



Rolls-Royce  
Motor Cars Limited

## **Bayerische Motoren Werke Aktiengesellschaft, Munich.**

**Document pursuant to § 4 (2) sentence 2 no. 5 Securities Prospectus Act (WpPG)**

**relating to**

**521,500 non-voting preferred bearer shares with a par value of EUR 1.00 per share  
with dividend rights from 1 January 2019**

**– ISIN DE000A2NBP98 –**

from the capital increase against cash contributions from authorised capital within the framework of the company's employee share plan resolved by the Board of Management in the year 2018 and approved by the Supervisory Board

Bayerische Motoren Werke Aktiengesellschaft (hereafter also called "BMW AG" or "Company") has offered its employees the opportunity to purchase employee shares since 1989. BMW AG wants its employees to benefit directly from the success of the Company via employee shares. It is also intended to further strengthen their bond with the Company.

The Annual General Meeting of BMW AG, Munich, held on 15 May 2014 and the special meeting of preference shareholders of the same day authorised the Board of Management of the Company to increase the share capital in the period up to 14 May 2019 with the approval of the Supervisory Board by up to EUR 5,000,000 in return for cash contributions by issuing new non-voting preferred shares ranking equally with the non-voting preferred shares issued before. The authorisation may also be exercised several times in partial amounts. The shareholders' subscription rights are excluded. The new preferred shares are to be used exclusively for the issue of employee shares to employees of the Company and its affiliates (Authorised Capital 2014). This amendment of Article 4 point 5 of the Articles of Incorporation concerning the creation of the Authorised Capital 2014 was recorded in the commercial register on 26 May 2014.

The Board of Management of Bayerische Motoren Werke Aktiengesellschaft resolved on 13 November 2018 in accordance with the authorisation in Article 4 point 5 of the Articles of Incorporation concerning the Authorised Capital 2014 to increase the share capital of the Company by EUR 521,500 from EUR 657,600,600 to EUR 658,122,100 by the issue of 521,500 new, non-voting preferred bearer shares with a par value of EUR 1.00 each (the "New Preferred Shares") at the issue price of EUR 46.26 per New Preferred Share.

The Supervisory Board (Audit Committee) approved this resolution on 20 November 2018. The New Preferred Shares were dedicated to the issue to eligible Group employees and carry dividend rights from 1 January 2019. The execution of the capital increase was recorded in the commercial register of BMW AG at the local court of Munich on 21 November 2018.

The 521,500 New Preferred Shares were issued to the employees with a blocking period until 31 December 2021. The New Preferred Shares were certified by a multiple share certificate deposited with Clearstream Banking AG, Frankfurt am Main, and have since been booked under the separate ISIN DE000A2NBP98. Following admission of the New Preferred Shares for trading and price determination on the stock exchanges of Munich (regulated market) and

Frankfurt am Main (regulated market / Prime Standard) they will be transferred to the main ISIN DE0005190037.

The aforementioned New Preferred Shares will be admitted to the regulated market of the Munich Stock Exchange as well as to the regulated market and the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard) of the Frankfurt Stock Exchange on 17 May 2019.

The inclusion of the aforementioned New Preferred Shares in the existing price determination will occur shortly after the admission.

The share capital of Bayerische Motoren Werke Aktiengesellschaft admitted for trading on the stock exchanges of Munich and Frankfurt am Main currently amounts to EUR 658,122,100 and is divided into 601,995,196 ordinary bearer shares with a par value of EUR 1.00 and 56,126,904 non-voting preferred bearer shares with a par value of EUR 1.00.

Further information regarding Bayerische Motoren Werke Aktiengesellschaft is available on the Company's website at [www.bmwgroup.com](http://www.bmwgroup.com).

Munich, May 2019

Bayerische Motoren Werke Aktiengesellschaft

UniCredit Bank AG