

Overview of Supervisory Board Committees

Principal duties,
basis for activities

Members

Presiding Board

- preparation of Supervisory Board meetings to the extent that the subject matter to be discussed does not fall within the remit of a committee
- activities based on terms of reference

Joachim Milberg¹
Manfred Schoch
Stefan Quandt
Stefan Schmid
Karl-Ludwig Kley

Personnel Committee

- preparation of decisions relating to the appointment and revocation of appointment of members of the Board of Management, the compensation and the regular review of the Board of Management's compensation system
- conclusion, amendment and revocation of employment contracts (in conjunction with the resolutions taken by the Supervisory Board regarding the compensation of the Board of Management) and other contracts with members of the Board of Management
- decisions relating to the approval of ancillary activities of Board of Management members, including acceptance of non-BMW Group supervisory mandates as well as the approval of transactions requiring Supervisory Board approval by dint of law (e.g. loans to Board of Management or Supervisory Board members)
- set up in accordance with the recommendation contained in the German Corporate Governance Code, activities based on terms of reference

Joachim Milberg¹
Manfred Schoch
Stefan Quandt
Stefan Schmid
Karl-Ludwig Kley

Audit Committee

- supervision of the financial reporting process, effectiveness of the internal control system, risk management system, internal audit arrangements and compliance
- supervision of external audit, in particular auditor independence and additional work performed by external auditor
- preparation of proposals for election of external auditor at Annual General Meeting, engagement of external auditor and compliance of audit engagement, determination of areas of audit emphasis and fee agreements with external auditor
- preparation of Supervisory Board's resolution on Company and Group Financial Statements
- discussion of interim reports with Board of Management prior to publication
- decision on approval for utilisation of Authorised Capital 2014
- amendments to Articles of Incorporation only affecting wording
- establishment in accordance with the recommendation contained in the German Corporate Governance Code, activities based on terms of reference

Karl-Ludwig Kley^{1,2}
Joachim Milberg
Manfred Schoch
Stefan Quandt
Stefan Schmid

Nomination Committee

- identification of suitable candidates (male/female) as shareholder representatives on the Supervisory Board to be put forward for inclusion in the Supervisory Board's proposals for election at the Annual General Meeting
- establishment in accordance with the recommendation contained in the German Corporate Governance Code, activities based on terms of reference

Joachim Milberg¹
Susanne Klatten
Karl-Ludwig Kley
Stefan Quandt

(In line with the recommendations of the German Corporate Governance Code, the Nomination Committee comprises only shareholder representatives.)

Mediation Committee

- proposal to Supervisory Board if resolution for appointment of Board of Management member has not been carried by the necessary two-thirds majority of Supervisory Board members' votes
- committee required by law

Joachim Milberg
Manfred Schoch
Stefan Quandt
Stefan Schmid

(In accordance with statutory requirements, the Mediation Committee comprises the Chairman and Deputy Chairman of the Supervisory Board and one member each selected by shareholder representatives and employee representatives.)

¹ Chair.

² Independent financial expert within the meaning of § 100 (5) AktG and § 107 (4) AktG.