

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

### Notice for Holders of Common Stock on the Convocation pursuant to § 125 German Stock Corporation Act and the Commission Implementing Regulation (EU) 2018/1212

The overview below contains the information in accordance with § 125 (1) and (5) of the German Stock Corporation Act (AktG) in conjunction with Art. 4 (1) and Table 3 of the Annex to the Commission Implementing Regulation (EU) 2018/1212 (EU-IR). The complete notice of convocation, together with the agenda, the associated resolution proposals of the Board of Management and the Supervisory Board as well as all further required information is provided on the company's website under [www.bmw-group.com/agm](http://www.bmw-group.com/agm). In particular, the notice of convocation contains the relevant information about the prerequisites for participation in the shareholders' meeting and for voting, and the procedures for postal voting or for voting by proxy (inter alia via a shareholders' association), along with other important information about the shareholders' meeting and the related shareholder rights. Regarding the proposals for the election of members of the Supervisory Board the information on their respective memberships of other Supervisory Boards and comparable domestic and foreign supervisory bodies is set out in the notice of convocation.

#### **A. Specification of the message**

1. Unique identifier of the event: Annual General Meeting of Bayerische Motoren Werke Aktiengesellschaft on 12 May 2021

**(Information acc. to EU-IR: 1b02f2eaa664eb118119005056888925)**

2. Type of message: Notice of convocation of Annual General Meeting

**(Information acc. to EU-IR: NEWM)**

#### **B. Specification of the issuer**

1. ISIN: DE0005190003 (BMW common stock)
2. Name of issuer: Bayerische Motoren Werke Aktiengesellschaft (BMW AG)

#### **C. Specification of the meeting**

1. Date of the Annual General Meeting: 12 May 2021

**(Information acc. to EU-IR: 20210512)**

2. Time of the Annual General Meeting: 10.00 a.m. (CEST)

**(Information acc. to EU-IR: 8.00 a.m. (UTC))**

3. Type of General Meeting: Annual General Meeting as virtual meeting without physical presence of shareholders or their representatives

**(Information acc. to EU-IR: GMET)**

4. Location of the Annual General Meeting

Company's online service for following the Annual General Meeting in video and audio and for exercising shareholders' rights: [www.bmwgroup.com/agm-service](http://www.bmwgroup.com/agm-service)

Place of the Annual General Meeting as defined by the AktG:  
BMW Welt, Am Olympiapark 1, 80809 Munich, Germany

**(Information acc. to EU-IR: [www.bmwgroup.com/agm-service](http://www.bmwgroup.com/agm-service))**

5. Record Date: 20 April 2021

The proof of share ownership according to § 123 (4) sentence 2 AktG must refer to the beginning of 21 April 2021. The record date according to the EU-IR, however, refers to the close of business and therefore corresponds to 20 April 2021.

**(Information acc. to EU-IR: 20210420)**

6. Uniform Resource Locator (URL)

[www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)

#### **D. Participation in the Annual General Meeting**

1. Type of participation by shareholder

Following the virtual Annual General Meeting by means of electronic video and audio transmission via the online service accessible under [www.bmwgroup.com/agm-service](http://www.bmwgroup.com/agm-service)

Exercising voting rights via postal vote

Exercising voting rights via proxy authorisation and instruction of representatives appointed by the company

Exercising voting rights via another authorised proxy (e.g. an intermediary, a shareholders' association, a proxy advisor or another person)

**(Information acc. to EU-IR: EV; PX)**

2. Issuer deadline for the notification of participation (deadline for registration)

Registration for the participation in the Annual General Meeting by 5 May 2021, 24.00 hours (CEST) (time of receipt)

Following the virtual Annual General Meeting by means of electronic video and audio transmission via the online service, exercising voting rights via postal vote, exercising voting rights via proxy authorisation and instruction of representatives appointed by the company, exercising voting rights via another authorised proxy as well as exercising of other rights related to the Annual General Meeting require a timely registration as set out above.

**(Information acc. to EU-IR: 20210505; 22.00 hours (UTC))**

3. Issuer deadline for voting

Exercising voting rights via postal vote

– Voting via postal voting form (by letter, fax or e-mail): 10 May 2021, 24.00 hours (CEST), time of receipt

**(Information acc. to EU-IR: 20210510; 22.00 hours (UTC))**

– Voting via electronic communication under [www.bmwgroup.com/agm-service](http://www.bmwgroup.com/agm-service): 12 May 2021, until the beginning of the voting procedure in the Annual General Meeting

**(Information acc. to EU-IR: 20210512)**

Exercising voting rights via proxy authorisation and instruction of representatives appointed by the company

- Proxy authorisation via proxy form (by letter, fax or e-mail): 10 May 2021, 24.00 hours (CEST), time of receipt

**(Information acc. to EU-IR: 20210510; 22.00 hours (UTC))**

- Proxy authorisation via electronic communication under [www.bmwgroup.com/agm-service](http://www.bmwgroup.com/agm-service): 12 May 2021, until the beginning of the voting procedure in the Annual General Meeting

**(Information acc. to EU-IR: 20210512)**

Exercising voting rights via another authorised proxy (e.g. an intermediary, a shareholders' association, a proxy advisor or another person)

- Authorised proxies can exercise voting rights via postal vote or via (sub)authorisation of representatives appointed by the company. The deadlines mentioned above apply.

## **E. Agenda**

### **Agenda item 1**

1. Unique identifier of the agenda item: 1
2. Title of the agenda item: Presentation of the adopted Company Financial Statements and the approved Group Financial Statements together with the combined Company and Group Management Report as of 31 December 2020 and the report of the Supervisory Board for the 2020 financial year.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: none
5. Alternative voting options: none

### **Agenda item 2**

1. Unique identifier of the agenda item: 2
2. Title of the agenda item: Resolution on the utilisation of unappropriated profit.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote

**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**

5. Alternative voting options: Vote in favour, vote against, abstention

**(Information acc. to EU-IR: VF; VA; AB)**

### **Agenda item 3**

1. Unique identifier of the agenda item: 3
2. Title of the agenda item: Resolution on the ratification of the acts of the Board of Management.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote

**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**

5. Alternative voting options: Vote in favour, vote against, abstention

**(Information acc. to EU-IR: VF; VA; AB)**

#### **Agenda item 4**

1. Unique identifier of the agenda item: 4
2. Title of the agenda item: Resolution on the ratification of the acts of the Supervisory Board.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

#### **Agenda item 5**

1. Unique identifier of the agenda item: 5
2. Title of the agenda item: Election of the auditor.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

#### **Agenda item 6.1**

1. Unique identifier of the agenda item: 6.1
2. Title of the agenda item: Elections to the Supervisory Board – Dr Marc Bitzer.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

#### **Agenda item 6.2**

1. Unique identifier of the agenda item: 6.2
2. Title of the agenda item: Elections to the Supervisory Board – Rachel Empey.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

### **Agenda item 6.3**

1. Unique identifier of the agenda item: 6.3
2. Title of the agenda item: Elections to the Supervisory Board – Prof Dr Dr hc Christoph M. Schmidt.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

### **Agenda item 7**

1. Unique identifier of the agenda item: 7
2. Title of the agenda item: Resolution on the approval of the remuneration system for the members of the Board of Management.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Advisory Vote  
**(Information acc. to EU-IR: AV; information acc. to ISO 20022: ADVI)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

### **Agenda item 8**

1. Unique identifier of the agenda item: 8
2. Title of the agenda item: Resolution on the confirmation of the remuneration of the members of the Supervisory Board.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

### **Agenda item 9.1**

1. Unique identifier of the agenda item: 9.1
2. Title of the agenda item: Resolution on amendments to §§ 16 and 17 of the Articles of Incorporation (regulations on participation in the General Meeting of Shareholders) – New version of § 16 (1) sentence 5 Articles of Incorporation.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

### **Agenda item 9.2**

1. Unique identifier of the agenda item: 9.2
2. Title of the agenda item: Resolution on amendments to §§ 16 and 17 of the Articles of Incorporation (regulations on participation in the General Meeting of Shareholders) – New version of § 17 (1) sentences 3, 4 Articles of Incorporation
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

### **Agenda item 9.3**

1. Unique identifier of the agenda item: 9.3
2. Title of the agenda item: Resolution on amendments to §§ 16 and 17 of the Articles of Incorporation (regulations on participation in the General Meeting of Shareholders) – Insertion of new subsection 2 after § 17 (1) Articles of Incorporation
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

### **Agenda item 10**

1. Unique identifier of the agenda item: 10
2. Title of the agenda item: Resolution on the approval of the Amendment Agreement of 9 March 2021 on the Profit and Loss Transfer Agreement between the Company and BMW Bank GmbH.
3. Uniform Resource Locator (URL) of the materials: [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm)
4. Vote: Binding vote  
**(Information acc. to EU-IR: BV; information acc. to ISO 20022: BNDG)**
5. Alternative voting options: Vote in favour, vote against, abstention  
**(Information acc. to EU-IR: VF; VA; AB)**

## **F. Specification of the deadlines regarding the exercise of other shareholders rights**

### **Additional agenda items acc. to Section 122 (2) AktG**

1. Object of deadline: Request for items to be added to the agenda
2. Applicable issuer deadline: 11 April 2021, 24.00 hours (CEST) (time of receipt)  
**(Information acc. to EU-IR: 20210411; 22.00 hours (UTC))**

### **Counter motions acc. to § 126 (1) AktG**

1. Object of deadline: Submission of counter motions to resolutions proposed by the Board of Management and/or the Supervisory Board on specific agenda items
2. Applicable issuer deadline: 27 April 2021, 24.00 hours (CEST) (time of receipt)  
**(Information acc. to EU-IR: 20210427; 22.00 hours (UTC))**

### **Election proposal acc. to § 127 AktG**

1. Object of deadline: Submission of election proposals regarding the election of the auditor and the elections to the Supervisory Board
2. Applicable issuer deadline: 27 April 2021, 24.00 hours (CEST) (time of receipt)  
**(Information acc. to EU-IR: 20210427; 22.00 hours (UTC))**

### **Right to ask questions according to § 1 (2) sentence 1 No. 3 in conjunction with sentence 2 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (COVMG)**

1. Object of deadline: Electronic submission of questions via the online service under [www.bmwgroup.com/agm-service](http://www.bmwgroup.com/agm-service)
2. Applicable issuer deadline: 10 May 2021, 24.00 hours (CEST) (time of receipt)  
**(Information acc. to EU-IR: 20210510; 22.00 hours (UTC))**

### **Possibility to submit statements for publication via the online service (voluntary offer without legal entitlement)**

1. Object of deadline: Electronic submission of statements in text form or in form of a video statement via the online service under [www.bmwgroup.com/agm-service](http://www.bmwgroup.com/agm-service)
2. Applicable issuer deadline: 10 May 2021, 24.00 hours (CEST) (time of receipt)  
**(Information acc. to EU-IR: 20210510; 22.00 hours (UTC))**

### **Objection to resolutions of the Annual General Meeting according to § 245 No. 1 AktG, § 1 (2) sentence 1 No. 4 COVMG**

1. Object of deadline: Electronic submission of an objection to a resolution of the Annual General Meeting via the online service under [www.bmwgroup.com/agm-service](http://www.bmwgroup.com/agm-service)
2. Applicable issuer deadline: 12 May 2021, from opening until closing of the Annual General Meeting by the chairman  
**(Information acc. to EU-IR: 20210512)**