

INFORMATION ON THE RIGHTS OF SHAREHOLDERS

pursuant to §§ 122 (2), 126 (1) and (4), 127, 130a, 131 and 118a (1) sentence 2 no. 8 in connection with § 245 of the German Stock Corporation Act (AktG).

Non-binding convenience translation.

1. Requests for items to be added to the agenda.

Shareholders jointly representing at least one twentieth of the share capital or a proportionate amount of 500,000 € of the share capital (equivalent to 500,000 shares of stock with a nominal value of 1 € each) may, in accordance with § 122 (2) AktG, request that items be placed on the agenda and be disclosed. The petitioners shall furnish evidence that they have been holders of the shares for at least 90 days prior to the date of the receipt of the request by the Company and that they will hold the shares until the decision of the Board of Management is reached with respect to the application.

Subject to the same requirements, shareholders may request pursuant to §§ 87 (4), 122 (2) §§ 87 (4), 122 (2) sentence 1 AktG and § 87a (1) sentence 2 no. 1 AktG to reduce the maximum remuneration for the members of the Board of Management.

Each new item must be accompanied by a statement of reasons or a draft resolution. Any such requests are to be addressed to the Company's Board of Management in writing and submitted to the following address:

Bayerische Motoren Werke Aktiengesellschaft
The Board of Management
Postal address: 80788 Munich, Germany
Office address: Petuelring 130, 80809 Munich, Germany

The request must have been received by the Company at least 30 days before the meeting, i.e. by the end of 10 April 2023 at the latest.

Requests for items to be added to the agenda, which meet the legal conditions, will be published without undue delay in the German Federal Gazette (Bundesanzeiger) and forwarded to media that can be expected to publish such information throughout the European Union. Requests for items to be added to the agenda will also be made available on the internet at

www.bmwgroup.com\lagm and communicated to shareholders. The underlying provisions of the AktG are in extracts as follows:

§ 122 Convening the general meeting upon a corresponding demand being made by a minority (excerpt)

(1) ¹The general meeting is to be convened wherever shareholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. ²The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. ³The petitioners are to submit proof that they have been holders of the shares of stock since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. ⁴§ 121 (7) applies accordingly.

(2) ¹In like manner, shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. ²Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. ³The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.

§ 121 General provisions (excerpt)

(7) ¹In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. ²Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is

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not an available option. ³§§ 187 to 193 of the Civil Code do not apply accordingly. ⁴In the case of unlisted companies, the by-laws may provide for a different calculation of the period.

§ 70 Calculation of the period of possession of the share of stock

¹If the exercise of rights attaching to the share of stock is contingent upon the shareholder having been holder of the share of stock for a specified period of time, then a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the Banking Act is equivalent to ownership of the share of stock. ²The period of ownership of a predecessor in title is attributed to the shareholder if they have purchased the share of stock in any of the following manners: without monetary consideration, from their trustee, as a universal successor, in the course of a distribution of assets among a community or as part of a portfolio transfer pursuant to § 13 of the Insurance Supervisory Act (Versicherungsaufsichtsgesetz – VAG) or § 14 of the Act on Savings and Loan Associations (Gesetz über Bausparkassen – BauSparkG).

2. Countermotions and election proposals.

Every shareholder has the right to submit countermotions to the resolutions proposed by the Board of Management and/or the Supervisory Board on specific agenda items and to submit election proposals on agenda items 6 (election of the Auditor) and 7 (election to the Supervisory Board).

Countermotions and election proposals are to be addressed exclusively to

Bayerische Motoren Werke Aktiengesellschaft
Dept. FF-2
Postal address: 80788 München
Fax: +49 89 382-11793

or emailed to

hv-antrag@bmw.de

Countermotions or election proposals addressed otherwise will not be considered.

Admissible countermotions and election proposals received by the Company at the above address no later than the end of 26 April 2023 will be published without undue delay on the internet at www.bmwgroup.com/agm upon proof of shareholder status including the name and place of residence or registered office of the shareholder.

Countermotions or election proposals by shareholders to be made available in accordance with § 126 or § 127 AktG shall be deemed to have been filed at the time of making them available pursuant to § 126 (4) AktG. Common stock shareholders who have duly registered for the Annual General Meeting may vote on these countermotions and election proposals in accordance with §§ 5 to 7. If the shareholder submitting the countermotion or the election proposal has not duly registered for the Annual General Meeting, the countermotion or the election proposal does not have to be dealt with in the Virtual Annual General Meeting.

Furthermore, countermotions and election proposals as well as other motions may also be submitted during the Virtual Annual General Meeting by way of video communication, i.e. in the course of a speech (see [↗ section 4](#)).

The underlying provisions of the German Stock Corporation Act, which also specify the conditions under which countermotions and election proposals may not be made available, are in extracts as follows:

§ 126 Motions by shareholders

(1) ¹Motions by shareholders are to be made accessible to the beneficiaries set out in § 125 (1) to (3), subject to the prerequisites listed therein, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. ²The date on which the countermotion is received is not to be included in calculating the period. ³In the case of listed companies, the countermotion is to be made accessible via the company's website. § 125 (3) applies accordingly.

(2) ¹A countermotion and the reasons for which it is being made need not be made accessible:

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1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. if the countermotion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;
4. if a countermotion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to § 125 for a general meeting of the company;
5. if the same countermotion of the shareholder, citing substantially the same reasons, has been made accessible pursuant to § 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this countermotion at the general meeting;
6. if the shareholder indicates that they will not attend the general meeting and will not have a proxy represent them;
7. if, in the past two years at two general meetings, the shareholder has failed to propose or to have proposed a countermotion regarding which they have informed the company.

²The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) Where several shareholders propose countermotions regarding one and the same item of business to be resolved upon, the management board may combine the countermotions and the reasons specified for them.

(4) ¹In the case of a virtual general meeting, motions which are to be made accessible in accordance with (1) to (3) shall be deemed to have been made at the time they are made accessible. ²The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights. ³If the shareholder who has submitted the motion is not appropriately

legitimized and, if registration is required, is not appropriately registered for the general meeting, the motion need not be dealt with at the meeting.

§ 127 Nominations by shareholders

¹§ 126 applies accordingly to nominations by shareholders of candidates for the supervisory board or as statutory auditors. ²No reasons need be specified for the nomination. ³The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to § 124 (3) sentence 4 and § 125 (1) sentence 5. ⁴The management board is to supplement the nomination by a shareholder of candidates for the supervisory board of listed companies, to which the Employee Co-Determination Act, the Act on Co-determination in the Coal, Iron and Steel Industry or the Supplementary Co-determination Act applies, by the following substantive content:

1. indication of the requirements stipulated by § 96 (2),
2. whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to § 96 (2) sentence 3 and
3. the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to § 96 (2) sentence 1.

§ 124 Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)

(3) ⁴The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence.

3. Submission of statements

Pursuant to § 130a AktG, shareholders who have duly registered for the Annual General Meeting have the right to submit statements on the items on the agenda by means of electronic communication.

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Statements may be submitted in text form or as video. They are to be submitted exclusively via the Company's online service at www.bmwgroup.com/agm-service and must be uploaded no later than midnight (CEST) on 5 May 2023.

Statements can be submitted in German or English. Statements in any other language will not be made available. The Company will not translate received statements. However, shareholders may submit their statements bilingually themselves, i.e. in German and English.

We kindly request that our shareholders limit their statements to a reasonable length to allow the Company and the other shareholders to properly review the statements. Submissions in text form should not exceed 10,000 characters (including spaces), video submissions should not exceed five minutes. The submission must be made in a commonly used file format (such as PDF, mp4, avi or mov).

Statements to be made available will be published, including the name and place of residence or registered office of the shareholder, in the Company's online service at www.bmwgroup.com/agm-service no later than midnight (CEST) on 6 May 2023.

Statements will not be made available if they are received by the Company late or not submitted via the Company's online service at www.bmwgroup.com/agm-service, if they exceed a reasonable length, if they are not written in German or English or if one of the grounds for exclusion applies, § 130a (3) sentence 4 AktG in conjunction with § 126 (2) sentence 1 nos. 1, 3 and 6 AktG.

Motions to add items to the agenda (see ↗ [section 1](#)), countermotions and election proposals (see ↗ [section 2](#)) or other motions in the context of a speech (see ↗ [section 4](#)) as well as questions or follow-up questions (see ↗ [section 5](#)) may not be made by submitting a statement.

The underlying provisions of the AktG are in extracts as follows:

§ 130a Right to submit statements and right to speak at virtual general meeting (excerpt)

(1) ¹In the case of a virtual general meeting, shareholders have the right to submit statements on the agenda items prior to the meeting by means of electronic communication using the address provided for this purpose in the invitation. ²The right may be limited to shareholders

duly registered for the general meeting. ³The Scope of statements may be reasonably limited in the convening documents.

- (2) Statements must be submitted no later than five days before the general meeting.
- (3) ¹The statements submitted must be made available to all shareholders no later than four days before the general meeting. ²Such access may be restricted to shareholders who have duly registered for the general meeting. ³In case of listed companies, the statements shall be made available on the company's website; in case of sentence 2, they may also be made available on the website of a third party. ⁴§ 126 (2) sentence 1 nos. 1, 3 and 6 shall apply mutatis mutandis.
- (4) § 121 (7) shall apply for the calculation of the time limits specified in (2) and (3) sentence 1.

4. Right to speak.

Duly registered shareholders and their proxies who follow the Annual General Meeting electronically have the right to speak in the Virtual Annual General Meeting by way of video communication pursuant to § 118a (1) sentence 2 no. 7 AktG in conjunction with § 130a (5) and (6) AktG. The speech may contain motions and election proposals pursuant to § 118a (1) sentence 2 no. 3 AktG and all types of requests for information pursuant to § 131 (1) AktG.

Shareholders or their proxies who wish to speak must register via the Company's online service at www.bmwgroup.com/agm-service upon request by the Chairman of the Meeting. Shareholders will receive the necessary login data for the online service together with their registration confirmation. Shareholders or their proxies who have duly registered to speak will be called at a time determined by the Chairman of the Meeting and asked to enter a virtual waiting room. Shareholders or their proxies can access the virtual waiting room directly via the online service by clicking on a pop-up window.

Pursuant to § 130a (6) AktG, the Company reserves the right to check the proper functioning of the video communication between the shareholder and the Company at the Virtual Annual General Meeting and prior to the speech. If the proper functioning of the video communication is not ensured, the speech may be rejected.

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For a live video feed during the Annual General Meeting, shareholders or their proxies therefore need an Internet-enabled device (for example, PC, laptop, tablet or smartphone), a stable Internet connection as well as a camera and microphone that can be accessed via the Internet browser.

For further information on video communication please refer to www.bmwgroup.com/agm ([Supplementary information on the Virtual Annual General Meeting](#)).

The underlying provisions of the AktG are in extracts as follows:

§ 130a Right to submit statements and right to speak at virtual general meeting (extract)

- (5) ¹Shareholders who are electronically connected to the general meeting shall be given a right to speak at the meeting by means of video communication. ²The form of video communication offered by the company shall be used for the speeches. ³Motions and election proposals pursuant to § 118a (1) sentence 2 no 3, the right to request information pursuant to § 131 (1), follow-up questions pursuant to § 131 (1d) and further questions pursuant to § 131 (1e) may be part of the speech. § 131 (2) sentence 2 shall apply mutatis mutandis.
- (6) The company may reserve the right in the convening document to test the functionality of the video communication between the shareholder and the company during the general meeting and before the speech and to reject it if the functionality is not ensured.

5. Right to request information.

Duly registered shareholders and their proxies who follow the Annual General Meeting electronically may request information from the Board of Management during the Virtual Annual General Meeting pursuant to § 131 (1) AktG. This pertains to information concerning the Company's affairs, the Company's legal and business relationships with affiliated companies, and the situation of the Group and the companies included in the consolidated financial statements, to the extent that the requested information is required in order to appropriately adjudge an item on the agenda. In addition, pursuant to § 131 (1d) AktG, there is a right to ask follow-up questions on all answers given by the Board of Management at the meeting.

At the direction of the Chairman of the Meeting, the right to request information and the right to ask questions in the Virtual Annual General Meeting may be exercised exclusively by means of video communication. The Chairman of the Meeting intends to make use of this option.

In this case, questions and follow-up questions may only be asked in the course of a speech during the Annual General Meeting in accordance with [section 4](#). Questions submitted by other means before or during the Annual General Meeting will be disregarded.

If a shareholder or his proxy who is duly registered and electronically connected is refused the information, this shareholder or his proxy may request in accordance with § 131 (5) sentence 1 AktG that his question and the reason for which the information was refused be recorded in the minutes of the virtual general meeting. The request pursuant to § 131 (5) sentence 1 AktG can be submitted via the online service at www.bmwgroup.com/agm-service from the beginning to the end of the Virtual Annual General Meeting. The notary public recording the minutes has authorised the Company to receive requests pursuant to § 131 (5) sentence 1 AktG via the online service. Requests received pursuant to § 131 (5) sentence 1 AktG will be forwarded to the notary from the online service without undue delay.

The underlying provisions of the AktG are in extracts as follows:

§ 131 Right to request information

- (1) ¹The management board is to inform each shareholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. ²The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. ³Where a company avails itself of the eased requirements pursuant to § 266 (1) sentence 3, § 276 or § 288 of the Commercial Code, each shareholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. ⁴The obligation of the management board of a parent undertaking to provide information (§ 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.

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(1a) ¹In case of a virtual general meeting, (1) sentence 1 shall apply subject to the provision that the management board may stipulate that shareholders' questions must be submitted by electronic communication at the latest 3 days prior to the meeting. ²§ 121 (7) shall apply to the calculation of the deadline. ³Questions not submitted in due time need not be considered.

(1b) ¹The length of submitted questions may be reasonably limited in the convening documents. ²The right to submit questions may be restricted to shareholders who have duly registered for the meeting.

(1c) ¹The Company shall make duly submitted questions available to all shareholders prior to the meeting and answer them no later than one day before the meeting; § 121 (7) shall apply to the calculation of the deadline. ²In case of listed companies, the questions and answers must be made available on the company's website. § 126 (2) sentence 1 nos. 1, 3 und 6 shall apply mutatis mutandis to making questions available. ³If the answers are continuously available one day prior to the beginning of the meeting and during the meeting, the management board may refuse to provide information on these questions at the meeting.

(1d) ¹Shareholders who are electronically connected to the general meeting shall be given a right to ask follow-up questions at the meeting by means of video communication on all answers given by the management board before and during the meeting. ²(2) sentence 2 shall also apply to the right to ask follow-up questions.

(1e) ¹In addition, all shareholder electronically connected to general meeting shall be given the right to ask questions at the meeting by means of video communication on matters which have arisen after expiry of the deadline pursuant to (1a) sentence 1. ²(2) sentence 2 shall also apply to this right to ask questions.

(1f) The chairman of the meeting may determine that the right to request information pursuant to (1), the right to ask follow-up question pursuant to (1d) and the right to ask questions pursuant to (1e) may be exercised at the general meeting exclusively by means of video communication.

(2) ¹The information provided is to comply with the principles of conscientious and faithful accounting. ²The by-laws or the rules of procedure pursuant to § 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholder's right

to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.

(3) ¹The management board may refuse a request for information:

1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;

2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;

3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;

4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of § 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;

5. inasmuch as the management board would be liable to punishment under law were it to provide the information;

6. inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;

7. inasmuch as such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.

²Any refusal to provide information for other than the grounds set out above is not permissible

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(4) ¹Where information has been provided to a shareholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other shareholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. ²In the case of a virtual general meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit his or her request in accordance with sentence 1 by means of electronic communication. ³The management board may not refuse to provide the information in accordance with (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 do not apply if a subsidiary undertaking (§ 290 (1) and (2) of the Commercial Code), a joint venture (§ 310 (1) of the Commercial Code) or an associated enterprise (§ 311 (1) of the Commercial Code) issues the information to a parent undertaking (§ 290 (1) and (2) of the Commercial Code) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.

(5) ¹Where a shareholder's request for information is refused, the shareholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. ²In the case of a virtual general meeting, it must be ensured that all shareholders connected to the meeting electronically can submit their request in accordance with sentence 1 by means of electronic communication.

6. Right to object.

Duly registered shareholders and their proxies who follow the Virtual Annual General Meeting electronically have the right to raise objections against resolutions of the Virtual General Meeting by means of electronic communications, § 118a (1) sentence 2 no 2 AktG in conjunction with § 245 AktG.

Objections may be submitted via the online service at www.bmwgroup.com/agm-service from the beginning until the end of the Virtual Annual General Meeting. The notary public recording the minutes has authorised the Company to receive objections via the online service. Incoming objections are immediately forwarded to the notary from the online service.

The underlying provisions of the AktG are in extracts as follows:

§ 118a Virtual general meeting (excerpt)

(1) ¹The by-laws may provide or authorise the management board to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the following requirements must be met:

8. shareholders connected electronically to the meeting shall be granted the right to object to a resolution of the general meeting by means of electronic communication.

§ 245 Authority to bring an action for avoidance (excerpt)

¹The following have authority to bring an action for avoidance

1. any shareholder attending the general meeting, provided they have purchased the shares of stock already prior to notice of the agenda having been given by publication and provided they raised an objection concerning the resolution and had it recorded in the minutes

²In case of a virtual general meeting, all shareholders electronically connected to the meeting shall be deemed to be in attendance within the meaning of sentence 1 no. 1.