (the Company)

**WRITTEN RESOLUTION OF THE SHAREHOLDERS
ORDINARY RESOLUTIONS**CIRCULATION DATE: 26 September 2019

MONDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 Companies Act 2006 (the **Act**) the directors of the Company propose that the following resolution is passed as ordinary resolutions in accordance with section 282 of the Act:

Ordinary Resolutions

- 1 **THAT** the directors are generally and unconditionally authorised for the purposes of section 551 of the Act 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 €1.00 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 section 551, 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.
- 2 **THAT** in connection with the issue and allotment of the new shares pursuant to resolution 1 above, the shareholders hereby waive any pre-emption or similar rights which they may have under applicable law, the articles of association of the Company and/or the Shareholders' Deed dated 11 February 2016 as between the Company, Bombardier UK Holding Limited, CDP Investissements Inc., BT Rail I L.P. and BT Rail II L.P. (as amended and restated on 27 February 2018, as further amended and restated on 2 August 2018 and as further amended from time to time) to the extent such rights apply to the proposed issue of the new shares pursuant to resolution 1 above.

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BOMBARDIER TRANSPORTATION (INVESTMENT) UK LIMITED

Company Number 09863932 (the Company)

**WRITTEN RESOLUTION OF THE SHAREHOLDERS
SPECIAL RESOLUTION**

CIRCULATION DATE: 26 September 2019

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006:

Special Resolution

THAT, in accordance with section 570 Companies Act 2006 (the **Act**), the directors are given power to allot equity securities (as defined in section 560 of the Act) of the Company as if section 561(1) of the Act did not apply to any such allotment.