

OVERVIEW OF SUPERVISORY BOARD COMMITTEES AND THEIR COMPOSITION

Principal duties, basis for activities

Members

PRESIDING BOARD

- Preparing Supervisory Board meetings unless the subject matter to be discussed falls within the remit of a committee. This includes preparatory discussion of the following topics: corporate strategy and corporate planning under consideration of sustainability aspects – in particular environmental and social aspects and objectives – as well as corporate governance
- Activities based on rules of procedure

Dr.-Ing. Dr.-Ing. E.h. Norbert Reithofer¹
 Manfred Schoch (until 31/12/2022)
 Dr. Martin Kimmich (since 23/01/2023)
 Stefan Quandt
 Stefan Schmid
 Dr. Kurt Bock

PERSONNEL COMMITTEE

- Preparing decisions relating to the appointment (and revocation of appointment) of members of the Board of Management, remuneration, and the regular review of the Board of Management's remuneration system
- Concluding, amending and revoking employment contracts (in conjunction with the resolutions taken by the Supervisory Board regarding the remuneration of the Board of Management) and other contracts with members of the Board of Management
- Taking decisions relating to the approval of ancillary activities of Board of Management members, including the assumption 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)
- Activities based on rules of procedure

Dr.-Ing. Dr.-Ing. E.h. Norbert Reithofer¹
 Manfred Schoch (until 31/12/2022)
 Dr. Martin Kimmich (since 23/01/2023)
 Stefan Quandt
 Stefan Schmid
 Dr. Kurt Bock

AUDIT COMMITTEE

- Auditing the accounts and supervising the financial reporting process, including sustainability reporting
- Preparing the Supervisory Board's resolution on Company and Group Financial Statements and discussing interim reports and notifications with the Board of Management prior to publication
- Supervising the external audit, in particular selecting the auditor and ensuring the independence and quality of the external audit and any additional work performed by the external auditor

Dr. Kurt Bock^{1,2}
 Dr.-Ing. Dr.-Ing. E.h. Norbert Reithofer³
 Manfred Schoch (until 31/12/2022)
 Dr. Martin Kimmich (since 23/01/2023)
 Stefan Quandt
 Stefan Schmid
 Rachel Empey² (since 01/10/2022)
 Dr. Dominique Mohabeer (since 01/10/2022)

¹ Chair

² Special knowledge and experience according to Recommendation D.3 of the DCGK and expertise in accounting and auditing as defined by § 100 (5) AktG

³ Special knowledge and experience according to Recommendation D.3 of the DCGK and expertise in auditing as defined by § 100 (5) AktG

AUDIT COMMITTEE (CONTINUED)

- Preparing the proposal for the election of the external auditor at the Annual General Meeting
 - Engaging and signing the fee agreement with the external auditor, as well as determining areas of audit emphasis
 - Preparing the Supervisory Board's audit of non-financial reporting, potentially appointing an external auditor to review content and conclude the fee agreement
 - Supervising the effectiveness of the internal control system, the risk management system and the internal audit system as well as the performance of Supervisory Board duties in connection with audits pursuant to § 32 of the German Securities Trading Act (WpHG)
 - Supervising compliance as well as auditing and supervising any needs for action related to possible violations of duties by members of the Board of Management in preparation of a resolution on the Supervisory Board
 - Making decisions on approval for utilisation of Authorised Capital 2019 and resolutions concerning the form of share certificates and dividend coupons
 - Amendments to Articles of Incorporation only affecting wording
 - Established committee as required by law, activities based on rules of procedure
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NOMINATION COMMITTEE

- Identifying suitable candidates 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
 - Established in accordance with the recommendation contained in the German Corporate Governance Code, activities based on rules of procedure
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Dr.-Ing. Dr.-Ing. E.h. Norbert Reithofer¹

Dr. Kurt Bock

Dr. h.c. Susanne Klatten

Stefan Quandt

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

MEDIATION COMMITTEE

- Submitting a proposal to the Supervisory Board if a resolution to appoint a member of the Board of Management has not been carried by the necessary two-thirds majority of Supervisory Board members' votes
 - Established committee as required by law
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Dr.-Ing. Dr.-Ing. E.h. Norbert Reithofer

Manfred Schoch (until 31/12/2022)

Dr. Martin Kimmich (since 23/01/2023)

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