

## Supervisory Board compensation

### Responsibilities, regulation pursuant to Articles of Incorporation

The compensation of the Supervisory Board is specified by resolution of the shareholders at the Annual General Meeting or in the Articles of Incorporation. The compensation regulation valid for the financial year under report was resolved by shareholders at the Annual General Meeting on 14 May 2013 and is set out in Article 15 of BMW AG's Articles of Incorporation, which can be viewed and/or downloaded at [www.bmwgroup.com/ir](http://www.bmwgroup.com/ir) under the menu items "Corporate Facts" and "Corporate Governance".

### Compensation principles, compensation components

The Supervisory Board of BMW AG receives a fixed compensation component as well as a corporate performance-related compensation component which is oriented toward sustainable growth, based on a multi-year assessment. The corporate performance-related component is based on average earnings per share of common stock for the remuneration year and the two preceding financial years.

These two interacting components are intended to ensure that the compensation of Supervisory Board members is commensurate overall in relation to the tasks performed and the Company's financial condition and also takes account of business performance over several years.

In accordance with the Articles of Incorporation, each member of BMW AG's Supervisory Board receives, in addition to the reimbursement of reasonable expenses, a fixed amount of €70,000 (payable at the end of the year) as well as a corporate performance-related compensation of €170 for each full €0.01 by which the average amount of (undiluted) earnings per share (EPS) of common stock reported in the Group Financial Statements for the remuneration year and the two preceding financial years exceeds a minimum amount of €2.00 (payable after the Annual General Meeting held in the following year). An upper limit corresponding to twice the amount of the fixed compensation (€140,000) is in place for the corporate performance-related compensation.

With this combination of fixed compensation elements and a corporate performance-related compensation component oriented toward sustainable growth, the compensation structure in place for BMW AG's Supervisory Board complies with the recommendation on supervisory board compensation contained in section 5.4.6 paragraph 2 sentence 2 of the German Corporate Governance Code (version dated 24 June 2014).

The German Corporate Governance Code also recommends in section 5.4.6 paragraph 1 sentence 2 that the exercising of chair and deputy chair positions in the

Supervisory Board as well as the chair and membership of committees should also be considered when determining the level of compensation.

Accordingly, the Articles of Incorporation of BMW AG stipulate that the Chairman of the Supervisory Board shall receive three times the amount and each Deputy Chairman shall receive twice the amount of the remuneration of a Supervisory Board member. Provided the relevant committee convened for meetings on at least three days during the financial year, each chairman of the Supervisory Board's committees receives twice the amount and each member of a committee receives one and a half times the amount of the remuneration of a Supervisory Board member. If a member of the Supervisory Board exercises more than one of the functions referred to above, the compensation is measured only on the basis of the function which is remunerated with the highest amount.

In addition, each member of the Supervisory Board receives an attendance fee of €2,000 for each full meeting of the Supervisory Board (Plenum) which the member has attended (payable at the end of the financial year). Attendance at more than one meeting on the same day is not remunerated separately.

The Company also reimburses to each member of the Supervisory Board reasonable expenses and any value-added tax arising on the member's remuneration. The amounts disclosed below are net amounts.

In order to be able to perform his duties, the Chairman of the Supervisory Board is provided with secretariat and chauffeur services.

### Compensation of the Supervisory Board for the financial year 2014 (total)

In accordance with § 15 of the Articles of Incorporation, the compensation of the Supervisory Board for activities during the financial year 2014 amounted to €4.8 million (2013: €4.6 million). This includes fixed compensation of €2.0 million (2013: €2.0 million) and variable compensation of €2.8 million (2013: €2.6 million).

	2014		2013	
	Amount	Proportion in %	Amount	Proportion in %
Fixed compensation	2.0	41.7	2.0	43.5
Variable compensation	2.8	58.3	2.6	56.5
<b>Total compensation</b>	<b>4.8</b>	<b>100.0</b>	<b>4.6</b>	<b>100.0</b>

Supervisory Board members did not receive any further compensation or benefits from the BMW Group for advisory and agency services personally rendered.

### Compensation of the individual members of the Supervisory Board for the financial year 2014 (2013)

in €	Fixed compensation	Attendance fee	Variable	Total
Joachim Milberg (Chairman)	210,000 (210,000)	10,000 (10,000)	317,730 (294,270)	<b>537,730</b> (514,270)
Manfred Schoch (Deputy Chairman) <sup>1</sup>	140,000 (140,000)	10,000 (10,000)	211,820 (196,180)	<b>361,820</b> (346,180)
Stefan Quandt (Deputy Chairman)	140,000 (140,000)	10,000 (10,000)	211,820 (196,180)	<b>361,820</b> (346,180)
Stefan Schmid (Deputy Chairman) <sup>1</sup>	140,000 (140,000)	10,000 (10,000)	211,820 (196,180)	<b>361,820</b> (346,180)
Karl-Ludwig Kley (Deputy Chairman)	140,000 (140,000)	6,000 (8,000)	211,820 (196,180)	<b>357,820</b> (344,180)
Christiane Benner <sup>1,2</sup>	44,301 (-)	8,000 (-)	67,028 (-)	<b>119,329</b> (-)
Bertin Eichler <sup>1,3</sup>	25,890 (70,000)	2,000 (10,000)	39,172 (98,090)	<b>67,062</b> (178,090)
Franz Haniel	70,000 (70,000)	10,000 (10,000)	105,910 (98,090)	<b>185,910</b> (178,090)
Reinhard Hüttl	70,000 (70,000)	8,000 (10,000)	105,910 (98,090)	<b>183,910</b> (178,090)
Henning Kagermann	70,000 (70,000)	10,000 (10,000)	105,910 (98,090)	<b>185,910</b> (178,090)
Susanne Klatten	70,000 (70,000)	10,000 (10,000)	105,910 (98,090)	<b>185,910</b> (178,090)
Renate Köcher	70,000 (70,000)	10,000 (10,000)	105,910 (98,090)	<b>185,910</b> (178,090)
Ulrich Kranz <sup>2</sup>	44,301 (-)	8,000 (-)	67,028 (-)	<b>119,329</b> (-)
Robert W. Lane	70,000 (70,000)	8,000 (10,000)	105,910 (98,090)	<b>183,910</b> (178,090)
Horst Lischka <sup>1</sup>	70,000 (70,000)	10,000 (10,000)	105,910 (98,090)	<b>185,910</b> (178,090)
Willibald Löw <sup>1</sup>	70,000 (70,000)	10,000 (10,000)	105,910 (98,090)	<b>185,910</b> (178,090)
Wolfgang Mayrhuber	70,000 (70,000)	8,000 (8,000)	105,910 (98,090)	<b>183,910</b> (176,090)
Dominique Mohabeer <sup>1</sup>	70,000 (70,000)	10,000 (10,000)	105,910 (98,090)	<b>185,910</b> (178,090)
Brigitte Rödig <sup>1</sup>	70,000 (33,370)	10,000 (6,000)	105,910 (46,761)	<b>185,910</b> (86,131)
Markus Schramm <sup>3</sup>	25,890 (52,740)	2,000 (8,000)	39,172 (73,903)	<b>67,062</b> (134,643)
Jürgen Wechsler <sup>1</sup>	70,000 (70,000)	10,000 (6,000)	105,910 (98,090)	<b>185,910</b> (174,090)
Werner Zierer <sup>1</sup>	70,000 (70,000)	10,000 (10,000)	105,910 (98,090)	<b>185,910</b> (178,090)
<b>Total<sup>4</sup></b>	<b>1,820,382</b> (1,818,082)	<b>190,000</b> (192,000)	<b>2,754,240</b> (2,547,653)	<b>4,764,622</b> (4,557,735)

<sup>1</sup> These employee representatives have – in line with the guidelines of the Deutsche Gewerkschaftsbund – requested that their remuneration be paid into the Hans Böckler Foundation.

<sup>2</sup> Member of the Supervisory Board since 15.05.2014.

<sup>3</sup> Member of the Supervisory Board until 15.05.2014.

<sup>4</sup> Figures for the previous year include the remuneration of members of the Supervisory Board who left office during the financial year 2013.

### 3. Other

Apart from vehicle lease contracts entered into on customary market conditions, no advances and loans were

granted by the Company to members of the Board of Management and the Supervisory Board, nor were any contingent liabilities entered into on their behalf.