

# COUNTERMOTIONS AND ELECTION PROPOSALS TO THE RESOLUTIONS PROPOSED BY THE MANAGEMENT.

Please find below the countermotions and election proposals from shareholders that have been submitted to the Company by 29 April 2025, 24:00 hours (CEST) and are to be made accessible in accordance with §§ 126 and 127 AktG.

The motions and reasons are reproduced in the words of the authors. BMW AG does not endorse the opinions and factual assertions contained therein. Hyperlinks are published without prior verification.

Please note that countermotions and election proposals that are to be made accessible in accordance with §§ 126 and 127 AktG only become effective when they are presented verbally at the Annual General Meeting.

Shareholder motions aimed at rejecting a proposal by the management are reproduced below without capital letters. You can support these motions by voting "No" on the respective agenda item or by instructing your proxy accordingly.

Shareholder motions marked with a capital letter go beyond the rejection of the management proposal and aim for an alternative resolution content. If you wish to vote on these motions, please indicate "For the motion", "Against the motion" or "Abstain" for the capital letter marked.

## 2 Countermotions and election proposals to the resolutions proposed by the management.

<b>Shareholder:</b>	Dachverband der Kritischen Aktionärinnen und Aktionäre e.V.
<b>Seat:</b>	Cologne
<b>Motion:</b>	Countermotions to <ul style="list-style-type: none"><li>– Agenda item 2: Resolution on the utilisation of unappropriated profits</li><li>– Agenda item 3: Resolution on the ratification of the acts of the Board of Management</li><li>– Agenda item 4: Resolution on the ratification of the acts of the Supervisory Board</li><li>– Agenda item 7: Resolution on the approval of the Remuneration Report</li></ul>
<b>Vote:</b>	Shareholders who wish to support these countermotions will vote "No" to the resolutions proposed by the management on the corresponding agenda items.

### **Countermotion to agenda item 2: Utilisation of unappropriated profit**

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

#### **Reasons:**

The proposed dividend of 4.30 euros is too high. In view of the need to invest in climate and environmental protection and in sustainable electromobility, the Dachverband is calling for the dividend to be limited to 10 cents per share.

### **Countermotion on agenda item 3: Ratification of the acts of the Board of Management**

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the acts of Board of Management for the 2024 financial year not be ratified.

#### **Reasons:**

The Board of Management of BMW AG is not fulfilling its responsibility to take more effective measures for climate protection and human rights and is thus failing to fulfil the major social responsibility of the company.

#### **Rising greenhouse gas emissions**

In 2024, BMW recorded total greenhouse gas (GHG) emissions of around 0.84 million tonnes of CO<sub>2</sub>. Emissions therefore rose again slightly. GHG emissions per vehicle produced also rose to around 400 kg/vehicle.

[\(https://de.statista.com/statistik/daten/studie/1494131/umfrage/bmw-group-greenhouse-gas-emissions/\)](https://de.statista.com/statistik/daten/studie/1494131/umfrage/bmw-group-greenhouse-gas-emissions/) According to the BMW Annual Report, the BMW Group's CO<sub>2</sub> e-emissions in 2024, excluding biogenic CO<sub>2</sub> emissions, totalled 836,963 tonnes of CO<sub>2</sub> e in Scope 1 and 2 and 130,297,238 tonnes of CO<sub>2</sub> e in Scope 3.

### **Antitrust offence in the field of exhaust technology**

In July 2021, the EU Commission imposed a fine of 875 million euro on BMW for illegal collusion with other German car manufacturers regarding exhaust cleaning technology. Specifically, the case concerned the restriction of the development and introduction of technologies to reduce nitrogen oxide emissions in diesel vehicles, in particular through the AdBlue process. These agreements hindered competition and resulted in the non-utilisation of environmentally friendly technologies, even though they were available. Such conduct undermines trust in the company's innovative capacity and integrity, constituting a significant violation of competition law and ethical standards.

### **US accusation: BMW supplies cars with banned parts from China**

BMW is alleged to have used Chinese car parts from forced labour and knowingly supplied them to the USA until April 2024. The allegations were made public almost a year ago. The US Senate accused BMW of supplying at least 8,000 Mini-Coopers with Chinese components from forced labour to the USA which violates a US law. BMW is alleged to have installed electronic components from the Chinese region of Xinjiang in its vehicles and exported them to the USA. In 2021, the US Congress had already passed the Uyghur Forced Labour Prevention Act (UFLPA), a law to prevent forced labour by Uyghurs. The law prohibits imports of goods from Xinjiang to the USA and aims to protect the Uyghur minority from exploitation. More than 80 Chinese companies are now on the sanctions list.

### **Electric vehicles instead of plug-in hybrids**

BMW advertises its plug-in hybrid models as "the best of both worlds". "The BMW X plug-in hybrids combine efficiency and performance."

However, the disadvantages of hybrid vehicles are well-known: The complex technology requires more energy to manufacture and the vehicle weighs more than a purely combustion-powered car. If a petrol plug-in hybrid is not reliably charged, in many cases a comparable car that runs on fuel alone will be lower in CO<sub>2</sub> emissions. Compared to a fully electric car, the maintenance costs of a plug-in car are higher due to the additional upkeep required for the combustion engine. A crucial factor for the environmental impact of plug-in hybrids is individual usage, according to the ADAC: "Those who primarily use their PHEV privately or as a company car on the motorway, you will consume more fuel than with a conventional combustion engine." The automobile club's verdict on the BMW X5 plug-in hybrid is damning: "inefficient - even with a fully charged battery". In addition to a fuel

consumption of 5.4 litres, the model consumes 20.9 kWh of electricity.

<https://www.adac.de/rund-ums-fahrzeug/autokatalog/marken-modelle/auto/plug-in-hybrid/#adac-request-to-manufacturers>)

It would be consistent for BMW to refrain from the further development and production of plug-in hybrids immediately make the switch from a combustion engine to an electric vehicle.

#### **Countermotion to agenda item 4: 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 for the 2024 financial year not be ratified.

##### **Reasons:**

The Supervisory Board is not fulfilling its duty to monitor the Board of Management. Apparently, the incentives to ensure more environmentally friendly production methods and not to violate laws are too low.

##### **Present compliance violations transparently and sanction offences**

One positive aspect is that at BMW, information on potential compliance violations can be submitted anonymously and confidentially in several languages via the BMW Group SpeakUP Line as a whistleblower system and to an ombudsman's office. However, it is crucial that BMW presents these violations transparently in its sustainability reporting and sanctions them.

#### **Countermotion to agenda item 7: Approval of the Remuneration Report**

The Dachverband von Kritischen Aktionärinnen und Aktionären proposes that the Remuneration Report not be approved.

##### **Reasons:**

The climate protection measures implemented by the BMW Group's management are inadequate. The remuneration provides insufficient incentive to undertake credible emission reduction measures and comprehensive actions to fulfil human rights due diligence obligations along the "own automotive value chain".