

**Managing Director of the Company
Bombardier Transportation Czech Republic a.s.,**

on record in the Commercial Register kept by Regional Court of Ustí nad Labem, Section B, File 496,
with registered office in Ceska Lipa, Svatopluka Cecha 1205, post code: 470 01, entity identification
no. (IČO): 499 02 083 (hereinafter „the Company”),
announces in accordance with Act No. 90/2012 Coll., the Business Corporations Act and the Article 9
of the Company’s Articles of Association

ANNUAL GENERAL MEETING,

to take place on June 26th, 2019 at 13.00
in the Company’s registered office, the Large Meeting Room

with the following agenda:

1. Opening
2. Approval of the Standing Order and Electoral Regulations
3. Approval of bodies of the Annual General Meeting
4. Report of the Managing Director on the Company’s Business Activities, Report of the Managing Director on Financial Statement 2018 (annex report on relations among related parties) and Profit Distribution Proposal for financial year 2018
5. Report of the Board of Directors on the Financial Statement for financial year 2018
6. Voting on approval for:
 - a. Report of the Managing Director on the Company’s Business Activities
 - b. Financial statement for financial year 2018 (annex report on relations among related parties)
 - c. Profit distribution 2018
 - d. Auditor Ernst and Young Audit, s.r.o. to perform auditing of Company’s business result and submit financial statements for 2019
7. Wrap up

Registration of the shareholders will take place from 12:30 till 13:00 in the meeting room of the Annual General Meeting. At the registration the shareholders - natural persons check out with valid identity card, shareholders - legal entities shall provide excerpt from commercial register (not older than three [3] months), proving the authorization of the participant to act on behalf of the legal entity. In case of representation of a shareholder by a proxy, the representative submits apart from the identity card and/or an excerpt from the commercial register also the instrument of proxy with officially authenticated shareholder’s (or shareholder’s representative) signature. The instrument of proxy must determinate the scope of proxy’s competence. A member of the Board of Director or Managing Director of the Company must NOT be a shareholder’s representative.

The shareholders of the company Bombardier Transportation Czech Republic a.s. as included in the list kept by Central Securities Deposit listed as of June 19th, 2019 have the right to attend the Annual General Meeting. This day is the record date for attendance at Annual General Meeting.

Each 100.00 CZK of the share’s nominal value represents one (1) vote; one share of nominal value of 100.00 CZK represents one (1) vote, one share of nominal value of 10,000.00 CZK represents hundred (100) votes.

Materials for the Annual General Meeting’s proceedings, including the proposed changes to the articles of association, are already available at the registered office of the Company and will be available for the shareholders at the venue of Annual General Meeting starting from the time of registration. Costs related to the participation in the Annual General Meeting are to be covered by the shareholder him/herself.

The Shareholder is entitled to make proposals and counter-proposals with respect to the matters included in the agenda of the General Meeting of Shareholders. When a Shareholder intends to make a counter-proposal with respect the matters included in the agenda of the General Meeting of Shareholders, the Shareholder shall deliver such counterproposal to the Company within a reasonable time before the General Meeting of Shareholders is held; this shall not apply if the proposals are proposals of certain persons to the Company bodies. The Statutory Director shall notify the Shareholders in the manner as defined by law and by the Articles concerning convocation of the General Meeting of Shareholders of the version of the Shareholder’s counter-proposal, including his/her standpoint; this shall not apply if the notification was delivered less than 2 days before the date of the General Meeting of Shareholders or if the costs of the counter-proposal would be grossly disproportionate to the significance and content of the counter-proposal, and/or if the text of the counter-proposal contains more than 100 words. If the counter-proposal contains more than 100 words, the

Board of Directors shall notify the Shareholders of the substance of the counter-proposal including its opinion, and will publish the counter-proposal on the internet sites of the Company.

Draft resolution of the General Meeting

6a) The Annual General Meeting of the Company discussed the explanatory report at its proceedings and **takes into account Report of the Managing Director on the Company's Business Activities for 2018.**

Explanatory report:

The Managing Director offers Report on the Company's Business Activities for 2018, in wording, which was at the shareholders' disposition prior to the Annual General Meeting.

6b) The Annual General Meeting of the Company discussed the explanatory report at its proceedings and approves **2018 Financial Statements.**

Explanatory report:

The Managing Director offers the Financial Statements for 2019 produced and audited by approved auditor **Ernst & Young Audit s.r.o.**, which is annexed by Report on Relation Among Related Parties in accordance with provision of section 82 and following provisions of the Business Corporations Act. The Financial Statement with all its annexes has been in the very same wording at shareholder's disposition prior to the Annual General Meeting.

6c) The Annual General Meeting of the Company discussed the explanatory report at its proceedings and approves **2018 Profit distribution in sum of CZK 69,741,075.82 so that five per cent (5 %) of the net profit, i. e. CZK 3,487,053.79 will be allocated to the reserve fund, sum of CZK 17,444,840.64 will be paid as dividends to the shareholders and sum of CZK 48,809,181.39 will be kept as retained earnings;**

Payment of individual dividend

The Managing Director will submit a proposal for profit distribution for 2018 to the General Meeting, which includes the following proposal for dividend payment:

The proposed dividend per share with nominal value of CZK 100.00 will be CZK 6.41 before tax and per share with nominal value of CZK 10,000.00 will be CZK 641.00 before tax. The total sum of dividend calculated from the total number of issued shares is CZK 17,444,840.64. Payment date of dividends will be September 1st, 2019.

The Managing Director proposes that the record date for exercising the right to a dividend is the day of the Annual General Meeting, i. e. June 26th, 2019.

Explanatory report:

The Managing Director with respect to the profit gained during 2018 proposes following profit distribution corresponding to the proposed resolution.

Ing. Kamil Nosál, Ph.D.
Managing Director

Bombardier Transportation Czech Republic a.s.
Česká Lípa May 24th, 2019