

Countermotions and election proposals to the resolution and election proposals by the Management*

as of 27 April 2022

* Submitted countermotions and election proposals shall be deemed to have been filed at the Annual General Meeting if the shareholder making the motion is duly authorised and registered for the Annual General Meeting. Countermotions of the shareholders and the reasons are reproduced unchanged in content. This translation is non-binding and for convenience purposes only.

MOTION A

Shareholder:	Inyova Impact Investing GmbH
Registered office:	Frankfurt am Main, Germany
Motion:	Election proposal relating to agenda item 6 (election to the Supervisory Board)
Voting:	Shareholders who wish to support this election proposal vote "For the motion" on Motion A in the online service or on the postal voting/proxy form.
Information pursuant to § 127 sentence 4 AktG:	The Supervisory Board of BMW AG consists of ten members each from among the shareholders and the employees. In addition, the Supervisory Board must be composed of at least 30% women and at least 30% men. The shareholder representatives on the Supervisory Board have objected to the fulfilment of the ratio by the Supervisory Board as a whole pursuant to § 96 (2) sentence 3 AktG, so the minimum ratio for these Supervisory Board election must be fulfilled separately by the shareholder representatives. The shareholders must therefore be represented on the Supervisory Board by at least three women and three men. Excluding the Supervisory Board member whose current term is terminating at the end of the Annual General Meeting, three women and six men belong to the Supervisory Board on the shareholder side. The statutory rule for minimum gender ratio is therefore already met. The Annual General Meeting may therefore elect either a woman or a man to the Supervisory Board.



Election proposal by Inyova Impact Investing GmbH regarding agenda item 6 (election to the Supervisory Board)

Rationale

BMW Group is relying on potentially soon-to-be obsolete technologies amid an accelerating climate crisis and mobility transition. The group risks becoming the "Blackberry of Automotive".

The latest IPCC report shows that climate breakdown is happening faster than expected and that the window for action is closing fast. Public and regulatory pressure are rising quickly, representing a material risk to BMW.

The future of mobility is electric and will presumably shift from manufacturing to the provision of innovative services and solutions. The transition requires entirely new capabilities that differ strongly from traditional car making. Key competitors are moving fast, and BMW risks harming their reputation as an innovative leader by turning from pioneer to laggard within the mobility transition.

BMW undermines its science-based target by focusing on internal combustion engine-driven technologies and publicly lobbying against key climate regulation.

The group's Supervisory Board lacks diversity (in terms of age, gender, and nationality) and it is disputable whether the board's combined level of expertise regarding climate change mitigation and future mobility solutions is at an optimal level.

A change on the supervisory board would mark an important first step to allow changing course. Therefore, we nominate Prof. Susan Shaheen as a candidate for BMW Group's Supervisory Board.

We propose that Prof. Susan Shaheen, Orinda/USA, Professor in Civil and Environmental Engineering at the University of California, Berkeley, be elected as shareholder representative on the Supervisory board for a 3-year-period of office from the end of the Annual General Meeting on 11 May 2022 until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2024.

Curriculum vitae of the nominee



Prof. Susan Shaheen, PhD

Orinda, California, USA

Professor in Civil and Environmental Engineering at the University of California, Berkeley

Year/place of birth: 1966, Rochester, USA

Nationality: US American

Career and education

- Since 2019 Professor, Civil and Environmental Engineering, University of California (UC), Berkeley
- Since 2019 Director, Resilient and Innovative Mobility Initiative, UC Institute of Transportation Studies (ITS)
- Since 2007 Co-Director, Transportation Sustainability Research Center, UC ITS
- Since 2002 Director, Innovative Mobility Research, UC ITS
- 2013 - 2019 Adjunct Professor, Civil and Environmental Engineering, UC, Berkeley
- 2001 - 2007 Program Leader, Policy and Behavioral Research, California Partners for Advanced Transit and Highways (PATH)
- 2001 - 2004 Special Assistant to the Director's Office, California Department of Transportation (Caltrans)
- 2000 - 2001 Postdoctoral Scholar, Transportation and Highway Engineering, UC Berkeley
- 1993 - 1999 Graduate Student Researcher, ITS Davis, UC, Berkeley
Ph.D., Ecology, Emphasis on Energy and Environmental Engineering and Policy
- 1990-1993 Consultant to the US Department of Energy & the Environmental Protection

Agency, Washington, DC

1988 - 1990 Master of Science (MS), Public Policy Analysis, University of Rochester

Expertise and main areas of activity

Susan Shaheen is a professor in Civil and Environmental Engineering at the University of California, Berkeley and Co-Director of the Transportation Sustainability Research Center. She is widely regarded as a leading international expert and thought leader in innovative mobility and the strategic requirements in managing mobility transitions. Her experience over two decades in working with global automotive companies provides her with in-depth insights into the challenges and opportunities of the automotive business model innovation and change management. She offers an objective voice based on empirically based research understanding.

Composition targets of the Supervisory Board of BMW AG

Susan Shaheen fulfills the following composition targets of the Supervisory Board of BMW AG:

- International experience and/or special expertise in one or more markets important to the Company
 - Personality of science and research with vast experience in areas relevant to the BMW Group
 - Expertise in the following business relevant topics: Mobility, Customer needs, Digitalisation, Artificial Intelligence, Technologies, and Sustainability
 - Independent within the meaning of recommendation C.7 of the GCGC (German Corporate Governance Code)
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Membership in other statutory supervisory boards and in equivalent domestic or foreign supervisory bodies of business enterprises

None

Shareholder:	Rolf Lehnert
Place of residence:	Munich
Motion:	Counter motions relating to agenda items 3 (Ratification of the acts of the Board of Management) and 7 (Approval of the remuneration report)
Voting:	Shareholders who wish to support these counter motions vote "No" on the respective resolutions proposed by the Management.

Counter motion on agenda item 3:

The acts of the Board of Management shall not be ratified.

Reasons:

BMW has been trying its hand at mobility services for over 10 years. In the last three years alone, €1.1 billion in enterprise value has been destroyed. It is incomprehensible to me how such a small subsidiary can burn so much money. In 10 years, it has not been possible to make the business profitable and there is no end in sight to the losses.

In 2021 warranty costs amounted to €2.1 billion. The improvement over the previous year is very pleasing, but an average of €869 in quality defects per vehicle is not in line with premium standards. This is how trust in the BMW brand, built up over 100 years, can be destroyed in short time.

Counter motion on agenda item 7:

the Remuneration Report shall not be approved.

Reasons:

Page 273:

"The focus of the business strategy is the customer ...". Products with an average of € 869 quality defects per vehicle certainly do not fulfil this claim.

Page 288:

I do not consider the "quality targets in production" to have been achieved. It is incomprehensible why there are no significant reductions in remuneration here. It is inexplicable why no quality targets were set in the development of new vehicle models. A considerable part of the warranty costs is probably due to deficiencies in the construction.

"Quality requirements in the supplier network" have apparently been implemented only inadequately. Here, too, there is no discernible reduction in the remuneration.

Shareholder:	Dachverband der Kritischen Aktionärinnen und Aktionäre e.V.
Registered office:	Cologne
Motion:	Counter motions relating to agenda items 2 (Utilisation of unappropriated profit), 3 (Ratification of the acts of the Board of Management) and 4 (Ratification of the acts of the Supervisory Board)
Voting:	Shareholders who wish to support these counter motions vote "No" on the respective resolutions proposed by the Management.



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Counter motions of the Dachverband der Kritischen Aktionärinnen und Aktionäre for the Annual General Meeting of BMW AG on 11 May 2022

On agenda item 2, Resolution on the utilisation of unappropriated profit

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the resolution on the utilisation of unappropriated profit proposed by the Management be rejected.

Reasons:

While BMW AG has received short-time working allowances (*Kurzarbeitergeld*) for broad sections of its workforce in the financial year 2021, which are by now tax-funded, it is paying out a dividend that is 3.90 Euros higher than in the previous year and thus extremely high.

A responsible management, aware of the challenges of the future, would stop a dividend payout of more than 3.8 billion Euros and invest a significantly larger part of the company's profit and the release of provisions in the context of the diesel emissions scandal in the transformation of the company and the build-up of the necessary infrastructure for the operation of BMW vehicles. Therefore, the Dachverband demands that instead of distributing a dividend of € 5.80 per no-par value share entitled to dividend, only a dividend of € 0.10 per share be distributed.

On agenda item 3: Resolution on the ratification of the acts of the Board of Management

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the acts of the members of the Board of Management of BMW Group AG in the financial year 2021 shall not be ratified.

Reasons:

Public funding in the Corona pandemic is being exploited

In 2021, the BMW Group set a new sales record. Despite the Corona crisis and the shortage of semiconductors, more cars were sold than ever before. It is therefore all the more incomprehensible that BMW, similar to other corporations, continues to exploit the instrument of extending short-time working allowances implemented for the Corona crisis. At times last summer, three BMW plants were at a standstill at the same time, while at other times they were operating at almost full capacity. The board should have ensured that work was better planned and allocated.

Margin is not everything

With BMW, we can observe what is currently happening at other premium brands as well: cars are getting bigger and bigger, heavier and, in many cases, completely overpowered. Unfortunately, this also applies to the electrification of the company's product line. In the case of large and heavy electric cars with ranges of around 600 km, it should be noted that production requires many times more scarce raw materials such as lithium or cobalt as well as rare earths; this requires a lot of energy. The Group should therefore invest in the development of small, light, resource- and energy-efficient vehicles. The transformation will not only be mastered with pure luxury vehicles. Space in cities is becoming increasingly competitive and will continue to be more accessible with smaller, zero-emission vehicles.

Instead of simply converting the current BMW AG product line to electric drive now, a change in thinking must take place within the Group. Premium must be redefined, must stand for particularly environmentally friendly and resource-efficient vehicles. BMW must provide an end date for the last combustion engine.

BMW must also publicly advocate efficiency standards for electric vehicles. Just because a car is electric doesn't mean it's environmentally friendly. The energy used for production and operation must become transparent and customers must be better informed.

CO2 fleet limits, not achievable without plug-in hybrids.

With emissions of 115.9 grams per kilometre according to WLTP, the BMW Group meets the EU fleet target of a good 126 grams per kilometre according to internal calculations by around ten grams. Unfortunately, however, this is only a theoretical success, because the values are purely 'paper values'.

The real data transmitted by the Group to the EU Commission on 01.04.22, which were measured from the vehicles, are more meaningful. These are likely to deviate significantly from the official

standard values; a well-known problem. BMW must be expected to publish the real data and to inform customers in future about the real consumption of the vehicles in operation on the road. The differences between standard and real consumption continue to be particularly noticeable in the case of plug-in hybrids, which, with their unrealistically low official consumption values, have made the CO2 fleet limit values look nice and contributed significantly to their compliance last year. With a real assessment basis, compliance with the fleet limit values would in all probability not have been possible.

The evaluation by Transport and Environment shows that BMW only managed to meet the European CO2 targets for 2021 by exploiting the numerous loopholes, even though the average fuel consumption and the associated CO2 emissions of BMW's internal combustion vehicles have fallen only a little.

Counter-motion on agenda item 4: Resolution on the ratification of the acts of the Supervisory Board

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the acts of the members of the Supervisory Board of BMW Group AG in the financial year 2021 shall not be ratified.

Reasons:

Existing real values must become the basis of corporate actions

Like all other companies, BMW has had to submit the real fuel consumption figures of its passenger cars sold in Europe to the EU Commission since 1 April 2022. This is a good step, because for years the cars were optimised to the official test procedures and the grey areas created by massive lobbying were exploited to the maximum. The consequence of this is a wide difference between the official fuel consumption and related CO2 values and the real values when operating on the road. This is especially true for plug-in hybrids, where the difference between the average consumption on the road and the factory figures is likely to be particularly high. In the past BMW concentrates primarily on compliance with theoretical standard values. This must end. The Supervisory Board must ensure that the existing real values become the basis of BMW's actions.

BMW can be expected to use and publish these real values to better inform its customers. Anyone who buys a new car deserves to know what others who bought the same model last year actually consumed. And this regardless of whether it is a combustion engine, a plug-in hybrid or an electric car. This information would currently still be voluntary and would have to be provided in addition to the official labelling with the standard value. Here, the company is called upon to go beyond the legal requirements in order to guarantee the often claimed transparency.

Large limousines and SUVs are resource guzzlers

BMW still sells the vast majority of its cars with combustion engines and there is considerable room for improvement in the current product line. Large, heavy cars, regardless of whether they are pure combustion engines, plug-in hybrids or electric cars, are the opposite of sustainability;

they are resource guzzlers. The higher the power, the higher the energy consumption. This is obvious for cars with combustion engines, but of course not every electric car is an eco-mobile either. Strict environmental and resource standards must also apply here. It is good that BMW has publicly stated that it does not want to participate in the resource-intensive race for the highest range. This approach must now be followed through. In addition, new developments in battery technology must be used to minimise the use of energy and resources in the production of batteries.

Cologne, 26.04.2022 www.kritischeaktionaere.de