

**Notice of
Special Meeting
of Shareholders**

**Management
Proxy
Circular**

2015

BOMBARDIER INC.

Notice of Special Meeting of Shareholders

Date: Friday, March 27, 2015

Time: 10:00 a.m. (Montréal time)

Place: Le Centre Sheraton Montréal
Salon Drummond
1201 René-Lévesque Boulevard West
Montréal, Québec, Canada

The holders of Class A shares (multiple voting) and/or Class B shares (subordinate voting) of Bombardier Inc. whose names appear on the list of shareholders of Bombardier Inc. on Tuesday, February 24, 2015, at 5:00 p.m. (Montréal time) will be entitled to receive this notice of the meeting of shareholders and to vote at the meeting.

By order of the Board of Directors,



Daniel Desjardins
Senior Vice President, General Counsel and
Corporate Secretary

Montréal, Québec, Canada, February 24, 2015

Business on the agenda of the meeting:

1. Considering and, if deemed advisable, adopting a Special Resolution (the full text of which is reproduced as Exhibit "A" to the accompanying Management Proxy Circular) authorizing Bombardier Inc. to apply for a Certificate of Amendment under the *Canada Business Corporations Act* to amend its Articles of Amalgamation to increase the numbers of Class A shares (multiple voting) and Class B shares (subordinate voting) which may be issued by Bombardier Inc. from 1,892,000,000 to 2,742,000,000; and
2. Consideration of such other business as may properly come before the meeting.

Approval of the amendment to the Articles of Amalgamation requires a special resolution approved by at least two-thirds ($\frac{2}{3}$) of the votes cast thereon by holders of the Class A shares (multiple voting) and Class B shares (subordinate voting) voting together.

Shareholders are entitled to vote at the meeting either in person or by proxy.

Any registered shareholder, that is a shareholder who has requested and received from Computershare Investor Services Inc., the transfer agent for all the shares of Bombardier Inc., a share certificate on which his/her shares are registered in his/her name, wishing to vote by proxy has to complete the accompanying form of proxy and return it either in the envelope provided for this purpose or by fax to Computershare Investor Services Inc., no later than 4:00 p.m. (Montréal time) on Wednesday, March 26, 2015. Registered shareholders may also submit a proxy by telephone or over the Internet, by following the instructions provided for in the Management Proxy Circular on pages 6 and 7.

Any non-registered shareholder, that is a shareholder who did not request to receive from Computershare Investor Services Inc. a share certificate on which his/her shares are registered in his/her name and, as a result, whose shares are held in the name of a "nominee", usually a bank, trust company, securities dealer or broker or other financial institution, should refer to page 8 of the Management Proxy Circular for information on how to submit a proxy.

Shares represented by properly executed forms of proxy in favour of the persons designated in the enclosed form of proxy will be voted in accordance with instructions therein on any ballot that may be held. In the absence of instruction to vote against the special resolution to be presented at the meeting, the complete text of which is set forth in Exhibit "A" to the accompanying Management Proxy Circular, the proxyholders whose names appear on the enclosed form of proxy intend to vote FOR the said special resolution at the meeting.

Your vote is important. If you are unable to attend the meeting in person, please complete and return the form of proxy that you will have received.

Table of Contents

Section 1 – General	4
Section 2 – Voting Information	5
Section 3 – Business of the Meeting and Shareholder Approval	9
Amendment to the Articles of Amalgamation of the Corporation – Increase in the Numbers of Class A Shares and Class B Subordinate Voting Shares that May be Issued	9
Section 4 – Additional Information	11
Available Documentation	11
Auditors	11
Interest of Informed Persons in Material Transactions	11
Other Matters	11
Approval of the Board of Directors of Bombardier	11
Exhibit “A”	
Special Resolution Approving the Amendment to the Articles of Amalgamation of the Corporation – Increase in the Numbers of Class A Shares and Class B Subordinate Voting Shares that May be Issued	12

2015 Management Proxy Circular

This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation by the management of Bombardier Inc. of proxies for use at the special meeting of the holders of the Class A shares (multiple voting) (the “Class A shares”), and/or Class B shares (subordinate voting) (the “Class B subordinate voting shares”), of the Corporation to be held on Friday, March 27, 2015 at 10:00 a.m. (Montréal time) at Le Centre Sheraton Montréal, Salon Drummond, 1201 René-Lévesque Boulevard West, Montréal, Québec, Canada (the “Meeting”), and at any and all adjournments thereof.

As used in this Circular, all references to “Bombardier”, the “Corporation” or similar terms are to Bombardier Inc.

Information contained herein is given as of February 24, 2015 except as otherwise noted.

Section 1: General

Currency and Exchange Rate Information

This Circular contains references to Canadian dollars and United States dollars. All dollar amounts referenced, unless otherwise indicated, are expressed in United States dollars referred to as “U.S. dollars”, “US\$” or “USD”, and the Canadian dollars are referred to as “\$” or “CAD”. The following table reflects the high, low and average rates of exchange in United States dollars for one Canadian dollar for the periods noted, based on the Bank of Canada noon spot rate of exchange.

	Fiscal Year Ended		
	December 31, 2014	December 31, 2013	December 31, 2012
High.....	US\$0.9422	US\$1.0164	US\$1.0299
Low.....	US\$0.8589	US\$0.9348	US\$0.9599
Average.....	US\$0.9061	US\$0.9717	US\$1.0008

On February 24, 2015, the noon buying rate as reported by the Bank of Canada was US\$1.00 = \$1.2603 or \$1.00 = US\$0.7935.

Cautionary Statement with Respect to Forward-Looking Statements

This Circular contains forward-looking information (as defined in National Instrument 51-102—*Continuous Disclosure Obligations*) (collectively referred to herein as “forward-looking information” or “forward-looking statements”).

Forward-looking statements include, but are not limited to: statements with respect to the Corporation's objectives, guidance, targets, goals, priorities, its market and strategies, financial position, beliefs, prospects, plans, expectations, anticipations, estimates and intentions; general economic and business outlook, prospects and trends of an industry; expected growth in demand for products and services; product development, including projected design, characteristics, capacity or performance; expected or scheduled entry-into-service of products and services, orders, deliveries, testing, lead times, certifications and project execution in general; the Corporation's competitive position; the expected impact of the legislative and regulatory environment and legal proceedings on the Corporation's business and operations; the Corporation's available liquidities and the Corporation's capital raising plan; the release of the proceeds from the Offering (as defined below); the receipt of required regulatory and other approvals, including shareholder approval; and the anticipated timing of the Meeting. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “intend”, “anticipate”, “plan”, “foresee”, “believe”, “continue”, “maintain” or “align”, the negative of these terms, variations of them or similar terminology.

By their nature, forward-looking statements require the Corporation to make assumptions and are subject to important known and unknown risks and uncertainties, which may cause the Corporation's actual results in future periods to differ materially from forecasted results. While the Corporation considers its assumptions to be reasonable and appropriate based on information currently available, there is a risk that they may not be accurate. Certain important assumptions by the Corporation or its consultants in making forward-looking statements include, but are not limited to, the satisfaction of the Escrow Release Conditions (as defined below). For additional information with respect to the assumptions underlying the forward-looking statements made in this Circular, refer to the respective “Guidance and forward-looking statements” sections in the “Overview”, “Bombardier Aerospace” and “Bombardier Transportation” sections in the management's discussion and analysis of financial condition and results of operations of the Corporation for the year ended December 31, 2014 (the “2014 MD&A”).

Certain factors that could cause actual results to differ materially from those anticipated in the forward-looking statements include, but are not limited to: risks associated with general economic conditions; risks associated with the Corporation's business environment (such as risks associated with the financial condition of the airline industry and major rail operators); operational risks (such as risks related to developing new products and services; doing business with partners; product performance warranty and casualty claim losses; regulatory and legal proceedings; the environment; dependence on certain customers and suppliers; human resources; fixed

price commitments and production and project execution); risks relating to the Corporation's ability to implement its capital raising plan and mitigate potential liquidity underperformance; financing risks (such as risks related to liquidity and access to capital markets, exposure to credit risk, certain restrictive debt covenants, financing support provided for the benefit of certain customers and reliance on government support); the Escrow Release Conditions not being satisfied; failure to receive regulatory approvals (including stock exchange) or other approvals; the funds of the Offering not being available to the Corporation; and market risks (such as risks related to foreign currency fluctuations, changing interest rates, decreases in residual value and increases in commodity prices). For more details, see the "Risks and Uncertainties" section in the 2014 MD&A. Readers are cautioned that the foregoing list of factors that may affect future growth, results and performance is not exhaustive and undue reliance should not be placed on forward-looking statements. The forward-looking statements set forth herein reflect the Corporation's expectations as at the date of this Circular and are subject to change after such date. Unless otherwise required by applicable securities laws, the Corporation expressly disclaims any intention, and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this Circular are expressly qualified by this cautionary statement.

Section 2: Voting Information

Who is soliciting my proxy?

The management of Bombardier is soliciting your proxy for use at the Meeting. The entire cost of the solicitation will be borne by Bombardier.

What will I be voting on?

Holders of the Class A shares and/or Class B subordinate voting shares of Bombardier will be voting on:

- the amendment (the "Amendment") to the Articles of Amalgamation of the Corporation dated January 2, 2013 (the "Articles of Amalgamation") to increase the numbers of Class A shares and Class B subordinate voting shares which may be issued by the Corporation from 1,892,000,000 to 2,742,000,000 (see pages 9 and 10).

The Board of Directors of the Corporation recommends that the holders of the Class A shares and Class B subordinate voting shares vote shares **FOR** the Amendment to the Articles of Amalgamation of the Corporation. See the section titled "Business of the Meeting and Shareholder Approval."

How will these matters be decided at the Meeting?

The proposed Amendment to the Articles of Amalgamation of the Corporation will have to be approved by at least two-thirds ($\frac{2}{3}$) of the votes cast by the holders of Class A shares and by the holders of Class B subordinate voting shares, voting together.

How many votes do I have?

The Class B subordinate voting shares of Bombardier are restricted securities (within the meaning of the relevant Canadian regulations respecting securities) in that they do not carry equal voting rights.

In the event of a ballot, each Class A share carries the right to ten votes and each Class B subordinate voting share carries the right to one vote. In the aggregate, all of the voting rights associated with the Class B subordinate voting shares represented, as at February 24, 2015, 31.48% of the voting rights attached to all of the issued and outstanding voting shares of Bombardier.

Each Class A share is convertible, at any time, at the option of the holder, into one Class B subordinate voting share. Each Class B subordinate voting share will become convertible into one Class A share in the event that the majority shareholder, namely the Bombardier family, accepts a purchase offer for Class A shares or in the event that the majority shareholder ceases to hold more than 50% of the issued and outstanding Class A shares.

The holders of the Class A shares and the holders of Class B subordinate voting shares, whose names appear on the list of shareholders prepared as of the close of business at 5:00 p.m. (Montréal time) on the record date, being Tuesday, February 24, 2015 will be entitled to vote at the Meeting and any adjournment thereof if present or represented by proxy.

How many shares are entitled to be voted?

As at February 24, 2015, there were 314,273,255 Class A shares and 1,444,173,243 Class B subordinate voting shares of Bombardier issued and outstanding.

To the knowledge of the directors and executive officers of the Corporation, the only persons who, as at February 24, 2015 beneficially owned or exercised control or direction directly or indirectly over shares carrying 10% or more of the voting rights attached to any class of its issued and outstanding voting shares were Mr. J. R. André Bombardier, director of the Corporation and Vice Chairman of the Board of Directors, and Mes. Janine Bombardier, Claire Bombardier Beaudoin and Huguette Bombardier Fontaine (collectively, the "Principal Shareholders"). The Principal Shareholders, indirectly controlled, through holding companies, over 249,199,910 Class A shares and 1,118,275 Class B subordinate voting shares, representing in the aggregate 79.29% of the outstanding Class A shares and

0.08% of the outstanding Class B subordinate voting shares of the Corporation and 54.35% of all the voting rights attached to all the shares of the Corporation. Please refer to the information disclosed in the notes (A), (E), (F) and (G) on page 14 of the Management Proxy Circular dated March 3, 2014, prepared in connection with Bombardier's annual general meeting of shareholders held on May 1, 2014, as to the numbers of Class A shares and Class B subordinate voting shares directly or indirectly held by each of the Principal Shareholders, a copy of which may be viewed on SEDAR at www.sedar.com, which notes (A), (E), (F) and (G) are incorporated by reference into this Circular. The Principal Shareholders, as well as Messrs. Laurent Beaudoin, Jean-Louis Fontaine and Pierre Beaudoin, currently exercising control or direction over 17,663,275 Class A Shares and 1,595,065 Class B Subordinate Voting Shares, representing 3.89% of the total votes attached to the Class A Shares and Class B Subordinate Voting Shares and, collectively with the shares held by the Principal Shareholders, 58.24% of the total votes attached to the Class A Shares and Class B Subordinate Voting Shares, have agreed to vote all of the shares of the Corporation directly or indirectly held or controlled by them in favour of the Amendment to the Articles of Amalgamation of the Corporation.

How do I vote?

If you are eligible to vote as a registered shareholder, you may exercise the voting rights attached to your shares in person at the Meeting or by proxy, as explained below.

If you are eligible to vote as a non-registered shareholder, please see the instructions below under the headings "As a non-registered shareholder, how do I vote?" and "As a non-registered shareholder, how do I vote in person at the Meeting?" at page 8.

Voting by proxy

Whether or not you attend the Meeting, you may appoint someone else to vote for you as your proxyholder. Your vote will thus be counted at the Meeting. You may use the enclosed form of proxy, or any other proper form of proxy, in order to appoint your proxyholder. The persons named in the enclosed form of proxy, namely Messrs. Pierre Beaudoin and Alain Bellemare are respectively Executive Chairman of the Board of Directors and President and Chief Executive Officer, as well as directors, of Bombardier. **However, you may choose another person to act as your proxyholder, including someone who is not a holder of shares of the Corporation, by striking out the names printed on the enclosed form of proxy and inserting another person's name in the blank space provided, or by completing another proper form of proxy.**

How will my proxyholder vote?

On the form of proxy, you may indicate either how you want your proxyholder to vote your shares, or you can let your proxyholder decide for you.

If you have specified on the form of proxy how you want your shares to be voted on a particular issue (by marking **FOR**, **AGAINST** or **WITHHOLD**), then your proxyholder must vote your shares accordingly.

If you have not specified on the form of proxy how you want your shares to be voted on a particular issue, then your proxyholder can vote your shares as he or she sees fit.

Unless contrary instructions are provided, the voting rights attached to Class A shares and/or Class B subordinate voting shares represented by proxies received by the management of the Corporation will be voted:

FOR the Amendment to the Articles of Amalgamation of the Corporation to increase the numbers of Class A shares and Class B subordinate voting shares which may be issued by the Corporation from 1,892,000,000 to 2,742,000,000.

Proxy Voting Options

Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders may vote by proxy as follows: by mail or fax, by telephone or over the Internet.

Submitting a proxy by mail or fax or over the Internet are the only methods by which a shareholder may appoint a person as proxy other than a director or member of the management of the Corporation named on the form of proxy.

Mail or Fax

Registered shareholders electing to submit a proxy by mail or fax must complete, date and sign the form of proxy. It must then be returned to the transfer agent for the shares of Bombardier, Computershare Investor Services Inc. ("Computershare"), either in the postage pre-paid return envelope provided or by fax at 1 866 249 7775 (for shareholders in Canada and in the United States) and at 416 263 9524 (for shareholders outside Canada and the United States), no later than 4:00 p.m. (Montréal time) on March 26, 2015.

Telephone

Registered shareholders electing to submit a proxy by telephone must do so by using a touchtone telephone. The telephone number to call for shareholders in Canada and in the United States is 1 866 732 VOTE (8683). For shareholders outside Canada and the United States, the telephone number to call is 312 588 4290. Shareholders must follow the instructions, use the form of proxy received from

Bombardier and provide the 15-digit Control Number located on the form of proxy. Instructions are then conveyed by use of the touchtone selections over the telephone.

Internet

Registered shareholders electing to submit a proxy over the Internet must access the following website: www.investorvote.com.

Registered shareholders must then follow the instructions and refer to the form of proxy received from Bombardier which contains a 15-digit Control Number located on the form of proxy. Voting instructions are then conveyed electronically by the shareholder over the Internet.

Non-registered shareholders will be provided with voting instructions by their nominees. Please see further instructions below under the heading “As a non-registered shareholder, how do I vote?” (page 8).

What if there are amendments or if other matters are brought before the Meeting?

The enclosed form of proxy gives the persons named in it authority to use their discretion in voting on amendments or variations to matters identified in the notice.

As of the date of this Circular, the management of Bombardier is not aware that any other matter is to be presented at the Meeting. If, however, other matters properly come before the Meeting, the persons named in the enclosed form of proxy will vote on them in accordance with their judgment, pursuant to the discretionary authority conferred upon them by the form of proxy with respect to such matters.

What if I change my mind and want to revoke my proxy?

You may revoke your proxy at any time before it is acted upon in any manner permitted by law, including stating clearly, in writing, that you wish to revoke your proxy and by delivering this written statement to Computershare, no later than the last business day before the day of the Meeting, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Who counts the proxies?

Proxies are counted by Computershare, the transfer agent for all of the shares of Bombardier.

Is my vote confidential?

Computershare preserves the confidentiality of individual shareholder votes, except (i) where a shareholder clearly intends to communicate his or her individual position to the management of Bombardier, and (ii) as necessary in order to comply with legal requirements.

How are proxies solicited?

The management of Bombardier strongly urges you to sign and return the form of proxy that you have received in order to ensure that your votes are exercised and accounted for at the Meeting.

The solicitation of proxies will be primarily by mail. However, the directors, members of management and employees of Bombardier may also solicit proxies by telephone, over the Internet, in writing or in person.

How do the employees of Bombardier exercise their voting rights attached to the shares that they own under the Employee Share Purchase Plan?

If you are an employee of Bombardier and you own shares under Bombardier's Employee Share Purchase Plan (the "ESPP"), your shares are registered in the name of Computershare Trust Company of Canada, the administrator of the ESPP, until such time as the shares are withdrawn from the ESPP pursuant to its terms and conditions.

Voting rights attached to your shares may be exercised through the use of a voting instruction form which will permit the voting of shares by mail, fax, telephone (the number to dial for the employees of the Corporation in Canada and in the United States is 1 866 734 VOTE (8683) and for the employees of the Corporation outside Canada and the United States is 312 588 4290) or over the Internet at www.investorvote.com.

Your shares will be voted in accordance with your instructions as indicated in your duly completed voting instruction form. **If you are an employee shareholder and you do not indicate how your shares should be voted, then your shares will be voted:**

FOR the Amendment to the Articles of Amalgamation of the Corporation to increase the numbers of Class A shares and Class B subordinate voting shares which may be issued by the Corporation from 1,892,000,000 to 2,742,000,000.

In order for you to exercise your voting rights as an employee shareholder under the ESPP, you must complete and return a voting instruction form by mail or fax or provide your instructions by phone or over the Internet.

As a non-registered shareholder, how do I vote?

Applicable securities laws and regulations require nominees of non-registered shareholders to seek the latter's voting instructions in advance of the Meeting. Therefore, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders' meetings, you will have received this Circular in a mailing from your nominee, together with a form of proxy or voting instruction form, as the case may be.

Bombardier intends to pay for proximate intermediaries to send the proxy-related materials to objecting beneficial owners.

Each nominee has its own signature and return instructions. It is important that you comply with these instructions if you want the voting rights attached to your shares to be exercised.

If you are a non-registered shareholder who has submitted a proxy and you wish to change your voting instructions, you should contact your nominee to find out whether this is possible and what procedure to follow.

As a non-registered shareholder, how do I vote in person at the Meeting?

Bombardier and/or Computershare do not have a record of the names of the non-registered shareholders of the Corporation.

If you are a non-registered shareholder and you attend the Meeting, Bombardier and/or Computershare will have no knowledge of your shareholdings or your entitlement to vote, unless your nominee has appointed you as proxyholder.

If you are a non-registered shareholder and wish to vote in person at the Meeting, you have to insert your own name in the space provided on the form of proxy or voting instruction form sent to you by your nominee. By doing so, you are instructing your nominee to appoint you as proxyholder.

It is important that you comply with the signature and return instructions provided by your nominee. It is not necessary to otherwise complete the form as you will be voting at the Meeting.

How do I communicate with Computershare?

You can communicate with Computershare at the following address:

Computershare Investor Services Inc.
100 University Avenue
8th Floor
Toronto, Ontario M5J 2Y1

or by telephone at: 1 800 564 6253.

Section 3: Business of the Meeting and Shareholder Approval

Amendment to the Articles of Amalgamation of the Corporation – Increase in the Numbers of Class A Shares and Class B Subordinate Shares that May be Issued

Recent Developments

On February 12, 2015, the Corporation announced that Mr. Laurent Beaudoin was retiring as Chairman of the Board of Directors and remains on the Board with the honorary title of Chairman Emeritus, and that Mr. Pierre Beaudoin was appointed Executive Chairman, while Mr. Alain Bellemare became President and Chief Executive Officer and member of the Board of Directors. These appointments were all effective February 13, 2015. The Corporation also announced a plan to position the Corporation with a flexible and strong financial profile (the “Financing Plan”). Pursuant to this Financing Plan, the Corporation intends to access the capital markets for approximately US\$600 million in new equity, depending on market conditions, and to access the capital markets for up to US\$1.5 billion in new debt capital, depending on market conditions. To complement this Financing Plan, the Corporation will explore other initiatives such as certain business activities’ potential participation in industry consolidation in order to reduce debt. The Corporation also announced the suspension of the declaration of dividends on the Corporation’s Class A shares and Class B Subordinate Voting Shares.

In order to realize the Financing Plan, the Corporation filed a short form base shelf prospectus on February 18, 2015 with the Canadian securities regulatory authorities which will allow it to offer, from time to time, over a 25-month period, up to approximately US\$2 billion (\$2.5 billion) of debt, equity or other securities, including convertible securities. The Corporation may also offer the securities on a private placement basis in the U.S. and in other jurisdictions.

On February 20, 2015, Bombardier filed a prospectus supplement to its short form base shelf prospectus providing for an equity offering of 424,209,000 subscription receipts (the “Subscription Receipts”) exchangeable for Class B subordinate voting shares (the “Offering”). Bombardier has also granted the underwriters under the Offering an over-allotment option to purchase up to an additional 63,631,350 Subscription Receipts or the underlying Class B subordinate voting shares, as applicable, at any time up to 30 days after closing of the Offering. The purchase price of \$2.21 per Subscription Receipt will result in gross proceeds of approximately \$938 million (or approximately \$1.08 billion if the underwriters’ over-allotment option is exercised in full). The Offering is subject to the receipt of all necessary regulatory and stock exchange approvals. Closing of the Offering is expected to occur on or about February 27, 2015.

The gross proceeds from the Offering, less 50% of the underwriters’ fee (the “Escrowed Funds”), and all interest and other income thereon, will be held by Computershare Trust Company of Canada, as subscription receipt agent (the “Subscription Receipt Agent”), pending the earlier of the satisfaction of the Escrow Release Conditions and the Termination Date (as defined below).

If the Escrow Release Conditions are satisfied before the occurrence of a Termination Event (as defined below), holders of Subscription Receipts will be entitled to receive, without payment of additional consideration or further action, one Class B subordinate voting share for each Subscription Receipt (subject to customary adjustments in certain circumstances). Upon the satisfaction of the Escrow Release Conditions, the Escrowed Funds, together with the interest and other income actually earned thereon (if any), less 50% of the underwriters’ fee, will be released to the Corporation.

If (i) the Escrow Release Conditions are not satisfied on or before 5:00 p.m. (Montreal time) on April 30, 2015, or (ii) the Corporation delivers notice to the underwriters or announces to the public that it did not obtain shareholder approval for the Amendment to its Articles (each of (i) or (ii), a “Termination Event”, and the date upon which such event occurs the “Termination Date”), holders of the Subscription Receipts shall be entitled to receive from the Subscription Receipt Agent an amount equal to the full subscription price therefor plus their *pro rata* share of the interest and other income actually earned thereon, and their *pro rata* share of an amount equal to the interest and other income that would have otherwise been earned on the 50% of the underwriters’ fee paid to the underwriters if such fee had been held in escrow as part of the Escrowed Funds and not paid to the underwriters on the date of the Offering closing, less applicable withholding taxes, if any.

Subscription Receipts will only be exchanged for Class B subordinate voting shares upon the satisfaction of the following conditions (the “Escrow Release Conditions”): (i) the adoption of a resolution approving the proposed Amendment to the Corporation’s Articles, pursuant to the approval of 66⅔% of the votes cast by the holders of Class A shares and Class B subordinate voting shares, present or represented by proxy at a meeting of shareholders of the Corporation, voting together, and the issuance by the Director appointed under the CBCA of a certificate of amendment reflecting such Amendment in accordance with the requirements of the CBCA, and (ii) the delivery of a notice to that effect by the Corporation to the Subscription Receipt Agent.

As part of the Offering, the Principal Shareholders have confirmed to the Corporation that they will, directly or through corporations controlled by them, purchase Subscription Receipts for an aggregate investment amount equal to Cdn\$62.5 million (approximately US\$50 million). After giving effect to the Offering and the issuance of all underlying Class B subordinate voting shares to the holders of Subscription Receipts, including the Subscription Receipts purchased by the Principal Shareholders described above, the Class A shares and Class B subordinate voting shares held by the Principal Shareholders will represent 12.40% of all the Class A shares and Class B subordinate voting shares outstanding and 49.69% of all the voting rights attached to all the shares of the Corporation (the

foregoing percentages assume the underwriters' over-allotment option is exercised in full). In addition, Messrs. Laurent Beaudoin, Jean-Louis Fontaine and Pierre Beaudoin currently exercise control or direction over 17,663,275 Class A shares and 1,595,065 Class B subordinate voting shares, representing 0.86% of all the Class A shares and Class B subordinate voting shares outstanding and 3.51% of all the voting rights attached to all the shares of the Corporation after giving effect to the Offering and the issuance of all underlying Class B subordinate voting shares to the holders of Subscription Receipts (the foregoing percentages assume the underwriters' over-allotment option is exercised in full).

The Special Resolution

The purpose of the special resolution (the "Special Resolution") (the full text of which is reproduced as Exhibit "A" to this Circular) is to amend the Articles of Amalgamation to increase the maximum number of Class A shares and the maximum number of Class B subordinate voting shares that the Corporation is authorized to issue from 1,892,000,000 to 2,742,000,000.

The increase in the number of Class A shares authorized to be issued is required under the laws governing the Corporation and the Articles of Amalgamation of the Corporation because the Class B subordinate voting shares are in certain circumstances convertible into Class A shares and, as such, the Corporation must reserve Class A shares for conversion purposes (See page 5 – "How many votes do I have?").

The Articles of Amalgamation of the Corporation currently limit the numbers of Class A shares and Class B subordinate voting shares that the Corporation may issue to 1,892,000,000 Class A shares and 1,892,000,000 Class B subordinate voting shares. Taking into account securities convertible into Class A shares or Class B subordinate voting shares already issued by the Corporation (including the fact that the Class A shares are convertible at all times into Class B subordinate voting shares and the Class B subordinate voting shares are convertible in certain circumstances into Class A shares), the remaining number of Class A shares or Class B subordinate voting shares the Corporation is authorized to issue in the future is currently limited to 90,549,679.

The Board of Directors believes that it is in the best interests of the Corporation to increase the numbers of Class A shares and Class B subordinate voting shares that the Corporation is authorized to issue in order to provide for the flexibility required to access the capital markets for future financing needs, including the recently announced Financing Plan described above, to have available Class B subordinate voting shares for the purpose of compensation plans of the Corporation and for such other purposes as the Board deems to be in the best interests of the Corporation.

The Amendment to the Articles of Amalgamation of the Corporation has no tax consequences for shareholders.

The Corporation expects that the Amendment to the Articles of Amalgamation will take effect on or around March 27, 2015.

The CBCA requires that any change in the maximum number of shares of any class of shares of a corporation must be approved by a special resolution of the shareholders entitled to vote thereon, being a majority of not less than two-thirds ($\frac{2}{3}$) of the votes cast by the shareholders who voted in respect of that resolution.

As such, the Special Resolution must be approved by not less than two-thirds ($\frac{2}{3}$) of the votes cast by holders of Class A shares and holders of Class B subordinate voting shares, voting together. The text of the Special Resolution to be voted on at the Meeting by the holders of Class A shares and holders of Class B subordinate voting shares is set forth in Exhibit "A" below.

In the absence of instruction to vote against the Amendment to the Articles of Amalgamation as described above, the proxyholders whose names appear on the enclosed form of proxy intend to vote FOR the said Amendment and the Special Resolution set forth in Exhibit "A" below at the Meeting.

Section 4: Additional Information

Available Documentation

Copies of the Annual Information Form for the financial year ended December 31, 2014, the Corporation's audited consolidated financial statements and the 2014 MD&A, as well as its quarterly financial statements filed since the date of its latest audited annual financial statements, may be obtained on request from the Public Affairs Department of Bombardier or at www.bombardier.com or www.sedar.com. Financial information related to Bombardier is provided in its comparative financial statements and the 2014 MD&A.

Auditors

The auditor of the Corporation is Ernst & Young LLP, chartered professional accountants, of Montréal, Québec.

Interest of Informed Persons in Material Transactions

Except as set out under the section titled "Business of the Meeting and Shareholder Approval", no "informed person" (as defined under applicable securities legislation) or director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Corporation or any of its subsidiaries.

Other Matters

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

Approval of the Board of Directors of Bombardier

The contents and the sending of this Circular have been approved by the Board.

Montréal, February 24, 2015



Daniel Desjardins
Senior Vice President, General Counsel and Corporate Secretary

EXHIBIT "A"

SPECIAL RESOLUTION

**AMENDMENT TO THE ARTICLES OF THE CORPORATION
INCREASE IN THE NUMBERS OF CLASS A SHARES (MULTIPLE VOTING) AND
CLASS B SHARES (SUBORDINATE VOTING) THAT MAY BE ISSUED**

"RESOLVED as a Special Resolution:

THAT Bombardier Inc. (the "Corporation") be and it is hereby authorized to apply for a certificate of amendment under Section 173 of the *Canada Business Corporations Act* to amend its Articles, effective March 27, 2015, by increasing the number of Class A shares (multiple voting) and the number of Class B shares (subordinate voting) that the Corporation is authorized to issue from 1,892,000,000 to 2,742,000,000;

THAT the Articles of Amendment of the Corporation, which form an integral part of this Special Resolution, as submitted to this Meeting, be and the same are hereby approved;

THAT any Director or Officer of the Corporation be, and each of them is hereby, authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be delivered Articles of Amendment to the Director under the *Canada Business Corporations Act* and to execute and deliver or cause to be delivered all documents and to take any action which, in the opinion of that person, may be necessary or desirable to give effect to this Special Resolution;

THAT, notwithstanding that this Special Resolution has been duly adopted by the shareholders of the Corporation, the Board of Directors of the Corporation be and it is hereby authorized, in its sole discretion, to revoke this Special Resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the shareholders of the Corporation; and

THAT any Director or any Officer of the Corporation be, and each of them is hereby, authorized and directed for and in the name of and on behalf of the Corporation, to sign and deliver such other notices and documents and to do such other acts and things, as in the opinion of that person may be necessary or desirable to give effect to this Special Resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

Articles of Amendment

Schedule 1 of the Articles of Amalgamation of the Corporation is amended as follows, effective March 27, 2015:

The first sentence of the introductory paragraph is modified by replacing therein the number "1,892,000,000" by the number "2,742,000,000", so that said sentence will henceforth read as follows:

"The shares of the Corporation shall consist of (i) an unlimited number of preferred shares without nominal or par value issuable in series (hereinafter called "Preferred Shares"), of which 12,000,000 have been designated as "Series 2 Cumulative Redeemable Preferred Shares" (hereinafter called "Series 2 Preferred Shares"), 12,000,000 have been designated as "Series 3 Cumulative Redeemable Preferred Shares" (hereinafter called "Series 3 Preferred Shares") and 9,400,000 have been designated as "Series 4 Cumulative Redeemable Preferred Shares" (hereinafter called "Series 4 Preferred Shares"), (ii) 2,742,000,000 Class A shares (multiple voting) and (iii) 2,742,000,000 Class B shares (subordinate voting), (such Class A shares (multiple voting) and Class B shares (subordinate voting) being collectively called, where applicable, "Restricted Shares") and the rights, privileges, conditions and restrictions attaching to each such class or series of shares are as hereinafter set forth."