

Notice of Annual General Meeting.

Bayerische Motoren Werke Aktiengesellschaft, Munich.

Notice is hereby given that the Annual General Meeting of the Company will be held at the Olympiahalle of the Olympiapark, Coubertinplatz, 80809 Munich, Federal Republic of Germany, on Tuesday, 16 May 2006 at 10:00 a.m. local time.

Agenda.

- 1. Presentation of the annual financial statements for the financial year ended 31 December 2005 and the consolidated financial statements for the financial year ended 31 December 2005, both approved by the Supervisory Board, the Report of the Supervisory Board and the combined Company and Group Management Report.**

- 2. Resolution on the utilisation of unappropriated profit.**

The Board of Management and Supervisory Board propose that the unappropriated profit for the financial year 2005 amounting to euro 423,575,410.74 be utilised to pay a dividend of euro 0.64 for each share of common stock entitled to receive a dividend and to pay a dividend of euro 0.66 for each share of preferred stock entitled to receive a dividend. Any amount remaining thereafter shall be carried forward.

- 3. Ratification of the acts of the Board of Management.**

The Board of Management and the Supervisory Board propose that the acts of the members of the Board of Management in the financial year 2005 be ratified.

- 4. Ratification of the acts of the Supervisory Board.**

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board in the financial year 2005 be ratified.

- 5. Appointment of company and group auditors for the financial year 2006.**

The Supervisory Board proposes that KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Munich, be appointed as Company and Group auditors for the financial year 2006.

6. Election to the Supervisory Board.

The Supervisory Board is composed in accordance with §§ 96 (1), 101 (1) of the German Stock Corporation Act (AktG) and § 7 (1) sentence 1 no. 3 of the German Co-Determination Act (MitbestG). The Annual General Meeting is not bound by nominations for election proposed by the Supervisory Board.

The term of office of Volker Doppelfeld comes to an end at the close of the Annual General Meeting on 16 May 2006.

The Supervisory Board proposes that Heinz-Joachim Neubürger, member of the Managing Board of Siemens AG, and Head of Finance/Corporate Finance, Munich, be elected as member of the Supervisory Board to represent the shareholders for a term of office up to the close of the Annual General Meeting 2009.

The candidate nominated for election is a member of the following statutorily required supervisory boards and comparable boards in Germany and abroad:

Mandates in other statutorily required supervisory boards:
Allianz Versicherungs-AG, Munich
Bayerische Börse AG, Munich

Mandates in comparable boards in Germany and abroad:
Merrill Lynch & Co., Inc., USA
Siemens Corp., USA
Siemens Ltd., China

7. Resolution for a new authorization to acquire treasury shares and to withdraw them from circulation.

The Board of Management and the Supervisory Board propose that the following resolution be taken:

- 7.1 The Company shall be authorised to acquire shares of common and/or non-voting preferred stock of the Company via the stock exchange, up to a maximum of 10 % of the share capital in place at the date of the resolution. The consideration paid by the Company per share of common or non-voting preferred stock (excluding transaction costs) shall not be more than 10% above or below the market price as determined by the opening auction on the date of trading for the relevant category of stock in the XETRA trading system (or comparably functioning successor system).

This new authorisation to acquire shares shall remain valid until 15 November 2007. The authorisation may be exercised fully or in partial amounts, in the latter case also on several occasions. The Company's shares shall not be acquired for the purpose of trading. The authorisation resolved at the Company's Annual General Meeting on 12 May 2005 (points 7.1 and 7.2 of the Agenda to the Annual General Meeting 2005) to acquire treasury shares shall be rescinded from the date on which the new authorisation passed by Annual General Meeting on 16 May 2006 becomes valid.

- 7.2 The Board of Management shall be authorised to withdraw from circulation any shares of common and/or non-voting preferred stock acquired on the basis of the new authorisation, without any requirement for a further resolution to be passed at the Annual General Meeting to withdraw those shares from circulation. The authorisation may be exercised fully or in partial amounts, in the latter case also on several occasions.

Requirements for participation and the exercise of voting rights.

As a result of the coming into force of the Corporate Integrity and Modernisation of the Contestation Law (in German abbreviated to "UMAG") on 1 November 2005 and the changes in the Articles of Incorporation brought about in the context of the new law, the requirements for participation at the Annual General Meeting and the exercising of voting rights have changed as follows:

Shareholders are only entitled to participate at the Annual General Meeting and exercise their voting rights if, prior to the meeting, they have given notice (in the form specified by § 126b of the German Civil Code), either in German or English, of their intention to participate at the meeting.

In addition, shareholders are also required to provide evidence of their entitlement to participate and to exercise their voting rights at the Annual General Meeting. For this purpose, documentary evidence of the shareholding, issued by the custodian bank (in the form specified by § 126b BGB), in either English or German, is required. The documentary evidence must refer to the beginning of 25 April 2006. It must be received by the Company at the latest by the end of 9 May 2006 and must be sent, like the notification of attendance, to the following address:

Bayerische Motoren Werke Aktiengesellschaft
c/o Bayerische Hypo- und Vereinsbank AG
FMS5HV

80311 Munich

Telefax: 089/5400-2519

E-mail: hauptversammlungen@hvb.de

In order to meet the requirements for attendance described above, shareholders are requested to contact their custodian bank and to apply for an attendance card as soon as possible.

Proxies.

Shareholders who meet the participation requirements described above, but who do not wish to attend the Annual General Meeting in person, may exercise their rights, and in particular their voting rights, via an authorised proxy, e. g. a bank or a shareholders' association.

In addition, Bayerische Motoren Werke Aktiengesellschaft provides shareholders the opportunity of exercising their rights via representatives appointed by the Company and bound to vote in accordance with the shareholder's instructions.

Shareholders who wish to make use of this service must also obtain an attendance card for the Annual General Meeting to which the related proxy authorisation is attached. In order to ensure that the attendance card is obtained in good time, applications should also be made to the custodian bank as soon as possible.

Proxies must be granted in writing. If a proxy is granted to Company representatives, the appropriate voting instructions must be issued. The proxy authorisation is invalid if this is not the case. The Company representatives are obliged to vote in accordance with the instructions given.

Counter-proposals and nominations for election.

Counter-proposals and nominations for election pursuant to §§ 126, 127 AktG relating to specific points of the agenda must be sent to:

Bayerische Motoren Werke Aktiengesellschaft
Dept. FF-2
80788 Munich
Telefax: 089/382-14661
E-mail: hv@bmw.de

All counter-proposals and nominations for election received at this address no later than two weeks prior to the date of the Annual General Meeting and which are required to be made accessible to other shareholders, will be posted on the BMW Group Internet website at www.bmwgroup.com.

Notice of the Annual General Meeting has been published in the electronic version of the German Federal Gazette on 22 March 2006.

Munich, 22 March 2006

**Bayerische Motoren Werke
Aktiengesellschaft**

The Board of Management