

## **AMENDED AND RESTATED MAJORITY VOTING POLICY WITH RESPECT TO THE ELECTION OF THE DIRECTORS OF BOMBARDIER INC.**

The Board of Directors of the Corporation believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy. Future nominees for election to the Board of Directors of Bombardier Inc. will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders' meeting where directors are to be elected will enable each shareholder to vote in favour of, or to withhold from voting, separately for each nominee. If, with respect to any particular nominee, the number of shares voted and withheld exceeds the number of shares voted in favour of the nominee, then for purposes of this policy, the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A person elected as a director who is considered under this test not to have the confidence of the shareholders shall promptly after the shareholders' meeting submit his or her resignation for the consideration of the Corporate Governance and Nominating Committee. The Committee will make a recommendation to the Board of Directors after reviewing the matter and the Board's decision to accept or reject the resignation of the director concerned will be disclosed to the public, within 90 days after the shareholders' meeting, via a press release, a copy of which shall be provided to the TSX. The director concerned will not be involved in any deliberations of the Corporate Governance and Nominating Committee or of the Board of Directors. As a matter of principle, a resignation would be expected to be accepted unless there are extenuating circumstances which would warrant the director concerned to continue to serve as a member of the Board of Directors of the Corporation. The resignation shall be effective when accepted by the Board of Directors. However, should the Board of Directors determine not to accept the resignation, the press release to be issued will have to fully state the reasons for that decision.

Subject to any corporate law restrictions, the Board of Directors of the Corporation may leave the resultant vacancy unfilled until the next annual general meeting, or it may fill it through the appointment of a new director, or it may call a special meeting of shareholders at which there will be presented a management slate to fill the vacant position or positions.

This policy does not apply in any circumstances involving contested director elections and, as a result, a proxy battle – i.e., where proxy material is circulated in support of one or more nominees who are not part of the slate supported by the Board of Directors of the Corporation.