BMW Group

Corporate and Governmental Affairs

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Statement by Dr. Norbert Reithofer Chairman of the Board of Management of BMW AG 89th Annual General Meeting of BMW AG Munich, 14 May 2009, 10:00 a.m.

Dear Shareholders and Shareholders' Representatives, Dear Employees, Distinguished Guests, Ladies and Gentlemen,

I would like to welcome you to the 89th Annual General Meeting of BMW AG on my behalf and that of my colleagues on the Board of Management. I also bid a warm welcome to all investors following this event via the Internet.

The world in which we live is constantly changing, and the BMW Group is also changing as well. This is what I told you last year. And nothing, absolutely nothing, has changed about that.

The BMW Group needs to change. And we will do this by building on our history and tradition. Our company has existed over 90 years. Only three percent of all German companies are more than 50 years old.

The critical point for us here and now is that we will continue to follow our successful course in the decades to come.

The BMW Group, your company, has worked hard on establishing important prerequisites. And let me emphasize: We have achieved this through our own wits and as an independent company:

Company Bayerische Motoren Werke Aktiengesellschaft

80788 München

Internet

Telephone +49 (0)89 / 382-24118

www.bmwgroup.com

The BMW Group thinks and acts globally.

The BMW Group's financial footing is absolutely sound.







- The BMW Group is the world's most sustainable car manufacturer. No other company in our industry matches our economic use of resources.
- The BMW Group is the premium car manufacturer whose fleet has by far the lowest CO₂ emissions. Actually, who would have thought we had it in us?
- The BMW Group fulfilled its voluntary commitment of the European Automotive Manufacturers Association ACEA and, by 2008, even reduced CO₂ emissions by more than 25 percent. We also plan to meet the new emission performance requirements the EU has set for the years 2012 and 2015 on. This means: Excess penalty fees will not be an issue for the BMW Group.
- And last but not least: The BMW Group has set itself clear targets and a vision reaching to the year 2020 with Strategy Number ONE.

All these facts are both an expression and the result of our change process. I would say that we have a lot going for ourselves.

You, dear Shareholders, supported us in this process. I would like to take this opportunity, also on behalf of my colleagues on the Board of Management as well as all employees, to thank you for your trust and commitment – particularly in these difficult times.

Our business is to provide premium individual mobility.

- This is the foundation of our future growth and for future earnings.
- It is the foundation for safeguarding our independence.
- And it is the foundation for securing jobs.

People and society as a whole want to purchase cars. But they want them on different terms.

We understood this early on and acted accordingly.

- Strategy Number ONE is our answer. We started our strategic realignment already in the fall of 2007 with all the consequences.
- We are charting the right course for the future.

• In 2008 and the first months of 2009, we put into action numerous projects that will pay off in the long term.

Our entire industry is undergoing a fundamental shift. The economic crisis is accelerating this change – insolvencies, partial nationalizations, mergers and acquisitions.

Public awareness of certain values is rising, and these are values that have always been at the core of BMW Group's entrepreneurial spirit and policy:

To plan for the long term and act responsibly.

- We do not plan or act from one quarter to the next.
- We consider the interest and importance of all groups involved in our company's success. We have always had stakeholder approach. You as our shareholders benefit from this approach. We are very much part a part of society just like our customers, and thus strive to be a good corporate citizen.
- We assume social responsibility. Our business is premium. And premium for us means responsibility. By acting the way we do, we have a share in keeping people's trust in the free market economy.

The economic crisis is not the first performance test for the BMW Group:

- We mastered the sale of Rover in 2000.
- We overcame the period of weak sales in 1992/93.
- We defied the oil crisis in 1973. Acting anti-cyclical, we opened our plant in Dingolfing.
- And December 2009 will mark the 50th anniversary of the legendary BMW
 AGM at which Herbert Quandt and Kurt Golda gave BMW its independence.

Our successes – just like the challenges of the past – have shaped us and made us who we are today.

In the current situation, two things are crucial:

- Eirst: We will navigate our company through these difficult times with determination and foresight. We remain at the wheel and act with due measure.
- Second: We will continue to invest in new products and technologies for the mobility of tomorrow.

I would like to quote German Federal President Horst Köhler who once said: "A crisis – as bad as it may be – will also yield new and great things. ... This crisis is about finding new solutions for a new era."

We believe in ourselves and in the future of the BMW Group. And I am convinced that you do as well.

Today, I would like to touch on the following points:

- First: How did we tackle the business year 2008?
- Second: How are we dealing with the current situation?
- Third: How are we going to position the BMW Group in the future?

Straight to the first point:

The business year 2008 was characterized by two developments:

- In the <u>first half</u> of the year, we increased our retail volume. For January to June, we recorded earnings before taxes of approx. € 1.24 billion, down 35 percent from the first-half of 2007. Our business development was burdened by external factors, namely additional risk provisions and extraordinary HR expenditure. We managed to compensate for these effects. Without the additional expenditure, our result would have exceeded that of the first-half of 2007 by about € 190 million. And Group return on sales would have been at 7 percent.
- In the <u>second half</u> of the year, the negative effects of the financial and economic crises on retail volume, prices and the leasing business increased.

The situation deteriorated from month to month. In the fourth quarter in particular, we felt the full weight of the crisis.

These are our operating figures in detail:

- Automobile retail: We delivered more than 1.43 million vehicles to customers.
 This is the second best result in our company's history. No other premium manufacturer sold more vehicles in 2008 than we did. MINI and Rolls-Royce achieved new record sales. And we managed to raise our share in the global premium segment to over 25 percent.
- Motorcycle retail: The business unit Motorcycles contributed to the BMW Group's success in 2008. More than 101,600 BMW motorcycles were delivered, almost as many as in 2007 in a declining overall market. Today BMW Motorrad is the most important European manufacturer of large motorcycles. Our brand Husqvarna Motorcycles also developed well. In the first year since the acquisition of this brand by BMW, retail stood at more than 13,500 units, up 31 percent from the previous year. In 2008, Husqvarna was the world's fastest growing motorcycle brand. It was the right decision to acquire Husqvarna to extend our portfolio.
- Group revenues: BMW Group revenues declined by 5 percent last year to €
 53.2 billion.
- Earnings: The 2008 EBIT, earnings before interest and taxes, was clearly
 positive at € 921 million. Pre-tax profit stood at € 351 million, which is more
 than 90 percent below the figure in 2007. The reasons for this development
 are:
 - o First, the decline in retail.
 - Second, the extraordinary expense of over € 2.4 billion arising, above all, from risk provisions for residual values in the leasing business and credit losses as well as the HR compensation program.
- Net profit: We actually achieved a profit in an increasingly difficult economic environment. Our net profit was € 330 million, about 90 percent less than the year before.

You know that we had much more ambitious targets. That's a fact: We certainly put up a good fight, day after day! We continually challenged ourselves and our employees as well.

Despite the challenging conditions, we recorded a profit at the end of the business year 2008. Our employees worked much harder than the key figures demonstrated. This is one of the reasons why we are in a much better position today than many of our competitors.

I hope I am speaking for you as well, Ladies and Gentlemen, when I extend our sincere thanks to all our employees worldwide for their outstanding dedication.

Dear Shareholders,

We are hearing from politicians that this might be the right time to waive dividend payments.

- This is definitely not our approach and not our understanding of shareholder value.
- And it is not our understanding of fair participation of our shareholders in the company's success.

We achieved a positive result in 2008. And we are convinced of our operational strength. You as the owners of this company have a right to benefit from our performance in the business year 2008.

But I am sure you agree that the dividend for 2008 should be more modest than in the previous year.

The Board of Management and the Supervisory Board propose to issue as a dividend the net profit for the year 2008 in the amount of € 197 million. This would result in a dividend of 30 cents per ordinary share and 32 cents per preferred share.

I realize this is less than in the past. However, we think that this step is necessary and justifiable. In the long term we want you as our shareholders to participate in the company's success.

Since you, our shareholders, will be receiving a smaller dividend, both BMW Group executives and employees will also earn less money for the business year 2008 as well although they worked very hard:

- Executives will not receive this year a corporate bonus.
- Employees will not receive this year a profit sharing bonus.

We always paid out one of the highest profit sharing bonuses in the German industry. You as our shareholders supported this.

But success-based payments, Ladies and Gentlemen, require exactly that: success.

The strong decline in our Group's business performance affects all the Group's employees—the higher the position the stronger the bonus compensation component. This is right and this is what we want.

Everybody at the BMW Group is aware of the financial effects and knows that they are the result of these challenging economic times. Despite this, our employees were highly motivated and were determined to deliver top performance. And that is exactly what I expect from them.

Ladies and Gentlemen,

For you as shareholders, the dividend is important – as is the BMW share price. Last year I promised you that we would work hard on this matter.

In 2008, the stock market knew mainly one direction: down.

Given this development, BMW shares held up quite well:

- Let's have a closer look at the year 2008: On the last trading day of the year, BMW ordinary shares were traded at 49 percent below their price at the end of 2007. Compared to other European car manufacturers, BMW's preferred shares were among the most successful.
- When we look at the twelve months since the last AGM, BMW stock outperformed both the DAX index and the industry index Prime Automobile.
- Between the beginning of 2009 and yesterday's share price at market closing: BMW ordinary shares rose by 10.2 percent compared to the end of

2008, while company preferred shares increased by 15.1 percent over the same period. The German DAX declined by 1.7 percent in the same period. The automotive industry prime index also decreased by 2.9 percent. Upon announcement of the company's first-quarter figures on May 6th of this year, the BMW ordinary shares rose by 30 percent compared to the last trading day in 2008. The latest stock price development reflects our strong focus on liquidity, free cash flow and operating performance. For the BMW Group, this trend is a promise for the future and proof that we are on the right track.

I would now like to move on to my second point:

The current economic situation requires first of all financial stability. Just look at our competitive environment if you have any doubts about the importance of liquidity.

Our Group's financial footing is absolutely sound:

- At the end of 2008 our liquidity was at € 8.1 billion.
- And we managed to improve liquidity even further in the first quarter of 2009

 to approximately € 10 billion. This is on par with the liquidity of the
 Volkswagen Group with its much larger business volume. At € 220 million,
 free cash flow was also clearly positive in the first quarter.

This gives us financial security – as well as the leeway we need to shape our future.

The high liquidity attests to the fact that we initiated countermeasures to offset the effects of the economic crisis much earlier than other car manufacturers. We acted with foresight and determination. This approach is now paying off.

There are further examples to underscore this statement:

Eirst: Our financial services unit adjusted quickly to the changing situation.
 Already in the first and second quarter of 2008, we established provisions against decreasing residual values and credit losses. In addition, we shifted the focus of our activities in this field from leasing towards loan financing. However, to do without leasing is not an option. Customers expect this kind of offer, particularly in markets such as the US. And leasing customers are very loyal customers.

Second: We reduced costs, investments and capital expenditure per vehicle.
These steps do not affect our vehicle's' high quality. On the contrary:
According to the 2008 ADAC crash statistics, our models are among the best cars. For the second time in succession, the BMW X3 ranked first in the category Quality.

Let me now return to costs: I instructed all divisions and areas to tap into further efficiency potential. As a result, our fixed costs in 2008 were actually lower than in 2007. The measures based on our Strategy Number ONE are taking effect. And our costs have declined further in the first quarter of 2009. We are literally killing two birds with one stone:

- We are optimizing the current cost structure.
- At the same time, we are building a sound foundation for our profitability in the years to come.

Costs of material declined significantly as well. This target was achieved not against, but with our suppliers. It is already clear that we will considerably exceed our goal for 2012 to reduce material costs by € 4 billion. You know the developments in the supplier market. Reliable, healthy suppliers are vital to our business success. We have therefore established an internal supplier risk management system. If necessary, we will be able to initiate preventive measures in cooperation with our suppliers and other partners.

• Third: We reduced inventories substantially. We act according to our principle: Production needs to correspond with demand. Already in late 2008, we throttled production at the German plants and reduced inventories while our competitors continued to build up new stock. In the first three months of 2009, we produced fewer vehicles than we delivered. So by the end of March, we had reduced inventories even more.

We introduced temporary short-time work in the beginning of 2009. The Board of Management and the Works Council reached a mutual agreement on this point very quickly. Particularly in these difficult times the BMW way turns out to be the most efficient: Management and employees cooperate in a constructive and solution-oriented manner. As our company focuses on the long term, we want to cooperate and safeguard the jobs of our permanent

staff. Last Monday we were able to terminate the period of short-time work at Plant Regensburg ahead of schedule. And I am delighted to tell you that from the beginning of June on, Plant Leipzig will return to two-shift operation. There is strong demand for the BMW 1 Series produced there. In Germany, we are benefitting slightly from the government's scrappage incentive. Plant Leipzig is scheduled to start production of the new BMW X1 in September. In retrospect, it has become clear that we mastered the situation well because we started to eliminate temporary positions and offer voluntary redundancy to permanent staff as early as 2008.

• Fourth: As regards job reductions, we exceeded our target. That was a tough step and it was a difficult decision to make. But unfortunately, it was absolutely necessary. And it was just at the right time. As of the end of 2008, our headcount had decreased by 7,498 year-on-year. All areas were streamlined. So in the future, our personnel costs will be reduced by € 500 million a year.

On the other hand, we will continue to hire new staff, primarily engineers. In 2008, we created 226 new positions. We are also planning to recruit a few hundred new employees in particular fields in 2009.

And we continue to train young people even in these times.

As of 31 December 2008, we employed 4,102 apprentices, most of them in Germany. Apprentices make up more than five percent of our workforce. In 2009, we are once again hiring 1,100 young people to train with us. This is social responsibility à la BMW Group. And I am sure you approve of this approach, dear Shareholders.

We have implemented all these activities and many more with determination. This is now to our advantage.

Once again, the first quarter of 2009 required us to stand our ground in a very difficult environment – and we succeeded.

Our retail plunged by 21 percent in the first three months of the year.
 Nevertheless, we outperformed the premium segment as a whole.

 Group EBIT is only slightly negative at minus € 55 million. As we all know, at the beginning of 2008 the global economy was in much better shape than it is today.

The media's response was thus positive throughout:

- Spiegel headlined: "BMW's loss lower than expected."
- Handelsblatt read: "BMW's efforts are taking hold."
- And ARD-Online complimented: "BMW demonstrates its crisis management skills."

But these figures also show that it is much too early to see the end of the tunnel. The economic forecasts continue to be critical.

And this is why we will continue to act in" the here and now".

We will have a clear focus on the markets:

- We plan to sustain and strengthen our market share in the individual countries.
- We are securing a strong starting position in the race for strategically important markets.

Let's take the US as an example:

Our activities on the US market are bearing fruit. For the very first time, our BMW brand outsold Lexus on the American market in the first quarter of 2009. BMW is now the best-selling premium brand in the US.

There is still enormous potential on the US market.

- We are spending US\$ 750 million on the expansion of our plant in Spartanburg.
- We are going to produce the successor of the BMW X3 there.
- Our American BMW dealerships plan to invest a total of US\$ 300 million this year.

An important growth market is China.

China replaced the US as the world's largest automotive market in the first quarter of 2009. And in China, the share of the premium segment in the overall market is only one to two percent right now. We are accepting this challenge and capitalizing on our strengths to create further market growth.

You see, Ladies and Gentlemen, we are making the best use of this period to prepare your company for the business upturn. This crisis will truly demonstrate who has done their homework and who has not.

Our strategic approach is focused on the long term.

Which brings me to my third and last point for today: How do we plan to position the BMW Group in the future?

As shareholders you would surely like to know what is in store for the automotive industry? Let me emphasize that we are on the upward trend.

The global car markets and the demand for premium vehicles will rebound. This is in all the forecasts. And this is what we expect.

However, the general understanding of premium will change. And we have to be prepared for that as well.

With its three brands BMW, MINI and Rolls-Royce, the BMW Group is the only car manufacturer whose portfolio focuses exclusively on the premium segment – from the small car segment to the ultra-luxury class.

We are taking the term premium to the next level.

We will continue to define premium for the future.

- Premium is sustainable.
- Premium is efficient.
- Premium is innovative.

- Premium is design.
- Premium is future.

The BMW Group is on the cutting-edge in all these areas.

1.) Premium is sustainable.

The BMW Group is the world's most sustainable automotive manufacturer today.

Future mobility requires a new balance between individual and ecological requirements. This applies to both drive systems and production processes.

2008 marked the fourth consecutive year that the Dow Jones Sustainability Indexes ranked the BMW Group as the automotive industry's global sustainability leader.

You as our shareholders stand to benefit from our commitment as the capital markets increasingly recognize and appreciate sustainability as a value driver.

We have anchored sustainability in our production with our approach "Clean Production". And we will continue to set ourselves ambitious targets:

We plan to reduce the consumption of energy, water, sewage, solvent emissions as well as waste in our international production network by another 30 percent between 2006 and 2012.

This is responsibility that pays off – for us, for you and for the world in which we live.

2.) Premium is efficient.

The BMW Group has reduced fleet emissions further than any other car manufacturer.

The Federal Motor Transport Authority in Germany has confirmed our lead in the field of emission reduction:

- The average fuel consumption of our BMW and MINI cars in Germany is
 5.9 liters per 100 kilometers. This equates to carbon emissions of approx. 158 g/km. On average, newly registered cars in Germany emit 165 g CO₂/km.
- MINI's average CO₂ emissions are 138.6 grams/km.
- BMW's fleet emissions are lower than those of Germany's number one mass manufacturer and on par with car manufacturers whose portfolios primarily consist of small cars.

I consider this a convincing achievement. Let our competitors match that if they can. This is Efficient Dynamics at work.

49 BMW and MINI models comply with the strict EU5 emission requirements. The BMW 330d with the optional BMW BluePerformance technology even meets the EU6 standard taking effect in 2014.

Sheer driving pleasure starts at 4.4 liters per 100 km and 118 grams of CO₂/km. This is the performance data of BMW's new entry-level model – the BMW 116d.

With a BMW or MINI, you can travel much farther than with comparable models by our competitors. For 100 Euros

- a MINI ONE will get you from Munich to Gothenburg
- a BMW 123d from Munich to Madrid
- a BMW 320d from Munich to Athens and
- a BMW 740i from Munich to Rotterdam.

These are based on test drives. All thanks to Efficient Dynamics.

3.) Premium is innovative.

Our innovative models set new standards.

Three examples:

- Number one: The new BMW 7 Series. It is the absolute best car on the market right now. Our flagship model and its innovations are popular with both customers and the press. When "auto, motor und sport" recently chose their best cars of the year 2009, the new 7 Series dominated the luxury class not least of all due to its efficiency. The 730d only consumes 7.2 liters of diesel per 100 kilometers. In Europe, the new BMW 7 Series is already the segment leader although it was launched only a few months ago. In Germany alone, sales for the new 7 Series were up more than 80 percent in the first four months of 2009 compared to last year's figures. At the same time, competitors saw their sales deteriorating. In Austria, the federal and state governments are now driving BMW, namely the 730d and the 520d, the most environmentally friendly cars in their respective segments. Thanks to the new cars, the Austrian government will reduce carbon emissions by 43 tons a year. A strong argument for our innovative spirit and capabilities.
- Number two: The new BMW 5 Series Gran Turismo.
 This is the contemporary interpretation of the sedan concept. The 5 Series
 Gran Turismo is going to define an entirely new segment. Its unique variability
 will attract new customer groups when it goes on sale in fall. As I see it, the 5
 Series Gran Turismo is premium at its most innovative.
- And number three: In November, our X model series will be complemented by the BMW X1. This highly innovative vehicle will help the BMW brand address new customers as well.

4.) Premium is design.

In this area, we are, without a doubt, the trendsetter.

Just look at the new BMW Z4 that arrived at the dealerships last Saturday. It clearly demonstrates our trendsetting design philosophy and design language. For its contemporary interpretation of the classic roadster form, the new Z4 received the American Eyes On Design Award at the beginning of the year.

In June, both the new BMW Z4 and the new BMW 7 Series are going to receive the renowned red dot award. Please allow me to quote from the jury's statement about the new 7 Series: it convinced jurors "with its harmonious combination of elegance, sporting flair and strong presence." I couldn't have said it better.

At the MINI brand, design is also a major stimulus for buying decisions. Fifty years ago, the first MINI rolled off the assembly line. But it was the BMW Group who catapulted the iconic design of MINI, successfully into the 21st century following the brand's integration into the Group.

The same is true for Rolls-Royce. For Rolls-Royce we adapted the form of this classic car and the special tradition of this ultra-luxury brand to our times. The Phantom Coupe and the Phantom Drophead Coupe attest to that.

All our three brands – each of its own accord – are unique thanks to their extraordinary design.

5.) Premium also means future.

We are also in the forefront when it comes to new technologies and new mobility concepts. This includes hybrid technology, electric drives and mobility solutions for the world's megacities:

- BMW's first two hybrid models are scheduled to go into series production this year: the new BMW 7 Series as a mild hybrid and the BMW X6 as a full hybrid.
- The zero-emission electric-drive MINI E is the first result of project i. And it gives us a clear competitive advantage:
 - In technological respects as the MINI E already has a maximum reach of 250 kilometers and 204 hp.
 - And in trial as the MINI E will undergoing a major road test by customers in Germany, the US and the UK.

There are high expectations regarding electric mobility. California is a pioneer in this field. Governor Schwarzenegger was impressed when I presented the

MINI E to him in Los Angeles. But we need to remain realistic and reasonable, since it will take many years before electric cars will be a common sight on our roads:

- o First of all, electric cars do not meet all the various mobility demands.
- And secondly, there are many unresolved issues regarding affordable technology, battery lifecycles, infrastructure, etc. Currently carmakers, energy providers, politicians and our society are going through a learning process.
- Our long-term goal is sustainable mobility. The MINI E will provide us with relevant findings for the next step of project i the Megacity Vehicle. Many of you may be curious as what that is supposed to be. Just trust our creativity. There will be surprising solutions. But fact is: Customers will be able to decide what kind of drive system they prefer: a fully electric drive or a high-efficiency combustion engine. This vehicle will be the first of many near-zero emission vehicles. Imagine both single and double lane vehicles. I know all that sounds like a dream of a faraway future. But it isn't. We are planning to start series production of the first vehicles of this kind and bring them to the market in the first half of the next decade.

You see, Ladies and Gentlemen, we offer our customers by far the most efficient premium vehicles. Those who drive a BMW, MINI or Rolls-Royce – or maybe soon one of our Megacity Vehicles – can continue to drive guilt-free.

Sheer driving pleasure is a highly emotional experience. And obviously, pleasure is one of the best feelings people can have. So we want to enhance the emotional effect our customers have when driving our vehicles. For this very reason, we are going to launch a new advertising campaign for the BMW brand in the early summer. We are going to start in Germany and some other European countries.

We also want to be in the lead with regard to new technologies. This is why we will continue to invest considerable amounts in developing new realms of mobility. We are in a position to do this:

• because we have the financial headroom,

- the necessary expertise, and
- highly motivated employees with outstanding ideas.

Just think about the current situation in our industry. Mergers and even "a marriage made in heaven" as Fiat boss Marchionne calls it are the order of the day.

The BMW Group, on the other hand, has existed for over 90 years, and this is because we have always charted our own course.

Size is no guarantee for success. In many cases, it is best to use one's wits and intelligence. This is what the US business magazine "Fortune" recently wrote about the BMW Group.

We are confident and determined: We will continue to chart our own course in the future – on our own and independently!

Co-operations will remain an integral part of our strategy, but not at the expense of our independence. A co-operation always needs to result in a win-win situation for both parties.

- We successfully cooperate with PSA in the field of engine production for our MINI cars.
- We will extend our co-operation with Daimler on the purchase of parts and components.
- And for the MINI E we will work closely with various energy providers.

We are also going to continue the implementation of our Strategy Number ONE.

We are already harvesting the first fruits of our efforts today. But it will be mostly in the medium term that the activities initiated in the past few months will have a positive impact on our business operations.

I am not giving away a secret when I tell you that our three best-selling model series are going to be revised within the next few years. In the years 2010 to 2012, this will consist of more than half of our entire product portfolio. This will give us additional momentum.

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Profitability will improve as the new model series help us tap into new potentials. Our costs are going to decrease considerably – thanks to standardizations and the application of modules. Development and planning costs are already going down.

Our long-term profitability targets as laid out in Strategy Number ONE remain unchanged. In 2012 we plan to achieve:

- a return on capital employed of 26 percent in the automobile segment and
- an EBIT-based return on sales of 8 to 10 percent in the automobile segment.

2009 will be a challenging year for us. But we are fighting – for every vehicle, for every cent and for every employee!

Dear Shareholders, given the current developments you might ask yourselves: How many manufacturers will survive the crisis? I don't have that answer.

But there is one thing I know for sure: The BMW Group will be one of them. Take me at my word when I say: The BMW Group with its three strong premium brands will continue to have a major role in the future of global automotive industry.

The BMW Group, Ladies and Gentlemen,

- delivers top performance
- possesses a strong fighting spirit
- will create new mobility solutions for a new era!

Your company has a future! It is as simple as that.

Thank you very much for your attention!