1. Requests for items to be added to the Agenda.

Shareholders jointly representing at least one twentieth of the share capital or a proportionate amount of € 500,000 of the share capital (equivalent to 500,000 shares of stock with a par value of € 1) may, in accordance with § 122 (2) AktG, request that items be placed on the Agenda and be disclosed. Pursuant to § 138 sentence 3 AktG, it is also sufficient for an item to be added to the Agenda of the Separate Meeting if the shares of shareholders who are allowed to participate in the vote on the special resolution jointly represent one tenth of the shares for which voting rights can be exercised in a vote on the special resolution. Each new item must be accompanied by a statement of reasons or a draft resolution. Such requests are to be addressed to the Company’s Board of Management in writing and submitted to the following address:

Bayerische Motoren Werke Aktiengesellschaft
The Board of Management
Postal address: 80788 Munich, Germany
Office address: Petuelring 130, 80809 Munich, Germany

The request must have been received by the Company at least 30 days before the meeting i. e. at the latest by 15 April 2019, 24:00 (CEST).

The petitioners shall furnish evidence that they have been holders of the shares for at least 90 days prior to the date of the receipt of the request and that they will hold the shares until the decision of the Board of Management is reached with respect to the application.

Requests for items to be added to the Agenda, which meet the legal conditions, will be published without undue delay in the German Federal Gazette (Bundesanzeiger) and forwarded to media that can be expected to publish such information throughout the European Union. Requests for items to be added to the Agenda will also be made available on the internet at www.bmwgroup.com via the link “Annual General Meeting” and communicated to shareholders.

2. Countermotions and nominations for election.

Each shareholder has the right to propose countermotions at the Annual General Meeting to the resolutions proposed by the Board of Management and/or the Supervisory Board on specific Agenda items and to propose nominations for Agenda items 5 (Election of the Auditor) and 6 (Election to the Supervisory Board) (§§ 126 (1), 127 AktG). In the Separate Meeting the holders of preferred stock are entitled to exercise such rights. If countermotions and nominations are submitted in advance they must be addressed solely to:

Bayerische Motoren Werke Aktiengesellschaft
Dept. FF-2
Postal address: 80788 Munich, Germany
Telefax: +49 89 382-11793
E-Mail: hv@bmw.de

All countermotions and nominations received at least 14 days before the meeting i. e. received at this address by no later than 1 May 2019, 24:00 (CEST), and which are required to be made accessible to the other shareholders and other
persons entitled to receive such information, will, 
upon proof of shareholder status be published 
without undue delay on the Internet at 
www.bmwgroup.com and can be accessed 
via the link “Annual General Meeting”. The 
publication includes, in addition to the counter-
motion or nomination, the name and statement of 
reasons of the shareholder and the comment of 
the management if applicable.

Pursuant to § 126 (2) AktG a countermotion and 
its accompanying statement of reasons do not 
need to be made accessible if,

(1)  the Board of Management would thereby 
become liable to prosecution;

(2)  the countermotion would result in a resolu-
tion of the Annual General Meeting that 
would be contrary to law or the Company’s 
Articles of Incorporation;

(3)  the statement of reasons contains statements 
which are obviously false or misleading in 
material respects or defamatory;

(4)  a countermotion of such shareholder based 
on the same facts has already been made 
accessible to an Annual General Meeting of 
the Company pursuant to § 125 AktG;

(5)  the same countermotion of such shareholder 
on essentially identical reasons has already 
been made accessible pursuant to § 125 
AktG to at least two of the Company’s Annual 
General Meetings within the last five years 
and less than one-twentieth of the share 
capital represented voted in favour of such 
countermotion at such meetings;

(6)  the shareholder indicates the intention not to 
attend nor to be represented at the share-
holders’ meeting; or

(7)  if the shareholder has failed to raise a coun-
termotion – previously communicated by 
the shareholder to the Company – at two Annual 
General Meetings within the last two years or 
has failed to have such countermotion raised 
on its behalf during this period.

Similarly, pursuant to § 127 sentence 3 AktG, a 
nomination for election is not required to be made 
accessible if such nomination fails to contain the 
name, occupation and place of residence of the 
nominee, or in the case of audit firms fails to con-
tain name and seat (§ 124 (3) sentence 4 AktG), 
or in the case of nominations for election of Super-
visory Board members fails to contain details of the 
relevant person’s membership in other statutory 
supervisory boards (§ 125 (1) sentence 5 AktG). 
Details of membership of Supervisory Board nom-
inees in equivalent national or foreign company 
boards should also be provided. The necessary 
information regarding the statutory rule for 
minimum gender quotas (§ 96 (2) AktG) will be 
added by the Board of Management.

The statement of reasons for a countermotion 
or nomination for election does not need to be 
made accessible if it contains more than 5,000 
characters.

If several shareholders submit countermotions for 
resolution in respect to the same subject matter, 
the Board of Management may combine such 
countermotions and statements of reasons.

3.  Right to information.

Pursuant to § 131 (1) AktG upon request, each 
shareholder will be provided with information at 
the Annual General Meeting by the Board of 
Management on the Company’s affairs, the legal 
and business relationships of the Company with 
affiliated companies and on the situation of the 
Group and of the companies included in the 
Group Financial Statements to the extent that 
such information is necessary for a proper evalu-
ation of an item on the Agenda. In the Separate 
Meeting the holders of preferred stock are entitled 
to exercise such right.

The information shall comply with the principles 
of conscientious and accurate reporting.

In accordance with § 131 (3) AktG the Board of 
Management may refuse to provide information,

(1)  if, according to sound business judgement, 
such information is likely to cause consider-
able damage to the Company or an affiliated 
company;

(2)  if such information relates to tax valuations or 
the amount of individual taxes;

(3)  on the difference between the value at which 
items are shown in the Company Financial 
Statements and a higher value of such items, 
unless the Annual General Meeting is to 
approve the Company Financial Statements;

(4)  on the accounting policies, if disclosure of 
such accounting policies in the notes to the 
financial statements suffices to provide a true 
and fair view of the Company’s net assets,
financial position and results of operations
within the meaning of § 264 (2) of the German
Commercial Code; the foregoing shall not
apply if the Annual General Meeting is to
approve the Company Financial Statements;

(5) if, by providing the information, the Board of
Management would become liable to prose-
cution;

(6) if, in the case of credit institutions or financial
services institutions, information need not be
given on the accounting policies applied and
on amounts offset in the Company Financial
Statements, the Company Management
Report, the Group Financial Statements or
the Group Management Report;

(7) if the information has been made accessible
on the Company’s website throughout a
period of at least seven days before the
beginning of, and during, the Annual General
Meeting.

The provision of information may not be refused
for any other reasons.

If information has been provided to a shareholder
in its capacity as a shareholder outside a share-
holders’ meeting, such information shall be given,
on request, to any other shareholder at the
Annual General Meeting, even if such information
is not necessary for a proper evaluation of an item
on the Agenda. The Board of Management may
not in that case refuse to provide such information
on the grounds set out in (1) to (4) above.

A shareholder who has been denied information
may demand that the request for information and
the reason for the denial of the information be
recorded in the minutes of the meeting.

Pursuant to Article 19 (2) sentence 2 of the
Articles of Incorporation the chairperson can put
a reasonable time limit on the shareholder’s right
to ask questions and speak.

Please note that the full text of the provisions of the
German Stock Corporation Act (“AktG”) mentioned
above can also be inspected on the internet, e. g. by