

# REPORT OF THE SUPERVISORY BOARD

## DEAR SHAREHOLDERS,

In the financial year 2024, the BMW Group performed well in a highly competitive environment characterised by challenging geopolitical and macroeconomic conditions. We achieved our targets as revised in September with a combination of stringent management and a strong team performance. Our well-balanced global positioning enabled us to alleviate the pressure caused by the broad variety of changes taking place in our key sales markets. At the same time, our commitment to technology openness proved to be the right approach.

By significantly growing the number of all-electric vehicles sold, the BMW Group also achieved a great deal in terms of sustainability. Our vehicle fleet in Europe once again attained figures below the EU's target limit for fleet carbon emissions in 2024.

We have ambitious plans for 2025 and beyond in light of the rapidly approaching launch of the NEUE KLASSE. We are convinced that this will mark a key milestone in the history of the BMW Group. In 2025, your Company will continue to adapt dynamically to changes, with its sights firmly set on long-term success. Our innovative and attractive range of products, coupled with a well-balanced distribution of value creation, will lay the foundations for this success.



**Norbert Reithofer**  
Chairman of the Supervisory Board

### Focus of Supervisory Board activities during the past financial year

The Supervisory Board performed the duties incumbent upon it with the utmost diligence throughout the financial year 2024.

We continuously and thoroughly monitored the governance of the BMW Group based on in-depth reports received from the Board of Management. We also advised the Board of Management on key management issues as well as on the Group's strategic development. At each of the five plenary sessions of the Supervisory Board (including one two-day meeting), we held detailed discussions with the Board of Management regarding the BMW Group's position. The Board of Management also kept the Supervisory Board well informed regarding any matters of particular significance outside the framework of formal meetings. Furthermore, I discussed matters personally and on a regular basis with the Chairman of the Board of Management. In addition, the Chairman of the Audit Committee maintained a direct line of contact with the Board of Management member responsible for Finance as well as with the external auditor's representatives outside of meetings. We regularly dealt with internal Supervisory Board issues and personnel-related matters without the presence of the Board of Management. Our cooperation, both within the Supervisory Board and its committees and with the Board of Management, was conducted in a spirit of trust, respect and constructiveness. As a general rule, the members received detailed documents on the topics of the meetings in advance. In addition, separate preliminary meetings of the shareholder and employee representatives were held on a regular basis prior to Supervisory Board meetings.

In its **reports on the BMW Group's position**, the Board of Management kept us well informed at each meeting regarding current developments and the Group's overall performance. We were provided with information on current sales trends for both the BMW Group and its competitors, based on figures analysed by brand, segment and market region. There was also a keen focus on electric vehicles as well as on the Group's key financial indicators and liquidity situation.

The BMW Group's **corporate strategy**, also with regard to sustainability, was the subject of comprehensive examination by the Supervisory Board. After analysing the impact of geopolitical developments on the BMW Group, the Board of Management elaborated on the strategic focus areas of drivetrain strategy, digitalisation and sustainability, emphasising just how important our flexible drivetrain strategy will be as we seek to exploit future growth opportunities. With regard to electrification, the Board of Management outlined the efficiency improvements made in battery technology and the importance of cooperation initiatives for charging infrastructure. We also discussed the merits of hydrogen fuel cell technology. The strategic focus area of digitalisation relates to our products, customers and processes in particular, and encompasses driver assistance systems, over-the-air updates for the BMW Group's vehicle fleet and the digital transformation of our interaction with customers.

We discussed the potential that digitalisation has to offer, including artificial intelligence, and its implementation in our business processes. In the focus area of sustainability, the Board of Management presented the decarbonisation measures being taken in respect of our production and sites, as well as in the supply chain and during the vehicle usage phase. Strategic sales topics centred on developments in the Chinese market, the impact of EU duties on imports of all-electric vehicles from China, the positioning of MINI products and the switch to the new direct sales model. Furthermore, the Board of Management addressed the potential offered by other sales markets, such as India. We also looked at the competitive landscape and our future product portfolio.

At each meeting, the Board of Management updated us on the current status of its strategy- and project-related work. The Board of Management also reported at regular intervals on **recent events**, such as the BMW Group's investments in its plants in Shenyang, China and Spartanburg, USA, the latter including the opening of the BMW Group's first pressing plant in that country, receipt of the approval for a combination of Level 2 and Level 3 autonomous driving for the BMW Group in Germany (the first automotive manufacturer to be granted such approval), and the Group's successful appearance at the Auto China trade fair in Beijing. We see the "German Car of the Year" award received for the new BMW 5 Series, both for the model with a combustion engine and an all-electric model, as an endorsement of our flexible drivetrain strategy. The award was based on the assessment of a panel of 40 German and international automotive journalists.

In September, the Board of Management explained its reasons for adjusting the outlook for the financial year 2024 and discussed the Company's relevant measures together with us.

At Supervisory Board meetings we regularly addressed the topics of **sustainability and ESG**. In a report on recent developments within the BMW Group, the Board of Management informed us, among other things, about the expansion of the partnership with Toyota aimed at developing vehicles powered by hydrogen fuel cells. It also reported on the progress made by the Catena-X data ecosystem (in which the BMW Group is a partner) in capturing data-driven energy consumption measurements from the raw material to the end product stage in one data chain. Moreover, the Board of Management reported on the timely start of construction work for the battery assembly plant in Irlbach-Straßkirchen and on the ongoing renovation work at the Munich plant. We also discussed the review of social and environmental standards among suppliers, particularly in accordance with the German Supply Chain Due Diligence Act (Lieferkettensorgfaltspflichtengesetz) and in some cases with the involvement of external auditors. We were delighted to see the BMW Group perform so well in the Trendence Ranking Germany 2024 on employer attractiveness, and to acknowledge the BMW Group's leading position among automotive manufacturers in the MSCI Implied Temperature Rise index.

We held in-depth discussions on the topic of the circular economy with regard to purchasing and the implementation of the BMW Group's sustainability strategy, using the examples of steel and battery-related raw materials.

Based on a self-assessment in the course of our work on **corporate governance**, we concluded that the composition of the Supervisory Board at 31 December 2024 fully meets the targets stipulated in the diversity concept and competency profile. We have also revised our committee structure: in December 2024 and with effect from 1 January 2025, we passed a resolution to establish a Remuneration Committee, which, on the shareholder side, will comprise a majority of independent members. In its role as a preparatory body, the Remuneration Committee is responsible for reviewing the remuneration of both the Board of Management and the Supervisory Board and the reports related thereto. The Presiding Committee has assumed the former remit of the Presiding Board as well as responsibility for non-remuneration-related personnel matters concerning the Board of Management.

In the Declaration of Compliance with the German Corporate Governance Code issued in December 2024, the Board of Management and the Supervisory Board jointly confirmed that they have complied with the recommendations of the Code as amended on 28 April 2022 without exception and will continue to fully comply with them in future.

Following a preparatory review conducted by the Presiding Committee as well as a further review at Supervisory Board level, the Statement on Corporate Governance drawn up by the Board of Management was approved by the Supervisory Board in March 2025.

In July 2024, the Board of Management informed us of the decision to hold the Annual General Meeting 2025 as a face-to-face event with the physical presence of shareholders, combined with online elements.

We also engaged in detailed discussions on the topic of **compliance**. Both in the Audit Committee and in the Supervisory Board, the Chief Compliance Officer used his annual report to update us on the further development of the BMW Group's international compliance organisation, enhanced monitoring as part of the compliance risk assessment process and the ongoing measures regarding communication with BMW Group employees. He emphasised that external certification in accordance with Auditing Standard 890 of the Institute of Public Auditors in Germany (IDW) in November 2024 confirmed the full appropriateness and effectiveness of the Compliance Management System in terms of anti-corruption and antitrust compliance. The specific risk analysis required by law in accordance with the Supply Chain Due Diligence Act was performed and follow-up action taken. The report also addressed the handling of individual cases. Furthermore, the members of the Supervisory Board were provided with additional information on the topics of anti-corruption and lobbying.

Moreover, the Board of Management regularly informed the Supervisory Board regarding the latest developments in relation to **international trade policy and regulation**. This included, in particular, the current status of the European Commission's anti-subsidy investigation and of EU import duties on all-electric vehicles from China, as well as the impact of these measures on the BMW Group. We also held regular discussions on the further development of the EU7 emissions standard and the EU regulations on fleet carbon emissions.

**Board of Management remuneration** was another important issue on the Supervisory Board's agenda. We reviewed the target structure, maximum remuneration and expected remuneration for the Board of Management for the financial year 2024, considering in particular the Group's performance and the development of remuneration for senior executives and employees in Germany over the past few years. Based on a comparative study conducted by an external independent remuneration consultant and subsequent oral advice, we concluded that the remuneration paid to Board of Management members for the financial year 2023 and the target remuneration for 2024 were appropriate. Detailed information on the Board of Management's remuneration for the financial year 2024 is provided in the Remuneration Report.

In the course of the year, the Board of Management updated the members of the Supervisory Board on the current level of attainment of defined financial KPIs as well as the KPIs for our non-financial targets, including those related to ESG, such as deliveries of all-electric automobiles, fleet carbon emissions in the EU, the BMW Group's attractiveness as an employer and diversity.

Following thorough preparation work by the Personnel Committee, we also closely scrutinised the Board of Management remuneration system, which is due to be presented to the Annual General Meeting 2025. In our deliberations, we not only took statutory requirements into account, but also the recommendations of an independent external remuneration consultant, as well as suggestions from investor representatives, market practices and remuneration within the BMW Group. Given that the existing remuneration system has proven to be effective, no fundamental adjustments were required. As such, in December 2024 we approved only isolated improvements to the existing system for the financial years from 2025 onwards. Among other things, we updated the existing Share Ownership Guidelines. We have enclosed a summary of the main adjustments to the remuneration system with the invitation to the Annual General Meeting 2025.

Taking this as a basis, in December 2024 we adopted the targets for the Board of Management's variable remuneration for the financial year 2025. The targets are based on the BMW Group's corporate planning for 2025, the long-range corporate planning and the ESG targets included in the corporate strategy.

In addition to the further development of the remuneration system for the Board of Management, we resolved for the first time in four years to increase target total remuneration moderately from the financial year 2025 onwards. The maximum remuneration thresholds continue to apply unchanged. Subject to the approval of the remuneration system by the Annual General Meeting 2025, the Board of Management service contracts were updated with effect from 1 January 2025.

**Key topics from the Board of Management's individual areas of responsibility** were also the subject of our deliberations. Following an introduction to the Chinese automotive market, the competitive environment and customer requirements, the China market report gave us an in-depth insight into the Group's strategy for China and its implementation. The Board of Management member responsible for Customer, Brands and Sales also provided us with an update on the MINI brand's transition to direct sales in the first few European markets. In the report on supply chain resilience, the Group's strategy and actions were explained to us against the backdrop of geopolitical challenges and regulatory requirements. As part of a presentation on the competitive standing of the BMW Group's production activities, we focused in particular on the global distribution of value creation and the BMW Group's "local for local" approach.

In the detailed risk report, we were brought up to date with the structure and working methods of the Risk Management System. A key focus of the report was on geopolitical risk scenarios. The Board of Management explained the processes in place for ensuring resilience in risk management and measures to mitigate risk. With regard to information security, the focus was placed on automotive security. We were provided with information on the automotive security protection targets, the BMW Group's strategy in this area and its protection system. The Board of Management also reported on the strategy and its implementation, on business performance and on the risk situation of the Financial Services segment. In the report on the current business situation, the Board of Management member responsible for Finance provided us with regular information on key topics relating to the Group's treasury system, such as funding, liquidity management, hedging strategies for price and currency risks, and the current status of share buyback programmes.

In September, we took an in-depth look at the topic of product quality and the Group's quality strategy. In particular, we requested the Board of Management to brief us on quality issues relating to the Integrated Brake System provided by a supplier as well as on the measures taken by the BMW Group.

In the report on Human Resources and Real Estate, we deliberated on the attractiveness of the BMW Group as an employer, the further development of HR structures and the Group's potential to leverage digitalisation. The report also informed us on the current status of the Group's diversity concepts and the extent to which targets have been achieved regarding the proportion of women employed at various levels of BMW AG and the BMW Group.

The BMW Group's **long-range corporate planning** was the subject of comprehensive examination by the Supervisory Board. Against a backdrop of geopolitical tension, increasing regulatory requirements and a market environment that remains volatile, the Board of Management explained the importance of the BMW Group's flexible drivetrain strategy and its "local for local" approach to production. A greater focus on costs serves to safeguard the BMW Group's independence. The Board of Management informed us about plans for the various vehicle and corporate segments and the ambitious long-term targets. We were presented with key financial indicators for each segment, in addition to opportunities and risks for the planning period. After thorough examination, the Supervisory Board approved the long-range corporate planning drawn up by the Board of Management.

In December 2024, the Board of Management presented the **budget** for the financial year 2025. After exhaustive discussion with the Board of Management, we gave the budget our approval.

In the run-up to the Annual General Meetings 2024 and 2025, I discussed Supervisory Board-specific topics with **investor representatives** at regular meetings and reported back to the Supervisory Board on the results of these meetings. We also dealt with corporate governance issues such as succession planning for the Supervisory Board with regard to expertise and diversity, the system for the Board of Management's remuneration and the format of the Annual General Meeting as well as the composition and work of the committees.

In 2024, the BMW Group once again provided **further training** for members of the Supervisory Board. During a six-day trip to China in June, covering Beijing, Shenyang and Shanghai, Supervisory Board members had the opportunity to visit the Group's plants and sales and development sites in person and obtain a first-hand impression of the competitive situation prevailing in the Chinese market. In July, we visited the Rolls-Royce Motor Cars plant in Goodwood, UK, and learned about the special features of boutique production in the ultra-luxury segment. In September, the members of the Supervisory Board were given an in-depth look at the main aspects of the BMW Group's technology, architecture and product strategy for the period from 2025 onwards. We gained an overview of the new technologies associated with the NEUE KLASSE from 2025 onwards in the areas of digitalisation, ultimate driving, drivetrain technologies and the circular economy concept as well as with regard to hydrogen technology. The members of the Supervisory Board were then presented with new BMW, MINI and Rolls-Royce design models at the BMW M Driving Academy in Maisach near Munich, and given the opportunity to test the vehicles personally. A keynote speech held by an expert on US politics followed by a dialogue session allowed us to gain insights into US policy against the background of global geopolitical trends. During a guided tour of the BMW Group's Cell Manufacturing Competence Centre in Parsdorf near Munich in December 2024, we were informed about the progress being made in battery technology and the production of high-voltage storage systems.

The **onboarding programme** for new Supervisory Board members was continued in 2024, with representatives of various specialist departments taking the time to provide useful insights into the key business areas as well as the planning processes deployed by the BMW Group. The programme also included an introduction to the ongoing work of the Supervisory Board.

In late 2024, we reviewed the **effectiveness of the work of the Supervisory Board** and its committees with the aid of a questionnaire and discussed the findings at our subsequent meeting. Cooperation, both within the Supervisory Board itself and with the Board of Management, was unanimously perceived as constructive and trustworthy, and the topics selected for meetings and further training events were considered to be good, sensible choices. In the course of the current financial year, we intend to act on proposals to explore certain topics in greater depth, such as maintaining a focus on geopolitical developments and the Chinese market as well as updating the BMW Group's circular economy concept.

In all its deliberations and decisions, the Supervisory Board takes precautions at an early stage to ensure that conflicts of interest are avoided. No conflicts of interest arose in the financial year 2024.

#### Description of Presiding Board activities and committee work

During the financial year 2024, the Supervisory Board had a Presiding Board and four committees. The Chairman of the Audit Committee, Dr Bock and myself reported in detail on the work of the Presiding Board and the other committees at the following Supervisory Board meeting. Further information on the duties, composition and working methods of the Supervisory Board committees is provided in the Statement on Corporate Governance on the BMW Group website.

Unless a particular committee was responsible, the **Presiding Board** prepared the topics for the plenary sessions at its four meetings in cooperation with the Board of Management. It also put forward proposals for reporting within the Supervisory Board. The Presiding Board focused on the BMW Group's corporate strategy and the strategy's sustainability-related aspects, in addition to long-range corporate planning. The Group's current business position was discussed in detail at each of the meetings of the Presiding Board. In preparation for the topic of "Say on Pay" at the Annual General Meeting 2025, the Presiding Board also took into account a market comparison of supervisory board remuneration.

The **Audit Committee** convened eight times in total during the financial year 2024.

In March 2024, the focus was on preparing for the Supervisory Board meeting at which the financial statements and the non-financial statement for the financial year 2023 were discussed and examined. After verifying the matter of independence, the Audit Committee recommended to the Supervisory Board that PricewaterhouseCoopers GmbH

Wirtschaftsprüfungsgesellschaft ("PwC") be elected auditor at the Annual General Meeting 2024. There were no indications of conflicts of interest, grounds for exclusion or lack of independence on the part of the auditor.

The Audit Committee concluded that PwC's fee proposal for the audit of the Company and Group Financial Statements and the BMW Group Report 2024, as well as for the review of the Half-Year Report 2024, was appropriate in light of the scope of its tasks. The Committee therefore issued the corresponding contracts to PwC following its election at the Annual General Meeting held in May 2024. The Audit Committee also specified supplementary audit focus areas. Moreover, it approved the scope of the non-audit services to be performed by PwC and received regular reports regarding these services. At its meetings, the Audit Committee discussed the quality of the audit at regular intervals. In particular, it received a report from the relevant department on the Group's experience with the audit of the financial statements for the financial year 2023 as well as on the results of a survey conducted within the Group for this purpose. Based on this report, the auditor's description of the quality assurance processes and measures undertaken, and the Audit Committee's own experience with the auditor, the audit was found to be of good quality.

The Audit Committee also examined the combined Non-financial Statement of BMW AG and the BMW Group for the financial year 2023, which was part of the BMW Group Report 2023, and had representatives from PwC explain the results of their assurance engagement. For the financial year 2024, PwC was again engaged to report on the disclosures in the Non-financial (Group) Statement on a "limited assurance" basis (with the exception of specific key indicators within the Sustainability Report that are required to be reported on a "reasonable assurance" basis). Going beyond the formal review required by law, the Audit Committee also engaged PwC to audit the contents of the Remuneration Report for the financial year 2024.

We were regularly updated about the reporting obligations arising in conjunction with the EU Corporate Sustainability Reporting Directive and the European Sustainability Reporting Standards as well as on the status of implementation within the Group and the assurance work performed by the external auditor. We also addressed the status of the legislative process in Germany for implementing the Directive.

The Board of Management presented the Half-Year Report and the Quarterly Statements to us prior to publication and discussed them with us. These meetings were also used to discuss key financial indicators and the development of free cash flow. Representatives of the external auditors were also present when the Half-Year Report was discussed in early August 2024.

At its meeting held in June, the Audit Committee considered the effectiveness and appropriateness of the BMW Group's Internal Control System (including the Corporate Audit function

and the Compliance Management System) and the Risk Management System. The head of Corporate Audit reported on the overarching audit focus areas and key audit findings, as well as the plans for further internal audits. We also received updates from the responsible head of department on the Internal Control System for accounting as well as on the Tax and Customs Control System in place across the BMW Group. In his half-year report, the Chief Compliance Officer of the BMW Group reported to us in particular on the further development of the Compliance Management System and the international compliance organisation. Furthermore, he explained the preparatory work for, and the implementation of, the external certification process for the Compliance Management System. As far as operational topics were concerned, he focused in particular on the implementation of export control requirements and the specific supply-chain-related risk analysis as well as the further development of the product compliance management system. The report also addressed the handling of individual cases and relevant official procedures related to compliance. The Audit Committee also scrutinised the annual compliance report (see Compliance section above). Risk reporting was conducted on a half-yearly basis. In addition to the main risks to which the BMW Group is exposed and the classification of those risks, particular emphasis was placed on geopolitical risk scenarios, especially for supply chains and sales markets, as well as risk-mitigating measures. We also discussed risks related to sustainability and the further development of the Internal Control System for non-financial reporting with regard to the Group's sustainability-related targets.

In its report on the audit of over-the-counter derivatives entered into by BMW AG during the financial year 2023, the external auditor confirmed to the Audit Committee the effectiveness of the system in place at BMW AG in complying with the regulatory requirements of the European Market Infrastructure Regulation.

The Audit Committee received regular reports on the current status and development of significant legal proceedings and internal investigations and, in individual cases, discussed product- and emissions-related proceedings with external legal advisors brought in for that purpose.

In its role as a preparatory body, the **Personnel Committee** convened four times to deliberate on the remuneration of, and succession planning for, the Board of Management. In particular, it prepared the review and further development of certain aspects of the Board of Management remuneration system with the support of an independent external remuneration consultant. Thorough preparatory work was also performed with respect to the review of the appropriateness of the Board of Management's remuneration for the financial year 2023 and the target remuneration for 2024, as well as the determination of the factors for the Board of Management's variable remuneration for 2023 and the outlook for 2024. The proposals for setting financial and non-financial targets, including ESG targets, for the Board of Management remuneration for the financial year 2025 were also discussed in

great depth. The renewal of the anticipatory resolution on the approval of loans and transactions by BMW Bank GmbH was also on the Personnel Committee's agenda.

The **Nomination Committee** held one meeting in the financial year 2024, in which it discussed the composition of the Supervisory Board and succession planning for the shareholder representatives. Taking into account the composition, targets adopted by the Supervisory Board and the recommendations of the German Corporate Governance Code, the Nomination Committee issued recommendations for the Supervisory Board's election proposals to the Annual General Meeting to be held in 2025. Dr Nicolas Peter, former member of the Board of Management responsible for Finance, was nominated as a new candidate for election to the Supervisory Board after a two-year cooling-off period.

I had previously announced my intention to step down at the end of the Annual General Meeting 2025 after serving ten years on the Supervisory Board and 38 years with the BMW Group. At its subsequent meeting, the Supervisory Board also discussed the succession question regarding the chair position of the Supervisory Board at the end of the Annual General Meeting 2025. The members of the Supervisory Board agreed to elect Dr Peter as their chairman as well as to the other committee positions that I currently hold in the event of his election to the Supervisory Board.

The **Mediation Committee**, which is prescribed by law, did not need to convene during the financial year 2024.

### Composition of the Board of Management

In the financial year 2024, the Supervisory Board decided to extend the mandate of Dr Joachim Post, Member of the Board of Management responsible for the Purchasing and Supplier Network.

### Composition of the Supervisory Board, the Presiding Board and the Supervisory Board's committees

There were no changes to the composition of the shareholder representatives on the Supervisory Board in the past year. At the Annual General Meeting 2024, the shareholders re-elected Dr h.c. Susanne Klatten, Stefan Quandt and Dr Vishal Sikka to the Supervisory Board for a further term of office of approximately four years. Stefan Quandt was elected as Deputy Chairman of the Supervisory Board and, in this role, is a member of the Presiding Board (since 1 January 2025: Presiding Committee) in accordance with the rules of procedure. He was also elected as a member of the Audit Committee, the Personnel Committee, the Mediation Committee and the Nomination Committee. Dr h.c. Klatten was also elected to the Nomination Committee.

The composition of the employee representatives on the Supervisory Board changed as a result of elections held in accordance with the German Co-Determination Act (Mitbestimmungsgesetz). Christiane Benner, Bernhard Ebner and Johann Horn left the Supervisory

Board with effect from the end of the Annual General Meeting 2024. Professor Dr Johanna Wenckebach, Ulrich Bauer and Horst Ott were elected as new members of the Supervisory Board. Their terms of office began at the end of the Annual General Meeting 2024. Dr Martin Kimmich was elected as first deputy chair and Stefan Schmid as a further deputy chair of the Supervisory Board. In these roles, they are members of the Presiding Board (since 1 January 2025: Presiding Committee) in accordance with the rules of procedure. They were both also elected to the Audit and Personnel Committees. Dr Dominique Mohabeer was also elected to the Audit Committee and Stefan Schmid to the Mediation Committee. Upon his retirement, Gerhard Kurz stepped down as senior executive representative on the Supervisory Board with effect from 31 October 2024. He was succeeded by the elected substitute member Dr Michael Nikolaides with effect from 1 November 2024. We would like to thank the former members for their trusting and constructive cooperation and, in the case of Christiane Benner, for her many years of service.

At the meeting held in December, Dr Dominique Mohabeer, Anke Schäferkordt, Dr Martin Kimmich, Stefan Quandt, Stefan Schmid and Dr Kurt Bock were elected to the Remuneration Committee, which was newly created with effect from 1 January 2025. As Chairman of the Supervisory Board, I am also a member and Chairman of the Remuneration Committee in accordance with the rules of procedure.

### Disclosure of attendance at meetings by individual members

The attendance rate at Supervisory Board meetings was 96%, while attendance at the meetings of the committees and the Presiding Board was 100% in each case. The meetings were held in person, with individual members participating virtually in justified exceptional cases. Three meetings of the Audit Committee that dealt with the Half-Year Report and the Quarterly Statements respectively were held as hybrid meetings, with individual members connected by video call as planned. Individual meeting attendance can be seen in the table on the right.

Members of the Supervisory Board	Meetings		Attendance		Attendance in %	
	Plenum	Presiding Board/ Committees	Plenum	Presiding Board/ Committees	Plenum	Presiding Board/ Committees
Norbert Reithofer	5	17	5	17	100	100
Martin Kimmich	5	16	5	16	100	100
Stefan Quandt	5	17	5	17	100	100
Stefan Schmid	5	16	5	16	100	100
Kurt Bock	5	17	5	17	100	100
Ulrich Bauer <sup>2</sup>	4	–	4	–	100	–
Christiane Benner <sup>1</sup>	1	–	1	–	100	–
Marc Bitzer	5	–	5	–	100	–
Bernhard Ebner <sup>1</sup>	1	–	1	–	100	–
Rachel Empey	5	8	5	8	100	100
Heinrich Hiesinger	5	–	5	–	100	–
Johann Horn <sup>1</sup>	1	–	1	–	100	–
Susanne Klatten	5	1	5	1	100	100
Jens Köhler	5	–	5	–	100	–
Gerhard Kurz <sup>3</sup>	4	–	3	–	75	–
André Mandl	5	–	4	–	80	–
Dominique Mohabeer	5	8	5	8	100	100
Michael Nikolaides <sup>4</sup>	1	–	1	–	100	–
Horst Ott <sup>2</sup>	4	–	3	–	75	–
Anke Schäferkordt	5	–	5	–	100	–
Christoph M. Schmidt	5	–	5	–	100	–
Vishal Sikka	5	–	4	–	80	–
Sibylle Wankel	5	–	5	–	100	–
Johanna Wenckebach <sup>2</sup>	4	–	4	–	100	–

<sup>1</sup> Member of the Supervisory Board until 15 May 2024.

<sup>2</sup> Member of the Supervisory Board since 15 May 2024.

<sup>3</sup> Member of the Supervisory Board until 31 October 2024.

<sup>4</sup> Member of the Supervisory Board since 1 November 2024.

### Review of financial statements and the profit distribution proposal

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (PwC) was appointed external auditor for the financial year 2024. PwC initially conducted a review of the condensed Interim Group Financial Statements and the Interim Group Management Report for the first half of 2024 and presented its results to the Audit Committee. No issues were identified which might indicate that the condensed Interim Group Financial Statements and Interim Group Management Report had not been prepared in accordance with the applicable provisions in all material respects.

The Company Financial Statements and the Group Financial Statements of BMW AG for the financial year ended 31 December 2024, including the Combined Management Report, on which PwC has issued unqualified audit opinions, were authorised by the Board of Management on 11 March 2025. These audit opinions were signed for the first time by Ralf Räßple and, for the third time in succession, by Michael Popp as the independent auditor (Wirtschaftsprüfer) responsible for the performance of the engagement.

At its meeting held on 27 February 2025, the Audit Committee initially discussed thoroughly the preliminary version of the Company and Group Financial Statements and the Combined Management Report (including the combined Non-financial (Group) Statement and the information on the EU Taxonomy) as well as the draft versions of the auditor's long-form reports.

Immediately after authorising their issue, the Board of Management submitted the Company and Group Financial Statements for the financial year 2024 and the Combined Management Report (including the Combined Non-financial (Group) Statement) to the Supervisory Board. The auditor's long-form audit reports were also submitted to the Supervisory Board in a prompt manner. The Supervisory Board had previously received these documents in draft form in advance to allow for thorough preparation.

At its meeting held on 12 March 2025, the Audit Committee diligently examined and deliberated on these documents before they were considered thoroughly at the Supervisory Board's plenary session on 13 March 2025.

At the two respective meetings, the Board of Management provided a detailed explanation of the reporting documents submitted to the Audit Committee and the Supervisory Board. The representatives of the external auditor reported on the main results of their audit and answered questions put to them by members of the Audit Committee and the Supervisory Board, partially without the members of the Board of Management being present. Both the Audit Committee and the Supervisory Board gave meticulous consideration to the key audit matters and the related audit procedures.

The representatives of the external auditor confirmed that the Risk Management System established by the Board of Management is suitable for the early detection of developments that could threaten the Company's going-concern status. They also confirmed that no material weaknesses in the Internal Control System and Risk Management System were identified with regard to the financial reporting process. In the course of their audit work, they did not identify any facts inconsistent with the contents of the Declaration of Compliance pursuant to § 161 of the German Stock Corporation Act (AktG) jointly issued by the Board of Management and the Supervisory Board.

Based on a thorough examination conducted by the Audit Committee and the Supervisory Board, we concurred with the results of the external audit. In accordance with the final result of this examination, no objections were raised. At our meeting held on 13 March 2025, we accordingly approved the Group and Company Financial Statements of BMW AG for the financial year 2024. The Company Financial Statements for the year ended 31 December 2024 have therefore been adopted.

Furthermore, in both the Audit Committee and the Supervisory Board, we examined the Board of Management's proposal to use the unappropriated profit to pay a dividend of € 4.30 for each share of common stock entitled to receive a dividend and € 4.32 for each share of preferred stock entitled to receive a dividend and to transfer the remaining amount to other revenue reserves. We consider the proposal appropriate and have therefore approved it.

The Audit Committee and the Supervisory Board also carefully examined the combined Non-financial (Group) Statement for the year ended 31 December 2024. Following an in-depth explanation of the statement by the Board of Management, representatives of the auditor PwC presented the key results of their assurance engagement and answered questions posed by members of the Supervisory Board. PwC performed a "limited assurance" engagement with respect to the Combined Non-financial (Group) Statement integrated into the Sustainability Report chapter of the Management Report. Specific key indicators disclosed in the Sustainability Report were audited to a "reasonable assurance" level. An Independent Practitioner's Report with an unqualified assurance opinion was issued on the Non-financial Statement, signed for the first time by the independent auditor Ralf Räßple (Wirtschaftsprüfer) and for the third time in succession by the independent auditor Michael Popp (Wirtschaftsprüfer). The Supervisory Board acknowledged and approved the combined Non-financial (Group) Statement drawn up by the Board of Management.

The Supervisory Board drew up the Remuneration Report for the financial year 2024 together with the Board of Management in accordance with § 162 AktG, after preparatory work performed by the Remuneration Committee. Going beyond the formal review required by law, the Audit Committee also engaged PwC to audit the contents of the Remuneration Report. In line with the newly defined responsibilities, representatives of the auditor reported



firstly to the Remuneration Committee and then to the Supervisory Board on the results of the audit, and confirmed that the Remuneration Report complies in all material respects with the reporting provisions contained in § 162 AktG.

### **Expression of appreciation by the Supervisory Board**

Due to their strong collaborative efforts and the considerable dedication shown during the past financial year, the members of the Board of Management and the employees of the BMW Group worldwide were once again successful in maintaining the BMW Group's strong market position. We therefore wish to express our deep thanks and appreciation to all of them.

We are confident that in 2025, with their innovative strength, their willingness to deliver outstanding performance and their resolute team spirit, the Board of Management and the entire workforce will continue to successfully drive the future of mobility with the NEUE KLASSE.

Munich, March 2025

On behalf of the Supervisory Board

Yours  


**Norbert Reithofer**

Chairman of the Supervisory Board