Notes on the Rights of Shareholders of Bayerische Motoren Werke Aktiengesellschaft.

Notes on the Rights of the Shareholders under §§ 122 (2), 126 (1), 127 and 131(1) of the German Stock Corporation Act ("AktG") in connection with § 1 (2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic ("COVID-19 Act").

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 EUR of the share capital (equivalent to 500,000 shares of stock with a par value of 1 EUR each) may, in accordance with § 122 (2) AktG, request that items be placed on the Agenda and be disclosed. Each new item must be accompanied by a statement of reasons or a draft resolution. Any 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 13 April 2020, 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/agm and communicated to shareholders.

2. Disclosure of countermotions and nominations for election.

Countermotions by shareholders to the resolutions proposed by the Board of Management and/or the Supervisory Board on specific Agenda items as well as nominations for Agenda items 5 (Election of the Auditor) and 6 (Elections to the Supervisory Board) will be published upon proof of shareholder status immediately on the internet at www.bmwgroup.com/agm – insofar as they are to be made available to other shareholders. Countermotions and nominations must have been received by the Company at the following address at least 14 days before the meeting (i.e. at the latest by 29 April 2020, 24:00 (CEST):

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

* Non-binding convenience translation.
The publication includes, in addition to the countermotion 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 resolution 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 shareholders’ meeting; or

(7) if the shareholder has failed to raise a countermotion – 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 contain name and seat (§ 124 (3) sentence 4 AktG), or in the case of nominations for election of Supervisory 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 nominees 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. Question possibility.

Shareholders who have registered for the Annual General Meeting may address questions to 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 evaluation of an item on the Agenda.

Shareholders may submit their questions via the Company’s Online-Service at www.bmwgroup.com/agm-service by 12 May 2020, 12:00 (CEST) at the latest.
The Board of Management will answer questions at the Annual General Meeting. The name of the questioner may be stated, unless he/she objects. In accordance with § 1 (2) sentence 2 of the COVID-19 Act, the Board of Management decides which questions it answers and how to answer them, based on its own dutiful and free discretion.

In any case, the Board of Management may refrain from answering questions:

(1) if, according to sound business judgement, such information is likely to cause considerable 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 prosecution;

(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.

4. **Possibility of objection.**

Shareholders may submit objections for inclusion in the minutes if they consider a resolution of the Annual General Meeting to be null and void or illegal and have exercised their voting rights via electronic communication (postal vote) or proxy authorisation. The declaration can be submitted via the Online-Service at www.bmwgroup.com/agm-service until the end of the Annual General Meeting.