

FINANCIAL STATEMENTS OF BMW AG

Financial Year 2012



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		2012	2011	Change in %
Revenues	€ million	58,805	55,007	6.9
Export ratio	%	79.6	77.3	
Production				
Automobiles	units	1,861,826	1,738,160	7.1
Motorcycles	units	113,811	110,360	3.1
Sales volume				
Automobiles	units	1,868,158	1,723,637	8.4
Motorcycles	units	110,857	110,145	0.6
Capital expenditure	€ million	2,776	2,032	36.6
Depreciation, amortisation and impairment losses	€ million	1,613	1,578	2.2
Workforce at end of year		74,571	71,630	4.1
Tangible, intangible and investment assets	€ million	11,078	9,663	14.6
Current assets, prepayments and surplus of pension and similar plan assets over liabilities	€ million	20,887	17,845	17.0
Subscribed capital	€ million	656	655	0.2
Reserves	€ million	7,568	6,059	24.9
Equity	€ million	9,864	8,222	20.0
as % of tangible, intangible and investment assets	%	89.0	85.1	
Balance sheet total	€ million	31,965	27,508	16.2
Cost of materials	€ million	42,178	39,324	7.3
Personnel costs	€ million	6,030	5,758	4.7
Taxes	€ million	1,666	2,096	20.5
Net profit	€ million	3,131	1,970	58.9
Dividend	€ million	1,640*	1,508	8.8
per share of common stock with a par value of €1 each	€	2.50*	2.30	
per share of preferred stock with a par value of €1 each	€	2.52*	2.32	

* Proposed by the Board of Management

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Financial Statements

The BMW AG Financial Statements and Management Report for the financial year 2012 will be submitted to the operator of the electronic version of the German Federal Gazette and can be obtained via the Company Register website. The Management Report of BMW AG is combined with the Group Management Report and published in the BMW Group Annual Report 2012.

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in € million	Notes	2012	2011
Assets			
Intangible assets	1	178	161
Property, plant and equipment		7,806	6,679
Investments	2	3,094	2,823
Tangible, intangible and investment assets		11,078	9,663
Inventories	3	3,749	3,755
Trade receivables	4	858	729
Receivables from subsidiaries	4	6,297	5,827
Other receivables and other assets	4	2,061	1,479
Marketable securities	5	2,514	3,028
Cash and cash equivalents	6	4,618	2,864
Current assets		20,097	17,682
Prepayments		118	120
Surplus of pension and similar plan assets over liabilities	7	672	43
Total assets		31,965	27,508
Equity and liabilities			
Subscribed capital	8	656	655
Capital reserves	8	2,053	2,035
Revenue reserves	9	5,515	4,024
Unappropriated profit available for distribution		1,640	1,508
Equity		9,864	8,222
Registered profit-sharing certificates	10	32	32
Pension provisions		56	84
Other provisions		7,406	7,651
Provisions	11	7,462	7,735
Liabilities to banks		1,408	911
Trade payables		3,900	2,940
Liabilities to subsidiaries		8,451	6,923
Other liabilities		800	741
Liabilities	12	14,559	11,515
Deferred income		48	4
Total equity and liabilities		31,965	27,508

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Income Statement

in € million	Notes	2012	2011
Revenues	13	58,805	55,007
Cost of sales		-46,252	-43,320
Gross profit		<u>12,553</u>	<u>11,687</u>
Selling expenses		-3,684	-3,381
Administrative expenses		-1,701	-1,410
Research and development expenses		-3,573	-3,045
Other operating income and expenses	14	703	670
Result on investments	16	598	181
Financial result	17	-99	-665
Profit from ordinary activities		<u>4,797</u>	<u>4,037</u>
Extraordinary income		-	29
Income taxes	18	-1,635	-2,073
Other taxes		-31	-23
Net profit		<u>3,131</u>	<u>1,970</u>
Transfer to revenue reserves	19	-1,491	-462
Unappropriated profit available for distribution		<u>1,640</u>	<u>1,508</u>

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The financial statements of BMW AG have been drawn up in accordance with the accounting provisions contained in the German Commercial Code (HGB) and law applicable to stock corporations. Figures are presented in millions of euros (€ million) unless otherwise stated.

In order to improve clarity, individual items are aggregated in the balance sheet and income statement and presented separately in the notes to the financial statements.

Purchased intangible assets are valued at acquisition cost and depreciated over their estimated useful lives using the straight-line method. Internally generated intangible assets are not capitalised.

Property, plant and equipment are stated at acquisition or at manufacturing cost, less accumulated depreciation and impairment losses. Impairment losses are recorded when the decline in value of an asset is considered to be of a lasting nature. When the reasons for impairment no longer exist, impairment losses previously recorded are reversed, at a maximum up to their amortised cost. Property, plant and equipment are generally depreciated straight-line. The reducing balance method is also applied in specific cases, whereby a switch is made to straight-line depreciation as soon as this gives rise to a higher depreciation expense. Items acquired during the year are depreciated on a time-apportioned basis. Assets with an acquisition or manufacturing cost of up to €150 are recognised directly as an expense in the year of purchase/construction. Assets with an acquisition or manufacturing cost of between €150 and €1,000 are depreciated/amortised using the straight-line method over a period of five years.

Factory and office buildings and distribution facilities which form an inseparable part of such buildings are depreciated over 8 to 40 years, residential buildings over 25 to 50 years, technical plant and machinery over 4 to 21 years and other facilities, factory and office equipment mainly over five years. For machinery used in multiple-shift operations, depreciation rates are increased to account for the additional utilisation.

Investments in subsidiaries and participations are stated at cost or, if lower, at their fair value. When the reasons for impairment no longer exist, impairment losses previously recorded are reversed, at a maximum up to the level of original cost. Loans which bear no or a below-market rate of interest are discounted to their present value.

The composition of and changes in long-lived assets are shown in the Analysis of Changes in Tangible, Intangible and Investment Assets.

Inventories of raw materials, supplies and goods for resale are stated at the lower of cost and net realisable value. All direct material and production costs and an appropriate proportion of material and production overheads (including production-related depreciation) are taken into account in the measurement of unfinished and finished goods and leased-out products at production cost. Write-downs are made to cover risks arising from slow-moving items or reduced saleability.

Receivables and other assets are stated at the lower of their nominal value or net realisable value.

Investments in marketable securities are measured at cost or, if lower, at their fair value at the end of the reporting period. Fair value corresponds to the market price.

In order to meet obligations relating to pensions and pre-retirement part-time working arrangements, certain assets are managed on a trustee basis by BMW Trust e.V., Munich, in conjunction with Contractual Trust Arrangements (CTA). These assets are measured at their fair value which is offset against the related obligations. A provision is recognised when obligations exceed assets. When assets exceed obligations, the surplus is reported in the balance sheet as "Surplus of pension and similar plan assets over liabilities".

Pension obligations are measured in accordance with the projected unit credit method. The calculation is based on an independent actuarial valuation which takes into account all relevant biometric factors. For reasons of consistency, provisions for obligations relating to long-service awards and pre-retirement part-time working arrangements are measured using the same methodology.

Other provisions are recognised to take account of all identified risks. Provisions are measured at their expected settlement amount. As part of the process of measuring the expected settlement amount, non-current provisions are discounted on the basis of the average interest rate relevant for their remaining terms.

Liabilities are stated at their expected settlement amount at the balance sheet date.

Foreign currency receivables and payables are translated using the mid-spot exchange rate applicable at transaction date. Gains arising on the translation of period-end foreign currency receivables and payables with a remaining term of less than one year are recognised with income statement effect. Unrealised losses resulting from changes in exchange rates are recognised by restating the foreign currency amount in the balance sheet to the closing rate. Financial assets and financial liabilities denominated in a foreign currency are mostly hedged, in which case they are translated using the relevant hedge rate.

The Company uses derivative financial instruments to hedge interest rate, currency and commodity price risks arising in conjunction with operating activities. Financing requirements resulting from operating activities are also hedged. Where there is a direct hedging relationship, the derivative financial instrument and the hedged item are accounted for as a valuation unit. If there is no hedging relationship, or if the hedging relationship is deemed to be insufficient, pending losses are recognised with income statement effect.

Deferred taxes are calculated for temporary differences between the tax base and accounting carrying amounts of assets, liabilities and deferred/prepaid items. Deferred tax assets and liabilities are measured on the basis of a combined income tax rate of 30.5% relevant for the BMW AG tax group. This combined rate covers corporation tax, municipal trade tax and solidarity surcharge. In the case of temporary differences arising on assets, liabilities and deferred/prepaid items of partnership entities, in which BMW AG participates in the capacity of a shareholder, deferred taxes are measured on the basis of an income tax rate of 15.83% which covers corporation tax and solidarity surcharge. In the year under report, the BMW AG tax group has a surplus of deferred tax assets over deferred tax liabilities, mainly as a result of temporary differences between the tax base and accounting carrying amounts of property, plant and equipment, inventories, other provisions, provisions for pensions and similar obligations (before offset of plan assets). BMW AG, as head of the German tax group, has elected not to recognise the surplus amount of deferred tax assets.

Share-based remuneration programmes which are expected to be settled in shares are measured at their fair value at grant date. The related expense is recognised in the income statement (as personnel expense) over the

vesting period, with a contra (credit) entry recorded against capital reserves. Share-based programmes expected to be settled in cash are revalued to their fair value at each balance sheet date between the grant date and the settlement date and on the settlement date itself. The expense for such programmes is recognised in the income statement (as personnel expense) over the vesting period of the entitlements and in the balance sheet as a provision. The share-based remuneration programmes for Board of Management members and senior heads of department entitle BMW AG to elect whether to settle its commitments in cash or with shares of BMW AG common stock. Following the decision to settle in cash, the two share-based programmes are accounted for as cash-settled share-based transactions. Further information regarding the two share-based programmes is provided in note 18 to the BMW Group Financial Statements 2012.

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1 – Intangible assets

Intangible assets comprise mainly purchased software, franchises and licenses.

2 – Investments

The change in investments mainly results from transfers to capital reserves at the level of BMW Bank GmbH, Munich, and the acquisition of shares in BMW Finance S. N. C., Guyancourt, which were subsequently contributed to BMW Bank GmbH.

BMW AG holds shares in SGL Carbon SE, Wiesbaden. The carrying amount of this investment was written down to its lower market value at the end of the reporting period, giving rise to an impairment loss of €143 million.

3 – Inventories

in € million	31.12.2012	31.12.2011
Raw materials and supplies	558	548
Work in progress, unbilled contracts	241	290
Finished goods and goods for resale	2,818	2,773
Leased products	132	144
	3,749	3,755

4 – Receivables and other assets

in € million	31.12.2012	31.12.2011
Trade receivables	858	729
Receivables from subsidiaries	6,297	5,827
Other receivables and other assets		
— Receivables from other companies in which an investment is held	565	366
— Other assets	1,496	1,113
— thereof due later than one year €141 million (2011: €217 million)		
	2,061	1,479
	9,216	8,035

Receivables from subsidiaries relate to trade and financing receivables.

Unless stated otherwise, receivables and other assets are due within one year.

Other assets include primarily receivables in conjunction with securities repurchase agreements and tax receivables.

5 – Marketable securities

Marketable securities comprise mainly money market funds and 100 % of the shares in a special investment

fund. No restrictions are attached to the daily redemption of the special investment fund.

The following table shows the acquisition cost and fair value of the different classes of items included in the special investment fund at 31 December 2012:

in € million	Acquisition cost		Fair value	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
Fixed-income securities	1,982	1,818	2,115	1,799
Shares	50	-	52	-
Derivative instruments	-	-	-	-
Other marketable securities	1	2	1	2
Receivables and payables	35	35	35	35
Cash and cash equivalents	20	19	20	19
	2,088	1,874	2,223	1,855

The acquisition cost for the shares in the special investment fund totalled €1,917 million.

6 – Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and at bank, of which €26 million (2011: €19 million) relates to subsidiaries.

7 – Surplus of pension and similar plan assets over liabilities

Assets held to secure obligations relating to pensions and pre-retirement part-time work arrangements are offset against the related liabilities. The assets concerned comprise mainly holdings in investment fund

assets and a receivable resulting from a so-called “Capitalisation Transaction” (Kapitalisierungsgeschäft).

The surplus arising on the offset of assets and liabilities relating to pre-retirement part-time work arrangements can be analysed as follows:

in € million	31.12.2012	31.12.2011
Acquisition cost of assets held to cover obligations relating to pre-retirement part-time work arrangements	391	336
Fair value of assets held to cover obligations relating to pre-retirement part-time work arrangements	456	359
Obligations relating to pre-retirement part-time work arrangements	380	322
Surplus arising on offset of assets and liabilities	76	37

A reconciliation of the surplus (€596 million) arising on the offset of assets and liabilities relating to pension obligations is shown in note 11. In total, the surplus

arising on the offset of assets and liabilities amounted to €672 million.

8 – Subscribed capital and capital reserves

in € million	31.12.2012	31.12.2011
Subscribed capital	656	655
Capital reserves	2,053	2,035

BMW AG’s issued share capital of €656 million comprises 601,995,196 shares of common stock, each with a par value of €1, and 53,994,217 shares of non-voting

preferred stock, each with a par value of €1. Preferred stock bears an additional dividend of €0.02 per share. All of the Company’s stock is issued to bearer.

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422,905 shares of preferred stock were issued to employees at a reduced price of €31.45 per share in conjunction with an employee share scheme. These shares are entitled to receive dividends with effect from the financial year 2013. 60 shares of preferred stock were bought back via the stock exchange in order to service the Company's employee share scheme.

The issued share capital increased by €0.4 million as a result of the issue to employees of 422,845 shares of non-voting preferred stock. The Authorised Capital of BMW AG amounted at the balance sheet date to €3.2 million. The Company is authorised to issue shares of non-voting preferred stock amounting to nominal €5.0 million prior to 13 May 2014. The share premium of €18.2 million arising in 2012 was transferred to capital reserves.

9 – Revenue reserves

in € million	31.12.2012	31.12.2011
Statutory reserves	1	1
Other revenue reserves		
— Balance brought forward	4,023	3,561
— Transfer from net profit	1,491	462
	5,514	4,023
	5,515	4,024

Fair value measurement of assets held to service obligations for pensions and pre-retirement part-time work-

ing arrangements gives rise to an amount of €1,029 million which is not available for distribution.

10 – Registered profit-sharing certificates

Up to 1989, employees were entitled to subscribe to registered profit-sharing certificates in conjunction with a wealth accumulation scheme for employees.

This was replaced by the current scheme to subscribe to preferred stock. At 31 December 2012, there were 666,635 registered profit-sharing certificates (2011: 677,509 certificates).

11 – Provisions

in € million	31.12.2012	31.12.2011
Pension provisions	56	84
Tax provisions	1,221	1,467
Other provisions	6,185	6,184
	7,462	7,735

The measurement of pension obligations is based, as in previous years, on the assumptions set out in the bio-

metric tables of Prof. Dr. Klaus Heubeck (2005 G). In addition, the following assumptions are applied:

in %	31.12.2012	31.12.2011
Discount rate	5.05	5.14
Future salary increases	3.18	3.35
Future pension increases	2.18	2.35

The discount rate used to discount pension obligations corresponds to the average market interest rate for the past seven financial years for an assumed maturity term

of 15 years, as calculated and published by the Deutsche Bundesbank.

The provision for pensions can be analysed as follows:

in € million	31.12.2012	31.12.2011
Acquisition cost of assets held to cover pension obligations	5,063	4,807
Fair value of assets held to cover pension obligations	6,026	5,146
Present value of defined benefit obligations	5,486	5,224
Provision for pensions	56	84
Surplus of pension and similar plan assets over liabilities	596	6

BMW AG provides pension benefits to its employees in various forms. The majority of current employees participate in a pension plan, the benefits of which are based on the relevant final salary of the employee. The amount by which pension plan assets exceed obligations is presented in the balance sheet line "Surplus of pension and similar plan assets over liabilities".

Rules are also in place for a pension plan covered by trust assets, in which benefits are predominantly dependent on the contributions made by the Company, investment income earned and a guarantee minimum rate of interest.

BMW AG also gives employees the opportunity to participate in a voluntary remuneration conversion plan.

The expense related to the reversal of the discounting of pension obligations, the effect of the change in the dis-

count rate applied as well as income and expenses resulting from the measurement of assets offset against liabilities are reported as part of the financial result. All other components of pension expense are included in the relevant income statement under costs by function.

Tax provisions decreased in the financial year following completion of the tax field audit.

Other provisions include obligations for warranties and personnel-related expenses as well as provisions for service contract obligations, other sales-related items, litigation and liability risks and dealer bonuses.

Further items include provisions for ancillary tax-related expenses, pending losses on onerous currency and commodity contracts and other risks, manufacturer's liability and the collection and recycling of end-of-life vehicles.

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12 – Liabilities

31 December in € million	31.12.2012		31.12.2011	
		Remaining term of up to one year		Remaining term of more than five years
Liabilities to banks	1,408	3	911	103
Trade payables	3,900	3,895	2,940	2,939
Liabilities to subsidiaries	8,451	8,451	6,923	6,923
Other liabilities				
— Advance payments received on orders	61	61	22	22
— Payables to entities in which a participation is held	1	1	25	25
— Liabilities to BMW Unterstützungsverein e.V.	4	-	4	-
— Sundry other liabilities	734	697	690	690
— thereof for social security	(44)	(44)	(40)	(40)
— thereof for taxes	(8)	(8)	-	-
	800	759	741	737
	14,559	13,108	11,515	10,702

Liabilities to subsidiaries comprise trade and financing liabilities. The total amount liabilities with a remaining term of more than five years comprises liabilities to

banks amounting to €436 million (2011: €- million) and liabilities to BMW Unterstützungsverein e.V. amounting to €4 million (2011: €4 million).

Contingent liabilities

in € million	31.12.2012	31.12.2011
Guarantees for bonds under the EMTN programme	25,887	25,292
— thereof in favour of subsidiaries €25,887 million (2011: €25,292 million)		
Guarantees for commercial paper	4,183	5,174
— thereof in favour of subsidiaries €4,183 million (2011: €5,174 million)		
Guarantees for other debt securities	6,657	6,220
— thereof in favour of subsidiaries €6,657 million (2011: €6,220 million)		
Other	804	1,053
— of which to subsidiaries €801 million (2011: €932 million)		
	37,531	37,739

Based on the information available to BMW AG at the date of the preparation of the financial statements regarding the financial condition of the principal debtors, BMW AG considers that the obligations underlying the contingent liabilities shown above can be fulfilled by the relevant principal debtors. BMW AG therefore considers it unlikely that it will be called upon in conjunction with these contingent liabilities.

BMW AG is liable for the full extent and amount of customer deposits taken in by the subsidiary, BMW Bank

GmbH instead of the Deposit Protection Fund of the Association of German Banks (Einlagensicherungsfonds des Bundesverbands deutscher Banken e.V.), of which BMW Bank GmbH is a member. The maximum liability per customer is capped at 30 % of the relevant equity of BMW Bank GmbH.

The usual commercial guarantees have been given in relation to the sale of Rover Cars and Land Rover activities.

Other financial obligations and off-balance-sheet transactions

Other financial obligations and off-balance sheet items totalled €4,654 million, and comprise mainly obligations arising from rental, leasing and maintenance con-

tracts on the one hand and purchase order commitments on the other.

The present value of these obligations (excluding purchase order commitments) can be analysed by maturity as follows:

in € million	31.12.2012
2013	710
2014–2017	591
later than 2017	721

Of these amounts, €1,082 million relate to subsidiaries.

Purchase commitments for capital expenditure totalled €2,632 million.

As part of BMW AG's refinancing activities, some receivables have been sold to other BMW Group entities and sale-and-lease-back transactions entered into in previous years. No significant risks and rewards remain with BMW AG in conjunction with these transactions.

Related party transactions

Transactions with related entities are all conducted on an arm's length basis.

Derivative financial instruments

in € million	Nominal volume		Market values	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
Currency-related contracts				
Forward currency contracts	27,299	17,566	83	-142
thereof positive market values			490	410
thereof negative market values			-407	-552
Currency options	8,345	8,075	121	79
thereof positive market values			139	152
thereof negative market values			-18	-73
Cross currency swaps	426	222	-10	-7
thereof positive market values			-	1
thereof negative market values			-10	-8
	36,070	25,863	194	-70
Interest rate-related instruments				
Interest swaps	137	102	-1	-1
thereof negative market values			-1	-1
Purchasing-related instruments				
Commodities	3,141	2,892	-107	-86
thereof positive market values			85	158
thereof negative market values			-192	-244

Provisions of €166 million (2011: €288 million) were recognised to cover negative market values. €147 million of option fees incurred in conjunction with currency option contracts are included in "Other assets" and €138 million of option fees are included in "Other liabilities".

The nominal amounts of derivative financial instruments correspond to the purchase or sale amounts or

to the contracted amounts of hedged items. The fair values for currency and interest-related transactions shown are measured on the basis of market information available at the balance sheet date or using appropriate measurement techniques e.g. the discounted cash flow method. Options are measured on the basis of quoted prices or option price models using appropriate market data.

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Notes to the Income Statement**13 – Revenues**

in € million	2012	2011
Automobiles	50,165	46,681
Motorcycles	980	1,008
Other revenues	7,660	7,318
	58,805	55,007
Germany	11,974	12,494
United Kingdom	4,059	4,061
Rest of Europe	12,303	12,766
North America	12,991	10,903
Asia	14,436	12,042
Other markets	3,042	2,741
	58,805	55,007

14 – Other operating income

Other operating income totalling €2,001 million (2011: €2,113 million) includes primarily realised exchange gains, other ancillary revenues and income resulting from allocated Group taxes. Other operating income

relating to prior periods amounted to €306 million in the year under report. Gains resulting from the measurement of foreign currency items using closing exchange rates totalled €70 million (2011: €63 million).

15 – Other operating expenses

Other operating expenses in 2012 amounted to €1,298 million (2011: €1,443 million) and comprise mainly non-netted realised exchange losses, expenses for allocations to provisions and commission expenses relating

to intragroup financing. Measurement of foreign currency items using closing exchange rates gave rise to exchange losses totalling €85 million (2011: €37 million) in 2012.

16 – Result on investments

in € million	2012	2011
Income from investments	3	-
Income from profit and loss transfer agreements	595	212
Expense of assuming losses under profit and loss transfer agreements	-	31
	598	181

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17 – Financial result

in € million	2012	2011
Other interest and similar income	525	273
— thereof from subsidiaries €86 million (2011: €126 million)		
— thereof financial income relating to pension and other personnel long-term provisions €303 million (2011: €– million)		
Reversals of impairment losses on non-current investments and on current marketable securities	4	-
Impairment losses on non-current investments and on current marketable securities	143	-
Interest and similar expenses	485	938
— thereof to subsidiaries €162 million (2011: €243 million)		
— thereof financial expense relating to pension and other long-term personnel provisions €– million (2011: €416 million)		
— thereof expense from reversal of discounting on liabilities and other provisions €155 million (2011: €113 million)		
	-99	-665

Financial income or expense relating to pension and other long-term personnel provisions corresponds to

the net amount of income and expenses arising in conjunction with fund assets:

in € million	2012	2011
Expense from fund assets offset against liabilities	-	139
Income from fund assets offset against liabilities	667	-
Expenses arising on reversal of discounting pension and long-term personnel provisions	364	277
	303	-416

18 – Income taxes

The expense for income taxes relates primarily to current tax for the financial year 2012, and is lower than in

the previous year mainly as a result of the reduced amount of expense recorded in conjunction with provisions for tax field audit risks.

19 – Transfer to revenue reserves

An amount of €1,491 million was transferred from net profit for the year to other revenue reserves.

Cost of materials

in € million	2012	2011
Purchased raw materials and goods for resale	41,058	38,385
Purchased services	1,120	939
	42,178	39,324

Personnel expense

in € million	2012	2011
Wages and salaries	5,249	4,923
Social security, pension and welfare costs	781	835
— thereof pension costs: €45 million (2011: €157 million)		
	6,030	5,758
Average workforce during the year	2012	2011
Head office and Munich plant	28,283	26,695
Dingolfing plant	17,780	17,675
Regensburg plant	8,364	8,319
Landshut plant	3,082	2,907
Leipzig plant	2,882	2,609
Berlin plant	2,550	2,473
Branches	5,491	5,360
	68,432	66,038
Apprentices and students gaining work experience	5,165	4,922
	73,597	70,960

Fee expense

The total fee of the external auditor is disclosed in the notes to the Group Financial Statements.

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in € million	Acquisition or manufacturing cost				31.12.2012
	1.1.2012	Other additions	Reclassifications	Disposals	
Intangible assets	383	78	-	108	353
Land, titles to land, buildings, including buildings on third party land	4,472	202	38	9	4,703
Plant and machinery	18,939	1,031	277	322	19,925
Other facilities, factory and office equipment	1,229	142	6	46	1,331
Advance payments made and construction in progress	613	1,323	-321	2	1,613
Property, plant and equipment	25,253	2,698	-	379	27,572
Investments in subsidiaries	2,355	340	-	-	2,695
Participations	472	69	-	-	541
Other non-current loans receivable	1	1	-	-	2
Investments	2,828	410	-	-	3,238
Tangible, intangible and investment assets	28,464	3,186	-	487	31,163

Depreciation, amortisation and impairment losses				Carrying amount			
1. 1. 2012	Current year	Disposals	Reversal of impairment losses	31. 12. 2012	31. 12. 2012	31. 12. 2011	
222	60	107	-	175	178	161	Intangible assets
-2,136	118	3	-	2,251	2,452	2,336	Land, titles to land, buildings, including buildings on third party land
15,460	1,343	314	-	16,489	3,436	3,479	Plant and machinery
978	92	44	-	1,026	305	251	Other facilities, factory and office equipment
-	-	-	-	-	1,613	613	Advance payments made and construction in progress
18,574	1,553	361	-	19,766	7,806	6,679	Property, plant and equipment
-	-	-	-	-	2,695	2,355	Investments in subsidiaries
4	143	-	4	143	398	468	Participations
1	-	-	-	1	1	-	Other non-current loans receivable
5	143	-	4	144	3,094	2,823	Investments
18,801	1,756	468	4	20,085	11,078	9,663	Tangible, intangible and investment assets

List of investments

The List of Investments of BMW AG will be filed with the operator of the electronic version of the Federal Gazette. This list will also be posted on the BMW Group website at www.bmwgroup.com/ir.

BMW AG

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Dr.-Ing. Dr.-Ing. E. h. Norbert Reithofer (born 1956)
Chairman

Mandates

- Henkel AG & Co. KGaA

Frank-Peter Arndt (born 1956)

Production

Mandates

- BMW Motoren GmbH (Chairman)
- TÜV Süd AG
- BMW (South Africa) (Pty) Ltd. (Chairman)
- Leipziger Messe GmbH

Milagros Caiña Carreiro-Andree (born 1962)
(since 01.07.2012)

Human Resources, Industrial Relations Director

Dr.-Ing. Herbert Diess (born 1958)

Purchasing and Supplier Network (until 31.03.2012)

Development (since 01.04.2012)

Dr.-Ing. Klaus Draeger (born 1956)

Development (until 31.03.2012)

Purchasing and Supplier Network (since 01.04.2012)

Dr. Friedrich Eichiner (born 1955)

Finance

Mandates

- Allianz Deutschland AG
- BMW Brilliance Automotive Ltd. (Deputy Chairman)

Harald Krüger (born 1965)

Human Resources, Industrial Relations Director
(until 30.06.2012)

MINI, Motorcycles, Rolls-Royce,
After Sales BMW Group (since 01.04.2012)

Mandates

- Rolls-Royce Motor Cars Limited (Chairman)
(since 01.05.2012)

Dr. Ian Robertson (HonDSc) (born 1958)

Sales and Marketing (until 31.03.2012)

Sales and Marketing BMW, Sales Channels
BMW Group (since 01.04.2012)

Mandates

- Rolls-Royce Motor Cars Limited (Chairman)
(until 30.04.2012)
- Dyson James Group Limited (since 20.07.2012)

General Counsel:

Dr. Dieter Löchelt

— Membership of other statutory supervisory boards

— Membership of equivalent national or foreign boards of business enterprises

BMW AG

Notes to the Financial Statements
Members of the Supervisory Board

Prof. Dr.-Ing. Dr. h. c. Dr.-Ing. E. h.**Joachim Milberg** (born 1943)

Chairman

Former Chairman of the Board of
Management of BMW AG

Chairman of the Presiding Board, Personnel Committee
and Nomination Committee; member of Audit Committee
and the Mediation Committee

Mandates

- Bertelsmann Management SE (since 04. 05. 2012)
(Deputy Chairman since 11. 05. 2012)
- Bertelsmann SE & Co. KGaA (Deputy Chairman)
- FESTO Aktiengesellschaft (Chairman)
- SAP AG (until 23. 05. 2012)
- Deere & Company
- FESTO Management Aktiengesellschaft (Chairman)

Manfred Schoch¹ (born 1955)

Deputy Chairman

Chairman of the European and
General Works Council
Industrial Engineer

Member of the Presiding Board, Personnel Committee,
Audit Committee and Mediation Committee

Stefan Quandt (born 1966)

Deputy Chairman

Entrepreneur

Member of the Presiding Board, Personnel Committee,
Audit Committee, Nomination Committee and Mediation
Committee

Mandates

- DELTON AG (Chairman)
- AQTON SE (Chairman)
- DataCard Corp.

Stefan Schmid¹ (born 1965)

Deputy Chairman

Chairman of the Works Council, Dingolfing

Member of the Presiding Board, Personnel Committee,
Audit Committee and Mediation Committee

Dr. jur. Karl-Ludwig Kley (born 1951)

Deputy Chairman

Chairman of the Executive Management of
Merck KGaA

Chairman of the Audit Committee and Independent
Finance Expert; member of the Presiding Board,
Personnel Committee and Nomination Committee

Mandates

- Bertelsmann Management SE (since 04. 05. 2012)
- Bertelsmann SE & Co. KGaA
- 1. FC Köln GmbH & Co. KGaA (Chairman)

Bertin Eichler² (born 1952)Executive Member of the
Executive Board of IG Metall

Mandates

- BGAG Beteiligungsgesellschaft der
Gewerkschaften GmbH (Chairman)
- ThyssenKrupp AG (Deputy Chairman)

¹Employee representatives (company employees).²Employee representatives (union representatives).

— Membership of other statutory supervisory boards

— Membership of equivalent national or foreign boards of business enterprises

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Franz Haniel (born 1955)
Engineer, MBA

Mandates

- DELTON AG (Deputy Chairman)
- Franz Haniel & Cie. GmbH (Chairman)
- Heraeus Holding GmbH
- Metro AG (Chairman)
- secunet Security Networks AG
- Giesecke & Devrient GmbH
- TBG Limited

Prof. Dr. rer. nat. Dr. h. c. Reinhard Hüttl (born 1957)
Chairman of the Executive Board of
Helmholtz-Zentrum Potsdam Deutsches
GeoForschungsZentrum – GFZ
University professor

Prof. Dr. rer. nat. Dr.-Ing. E. h.

Henning Kagermann (born 1947)
President of acatech – Deutsche Akademie der
Technikwissenschaften e. V.

Mandates

- Deutsche Bank AG
- Deutsche Post AG
- Franz Haniel & Cie GmbH (since 27.11.2012)
- Münchener Rückversicherungs-Gesellschaft
Aktiengesellschaft in München
- Nokia Corporation
- Wipro Limited

Susanne Klatten (born 1962)
Entrepreneur

Member of the Nomination Committee

Mandates

- ALTANA AG (Deputy Chairman)
- SGL Carbon SE (Deputy Chairman since 16.08.2012)
- UnternehmerTUM GmbH (Chairman)

Prof. Dr. rer. pol. Renate Köcher (born 1952)
Director of Institut für Demoskopie Allensbach
Gesellschaft zum Studium der öffentlichen
Meinung mbH

Mandates

- Allianz SE
- Infineon Technologies AG
- Nestlé Deutschland AG (since 25.05.2012)
- Robert Bosch GmbH (since 30.03.2012)

Dr. h. c. Robert W. Lane (born 1949)

Former Chairman and Chief Executive Officer of
Deere & Company

Mandates

- General Electric Company
- Northern Trust Corporation
- Verizon Communications Inc.

Horst Lischka² (born 1963)

General Representative of IG Metall Munich

Mandates

- KraussMaffei GmbH
- MAN Truck & Bus AG

Willibald Löw¹ (born 1956)

Chairman of the Works Council, Landshut

Wolfgang Mayrhuber (born 1947)

Former Chairman of the Board of Management of
Deutsche Lufthansa Aktiengesellschaft

Mandates

- Infineon Technologies AG (Chairman)
- Lufthansa Technik Aktiengesellschaft
- Münchener Rückversicherungs-Gesellschaft
Aktiengesellschaft in München
- Austrian Airlines AG
- HEICO Corporation
- UBS AG

¹Employee representatives (company employees).

²Employee representatives (union representatives).

³Employee representative (member of senior management).

— Membership of other statutory supervisory boards

— Membership of equivalent national or foreign boards of business enterprises

Dr. Dominique Mohabeer¹ (born 1963)
(since 01. 06. 2012)
Member of the Works Council, Munich

Franz Oberländer¹ (born 1952)
(until 31. 05. 2012)
Member of the Works Council, Munich

Anton Ruf³ (born 1953)
(until 31. 10. 2012)
Head of Development “Small Model Series”

Maria Schmidt¹ (born 1954)
Member of the Works Council, Dingolfing

Jürgen Wechsler² (born 1955)
Regional Head of IG Metall Bavaria
Mandates
— Schaeffler AG (Deputy Chairman)

Werner Zierer¹ (born 1959)
Chairman of the Works Council, Regensburg

Oliver Zipse³ (born 1964)
(since 01. 11. 2012)
Head of Brand and Product Strategies

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The voting power percentages disclosed below may have changed subsequent to the dates stated, if these changes were not required to be reported to the Company. Due to the fact that the Company's shares are issued to bearer, the Company is generally only aware of changes in shareholdings if such changes are subject to mandatory notification rules. Voluntary notifications at 31 December 2012 relating to investments that exceed 10 % of the voting rights at the end of the reporting period are disclosed in the Management Report.

Notification pursuant to § 26 (1) sentence 1 WpHG (Securities Trading Act) on 30 May 2011:

- "BlackRock, Inc., with its seat in New York, U.S.A., has informed us in accordance with § 21 Section 1 WpHG (Securities Trading Act) its voting rights in Bayerische Motoren Werke Aktiengesellschaft exceeded the threshold of 3 % of the voting rights on 20 May 2011 and amounted to 3.05 % (18,382,836 voting rights). 3,05 % (18,382,836 voting rights) were attributable to BlackRock, Inc. pursuant to § 22 Section 1 sentence 1, no. 6 in connection with sentence 2 WpHG (Securities Trading Act)."

Notification pursuant to § 26 (1) sentence 1 WpHG (Securities Trading Act) on 23 March 2012:

- "BlackRock Financial Management, Inc., with its seat in New York, NY, U.S.A., has informed us in accordance with § 21 Section 1 WpHG (Securities Trading Act) its voting rights in Bayerische Motoren Werke Aktiengesellschaft exceeded the threshold of 3 % of the voting rights on 12 March 2012 and amounted to 3.9787 % (23,951,672 voting rights). 3,9787 % (23,951,672 voting rights) were attributable to BlackRock Financial Management, Inc. pursuant to § 22 Section 1 sentence 1, no. 6 in connection with sentence 2 WpHG (Securities Trading Act). BlackRock Holdco 2, Inc., with its seat in Wilmington, DE, U.S.A., has informed us in accordance with § 21 Section 1 WpHG (Securities Trading Act) its voting rights in Bayerische Motoren Werke Aktiengesellschaft exceeded the threshold of 3 % of the voting rights on 12 March 2012 and amounted to 3.9787 % (23,951,672 voting rights). 3,9787 % (23,951,672 voting rights) were attributable to BlackRock Holdco 2, Inc. pursuant to § 22 Section 1 sentence 1, no. 6 in connection with sentence 2 WpHG (Securities Trading Act)."

Declaration with respect to the Corporate Governance Code

The Declaration with respect to the Corporate Governance Code pursuant to § 161 AktG is reproduced in the Annual Report 2012 of the BMW Group and is available to shareholders on the BMW Group's website (www.bmwgroup.com/ir).

Total remuneration of the Board of Management and the Supervisory Board

For financial years beginning after 1 January 2011, BMW AG has added a share-based remuneration component to the existing compensation system for Board of Management members.

Subject to the approval of the proposed dividend at the Annual General Meeting of Shareholders, the remuneration of current members of the Board of Management for the financial year 2012 amounts to €31.4 million (2011: €27.3 million). This comprised fixed components of €7.5 million (2011: €4.7 million), variable components of €23.2 million (2011: €21.9 million) and a share-based compensation component totalling €0.7 million (2011: €0.7 million).

The grant of the share-based remuneration component related to 12,171 shares of BMW AG common stock and a corresponding cash-based settlement, measured at the relevant market shares price prevailing on grant date.

In addition, an expense of €1.2 million (2011: €1.0 million) has been granted to current members of the Board of Management for the period after the end of their employment relationship. This relates to the expense for allocations to pension provisions. Provisions for pension obligations to current members of the Board of Management stood at €20.6 million (2011: €17.6 million).

The remuneration of former members of the Board of Management and their surviving dependants amounted to €3.8 million (2011: €3.7 million).

Pension obligations to former members of the Board of Management and their dependants are fully covered by pension provisions amounting to €49.3 million (2011: €49.6 million).

The present value of pension obligations for the purposes of the Company Financial Statements is measured on the basis of an actuarial report using an interest rate of 5.05 %, compared to an interest rate of 3.00 % used in the Group Financial Statements.

The compensation of the members of the Supervisory Board for the financial year 2012 amounted to €4.5 million (2011: €4.5 million). This comprised fixed components of €1.6 million (2011: €1.6 million) and variable components of €2.9 million (2011: €2.9 million).

The compensation systems for members of the Supervisory Board do not include any stock options, value appreciation rights comparable to stock options or any other stock-based compensation components. 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.

Further details about the remuneration system of current members of the Board of Management and of the Supervisory Board can be found in the Compensation Report included in the BMW Group Annual Report 2012. The Compensation Report is part of the Combined Company and Group Management Report.

Munich, 19 February 2013

Bayerische Motoren Werke
Aktiengesellschaft

The Board of Management

Dr.-Ing. Dr.-Ing. E. h. Norbert Reithofer

Frank-Peter Arndt Milagros Caiña Carreiro-Andree

Dr.-Ing. Herbert Diess Dr.-Ing. Klaus Draeger

Dr. Friedrich Eichiner Harald Krüger

Dr. Ian Robertson (HonDSc)

BMW AG

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**Responsibility Statement of the Legal Representatives
of the Company pursuant to § 264 (2) sentence 3 and
§ 289 (1) sentence 5 HGB**

"To the best of our knowledge, and in accordance with the applicable reporting principles, we confirm that the annual financial statements of Bayerische Motoren Werke Aktiengesellschaft give a true and fair view of the assets, liabilities, financial position and profit of the Company, and the management report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal opportunities and risks associated with the expected development of the Company."

Munich, 19 February 2013

Bayerische Motoren Werke
Aktiengesellschaft

The Board of Management

Dr.-Ing. Dr.-Ing. E. h. Norbert Reithofer

Frank-Peter Arndt Milagros Caiña Carreiro-Andree

Dr.-Ing. Herbert Diess Dr.-Ing. Klaus Draeger

Dr. Friedrich Eichiner Harald Krüger

Dr. Ian Robertson (HonDSc)

BMW AG

Auditor's Report (Translation)

We have audited the annual financial statements, comprising the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system, and the combined Group and Company management report of Bayerische Motoren Werke Aktiengesellschaft for the business year from 1 January to 31 December 2012. The maintenance of the books and accounts and the preparation of the annual financial statements and management report in accordance with German commercial law are the responsibility of the Company's Board of Management. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, and the management report based on our audit.

We conducted our audit of the financial statements in accordance with § 317 HGB (Handelsgesetzbuch: German Commercial Code) and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that material misstatements affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with German principles of proper accounting and in the management report are detected with reasonable assurance.

Knowledge of the business activities and the economic and legal environment of the Company and evaluations of possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system relating to the accounting system and the evidence supporting the disclosures in the books and records, the annual financial statements and the management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the Board of Management, as well as evaluating the overall presentation of the annual financial statements and management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the annual financial statements comply with the legal requirements and give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with German principles of proper accounting. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Munich, 1 March 2013

KPMG AG

Wirtschaftsprüfungsgesellschaft

Prof. Dr. Schindler
Wirtschaftsprüfer

Huber-Straßer
Wirtschaftsprüferin

BMW AG

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	2012	2011	2010	2009
Revenues ————— € million	58,805	55,007	45,773	37,980
— Change ————— %	6.9	20.2	20.5	14.3
— Export ratio ————— %	79.6	77.3	76.7	73.8
Production				
— Automobiles ————— units	1,861,826	1,738,160	1,481,253	1,258,417
— Motorcycles ¹ ————— units	113,811	110,360	99,236	82,631
Sales volume				
— Automobiles ————— units	1,868,158	1,723,637	1,460,923	1,231,893
— Motorcycles ¹ ————— units	110,857	110,145	97,586	86,451
Capital expenditure ————— € million	2,776	2,032	1,582	1,667
Depreciation, amortisation and impairment losses ————— € million	1,613	1,578	1,540	1,505
Workforce at the end of year ² —————	74,571	71,630	69,518	70,223
Tangible, intangible and investment assets ³ ————— € million	11,078	9,663	8,273	6,984
Current assets, prepayments and surplus of pension and similar plan assets over liabilities ————— € million	20,887	17,845	16,073	17,663
Subscribed capital ————— € million	656	655	655	655
Reserves ————— € million	7,568	6,059	5,581	4,502
Equity ————— € million	9,864	8,222	7,088	5,354
— as % of tangible, intangible and investment assets ————— %	89.0	85.1	85.7	76.7
Balance sheet total ————— € million	31,965	27,508	24,346	24,647
Cost of materials ————— € million	42,178	39,324	32,875	28,300
Personnel costs ² ————— € million	6,030	5,758	5,428	5,850
Taxes ————— € million	1,666	2,096	1,106	403
Net profit ————— € million	3,131	1,970	1,506	202
Dividend ————— € million	1,640 ⁴	1,508	852	197
— per share of common stock ————— €	2.50 ⁴	2.30	1.30	0.30
— per share of preferred stock ————— €	2.52 ⁴	2.32	1.32	0.32

¹ From 2006 up to 2008 including BMW G 650 X assembly by Piaggio S. p. A.

² From 2009 onward including personnel seconded from other group entities

³ From 2010 onward including property, plant and equipment transferred in conjunction with the merger of BMW Ingenieur-Zentrum GmbH + Co oHG, Dingolfing; from 2011 onward including property, plant and equipment transferred in conjunction with the merger of BMW Maschinenfabrik Spandau GmbH, Berlin

⁴ Proposed by the Board of Management

⁵ Before buy-back of treasury shares

2008	2007	2006	2005	2004	2003	
44,313	48,310	42,417	41,801	40,597	36,881	Revenues
8.3	13.9	1.5	3.0	10.1	4.4	Change
75.6	76.1	74.3	73.0	72.5	72.8	Export ratio
						Production
1,439,918	1,541,503	1,366,838	1,323,119	1,250,345	1,118,940	Automobiles
104,220	104,396	103,759	92,012	93,836	89,745	Motorcycles ¹
						Sales volume
1,446,055	1,551,490	1,358,119	1,334,426	1,241,659	1,117,267	Automobiles
103,077	104,076	102,786	95,343	91,797	93,625	Motorcycles ¹
2,064	1,670	1,324	1,472	2,321	2,293	Capital expenditure
1,569	1,791	1,765	1,770	1,535	1,322	Depreciation, amortisation and impairment losses
71,596	76,064	76,156	76,536	77,252	75,969	Workforce at the end of year ²
6,643	9,909	10,171	10,577	10,893	11,386	Tangible, intangible and investment assets
16,673	12,707	10,874	9,225	8,910	8,096	Current assets, prepayments and surplus of pension and similar plan assets over liabilities
654	654	654	661	674	674	Subscribed capital
4,487	4,300	3,809	4,023	4,516	4,188	Reserves
5,338	5,648	4,921	5,108	5,609	5,254	Equity
80.4	57.0	48.4	48.3	51.5	46.1	as % of tangible, intangible and investment assets
23,316	22,616	21,045	19,802	19,803	19,482	Balance sheet total
34,044	36,638	31,867	31,010	29,501	26,190	Cost of materials
5,125	4,797	5,503	6,128	5,888	5,398	Personnel costs ²
11	131	75	-37	327	118	Taxes
384	1,184	485	424	747	392	Net profit
197	694	458	424 ⁵	419	392	Dividend
0.30	1.06	0.70	0.64	0.62	0.58	per share of common stock
0.32	1.08	0.72	0.66	0.64	0.60	per share of preferred stock

BMW AG

Financial Calendar

Annual Accounts Press Conference ————— 19 March 2013
Analyst and Investor Conference ————— 20 March 2013
Quarterly Report to 31 March 2013 ————— 2 May 2013
Annual General Meeting ————— 14 May 2013
Quarterly Report to 30 June 2013 ————— 1 August 2013
Quarterly Report to 30 September 2013 ————— 5 November 2013

Annual Report 2013 ————— 19 March 2014
Annual Accounts Press Conference ————— 19 March 2014
Analyst and Investor Conference ————— 20 March 2014
Quarterly Report to 31 March 2014 ————— 6 May 2014
Annual General Meeting ————— 15 May 2014
Quarterly Report to 30 June 2014 ————— 5 August 2014
Quarterly Report to 30 September 2014 ————— 4 November 2014

BMW AG

Contacts

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	+49 89 382-2 53 87
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E-mail	ir@bmwgroup.com

The BMW Group on the Internet

Further information about the BMW Group is available online at www.bmwgroup.com. Investor Relations information is available directly at www.bmwgroup.com/ir. Information about the various BMW Group brands is available at www.bmw.com, www.mini.com and www.rolls-roycemotorcars.com.

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