

# SEPARATE MEETING OF PREFERRED SHAREHOLDERS

## CONVOCATION

13 May 2026



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# OVERVIEW.

## Agenda at a glance.

➤ **Item 1. Special resolution of the preferred shareholders: Approval of the resolution of the Annual General Meeting of BMW AG on 13 May 2026 under agenda item 8 regarding the conversion of all non-voting preferred shares into voting ordinary shares by eliminating the preference in dividends and on a corresponding amendment to the Articles of Incorporation.**

## Information pursuant to Implementing Regulation (EU) 2018/1212 – IR (excerpt).

A1	Unique identifier	SPCLBMW320260513BSDE0005190037 (Preferred shares)
A	Type of notification	NEWM (Convocation of the Separate Meeting of Preferred Shareholders)
B1	ISIN	DE0005190037 (preferred shares)
B2	Name of issuer	Bayerische Motoren Werke Aktiengesellschaft (BMW AG)
C1	Date of the Separate Meeting of Preferred Shareholders	20260513 (13 May 2026)
C2	Time of the Separate Meeting of Preferred Shareholders	Following the Annual General Meeting of BMW AG, but not before 11:00 UTC (1:00 p.m. CEST). The start may be delayed depending on the duration of the preceding Annual General Meeting.
C3	Type of Separate Meeting of Preferred Shareholders	SPCL (Separate Meeting of Preferred Shareholders as virtual meeting without the physical presence of shareholders or their proxies – with the exception of the voting proxies appointed by the Company)
C4	Location of the Separate Meeting of Preferred Shareholders	<a href="http://www.bmwgroup.com/smp-service">www.bmwgroup.com/smp-service</a>
C5	Record date	20260421 (21 April 2026, 24:00 hours CEST)
C6	Uniform Resource Locator	<a href="http://www.bmwgroup.com/agm">www.bmwgroup.com/agm</a>

The complete information in accordance with Implementing Regulation (EU) 2018/1212, including sections D and E, can be found at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm).

# A. CONVOCAATION AND AGENDA.

Non-binding convenience translation.

We hereby convene the Separate Meeting of Preferred Shareholders of Bayerische Motoren Werke Aktiengesellschaft (hereinafter also referred to as "BMW AG" or the "Company") with its registered office in Munich

## on Wednesday, 13 May 2026.

The Separate Meeting of Preferred Shareholders will take place following the Company's Annual General Meeting (AGM), but not before 1:00 p.m. (CEST). The start of the Separate Meeting of Preferred Shareholders may be delayed depending on the duration of the preceding AGM. The preceding AGM will take place on 13 May 2026, starting at 10:00 a.m. (CEST).

The Separate Meeting of Preferred Shareholders will be held as a virtual meeting without the physical presence of shareholders or their proxies (with the exception of the voting proxies appointed by the Company) in accordance with Sections 138, 118a of the German Stock Corporation Act (AktG). The virtual meeting will be broadcast live in full for registered shareholders on the Internet at [www.bmwgroup.com/smp-service](http://www.bmwgroup.com/smp-service) from BMW Welt, Am Olympiapark 1, 80809 Munich.

The convening of the Separate Meeting of Preferred Shareholders was announced in the Federal Gazette in due time.

### Item 1.

**Special resolution of the preferred shareholders: Approval of the resolution of the Annual General Meeting of BMW AG on 13 May 2026 under agenda item 8 regarding the conversion of all non-voting preferred shares into voting ordinary shares by eliminating the preference in dividends and on a corresponding amendment to the Articles of Incorporation.**

The share capital of BMW AG currently amounts to € 615,810,431. It is divided into 561,134,926 ordinary shares with a par value of € 1 and 54,675,505 non-voting preferred shares with a par value of € 1. The shares are bearer shares.

It is intended to convert all non-voting preferred shares of the Company into voting bearer shares, thereby eliminating the preference in dividends, so that BMW AG will subsequently have only one

class of shares (ordinary shares). In addition to eliminating the preference in dividends, further amendments to the relevant provisions of the Articles of Incorporation must also be resolved.

Agenda item 8 of the AGM of BMW AG on 13 May 2026 provides for a resolution on the conversion of preferred shares into ordinary shares by eliminating the preference in dividends and amending the Articles of Incorporation accordingly. This resolution requires the approval of the preferred shareholders, which must be passed as a special resolution at a separate meeting.

The proposed resolution for agenda item 8 of the AGM reads as follows:

**8.1** The non-voting preferred shares shall be converted into bearer ordinary shares with voting rights by eliminating the preference in dividends specified in Section 5 (2) and Section 25 (3) of the Articles of Incorporation.

**8.2** The Company's Articles of Incorporation shall be amended as follows:

– Section 5 (1) shall be deleted and replaced with the following wording:

"<sup>1</sup>The share capital amounts to € 615,810,431. <sup>2</sup>It is divided into 615,810,431 ordinary shares with a par value of € 1 each. <sup>3</sup>The shares are bearer shares."

– Section 5 (2), Section 5 (3), second half-sentence, and Section 25 (3) are repealed without replacement; the numbering is adjusted accordingly."

The Board of Management and Supervisory Board propose that this resolution of the AGM be approved by special resolution of the preferred shareholders as follows:

The preferred shareholders approve the resolution of today's Annual General Meeting under agenda item 8 on the conversion of all non-voting preferred shares into voting ordinary shares by eliminating the preference in dividends and amending the Articles of Incorporation accordingly.

A synopsis of Section 5 and Section 25 of the Articles of Incorporation in their current version with all proposed amendments in accordance with agenda item 8.2 can be found at

[www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) ([↗ Synopsis](#)). The currently valid Articles of Incorporation of BMW AG are also available ([↗ Articles of Incorporation of BMW AG](#)).

The report of the Board of Management on agenda item 1 – which is also the report to the AGM on agenda items 8 and 9 – can be found in the supplementary information under [↗ Section B](#), of this convocation document and on the Company's website at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) ([↗ Report of the Board of Management](#)).

## B. SUPPLEMENTARY INFORMATION ON THE AGENDA ITEMS.

### Re: Item 1.

#### **Report of the Board of Management to the Separate Meeting of Preferred Shareholders on item 1 of the agenda and at the same time report of the Board of Management to the Annual General Meeting of BMW AG on 13 May 2026, on items 8 and 9 of the agenda.**

Under agenda item 8, the Board of Management and Supervisory Board propose to the AGM that all non-voting preferred shares of BMW AG be converted into ordinary shares and that the Articles of Incorporation be amended accordingly by eliminating the preference in dividends.

Under agenda item 9, the Board of Management and Supervisory Board propose to the AGM that the ordinary shareholders approve the resolution under agenda item 8 by way of a special resolution.

The conversion of preferred shares into ordinary shares also requires the approval of the preferred shareholders. This is to be obtained immediately after the AGM on 13 May 2026 at a Separate Meeting of Preferred Shareholders by way of a special resolution.

The resolutions proposed by the Board of Management and Supervisory Board to the AGM 2026 and the Separate Meeting of Preferred Shareholders 2026 are based on the following considerations:

#### **1. Current share capital structure of BMW AG.**

The share capital of BMW AG amounts to € 615,810,431 and is currently divided into 561,134,926 bearer ordinary shares (91.1%) and 54,675,505 bearer preferred shares (8.9%) with a par value of € 1 each. The two classes of shares differ in that preferred shares – subject to mandatory legal requirements – do not carry voting rights at the AGM. In return, they are granted the privileges specified in the Articles of Incorporation with regard to the distribution of profits. Pursuant to Section 25 (3) (b), preferred shares are entitled to advance dividends in the amount of € 0.02 per € 1 nominal value. Pursuant to Section 25 (3), the net profit shall be appropriated in the following order: a) Subsequent payment of any arrears on dividends upon non-voting preferred shares in the sequence of their accrual; b) payment of advance dividends in the amount of € 0,02 per € 1 par value upon non-voting preferred shares; and c) uniform payment of any other dividends, upon ordinary and preferred shares, unless the General Meeting of Shareholders resolves on a different appropriation.

#### **2. Future share capital structure of BMW AG.**

The conversion of the preferred shares into ordinary shares will not change the amount of the share capital. Even after the conversion, it will remain at € 615,810,431. In future, it will consist exclusively of 615,810,431 bearer ordinary shares with a par value of €1 each. After the corresponding amendment to the Articles of Incorporation has been entered in the commercial register, the converted shares will confer voting rights in accordance with Section 141 (4) AktG. After the conversion, each share will have the same voting rights at the AGM.

The preference in dividends will therefore apply for the last time when distributing the net profit for the 2025 financial year. From the 2026 financial year onwards, the net profit earmarked for distribution will be distributed evenly among all ordinary shares.

#### **3. Planned conversion process.**

The conversion of the preferred shares is to be effected by eliminating the existing preference in dividends of the preferred shares and amending the Articles of Incorporation accordingly (modification of existing membership rights). Upon elimination of the preference in dividends, the former preferred shares will grant voting rights by operation of law (Section 141 (4) AktG). The rights of the preferred shares will be fully aligned with those of the ordinary shares; the "preferred" class of shares will thus be eliminated. The shareholders' proportion in the share capital will remain unchanged. There will be no exchange of shares or capital measures. Preferred shareholders are not required to make any additional payment.

The conversion of non-voting preferred shares into voting ordinary shares requires a resolution by the AGM to amend the Articles of Incorporation, which can be passed by a simple majority of the votes cast and, in accordance with Section 179 (2) sentence 2 AktG in conjunction with Section 21 (1) sentence 3 of the Articles of Incorporation, by a simple majority of the share capital represented at the time the resolution is passed. As a precautionary measure, it is also proposed that the ordinary shareholders approve the resolution of the AGM by way of a special resolution in accordance with Section 179 (3) AktG. This special resolution also requires a simple majority of the votes cast and, pursuant to Section 179 (3) sentence 3, (2) sentence 2 AktG in conjunction with Section 21 (1) sentence 3 of the Articles of Incorporation, a simple majority of the share capital represented at the time the resolution is passed. The special resolution of the ordinary shareholders is to be passed at the AGM under agenda item 9.

The resolution to convert the preferred shares into ordinary shares also requires the approval of the preferred shareholders by special resolution. This special resolution is to be decided upon at a Separate Meeting of Preferred Shareholders, which will take place on 13 May 2026, immediately following the AGM. Pursuant to Section 141 (3) sentence 2 AktG, the special resolution of the preferred shareholders requires a majority of at least three-quarters of the votes cast.

If the proposed resolutions are passed with the necessary majorities, the amendment to the Articles of Incorporation will be registered in the commercial register. No further action by the shareholders is required. The amendment to the Articles of Incorporation becomes effective upon entry in the commercial register, and the membership rights of the shares held by the previous preferred shareholders shall be aligned with those of the ordinary shares. The previous class of preferred shares is abolished upon entry of the amendment to the Articles of Incorporation in the commercial register.

#### 4. Consequences for the stock exchange listing; settlement.

The ordinary and preferred shares are admitted to trading on the regulated market of the Frankfurt Stock Exchange, including the sub-segment with additional post-admission requirements (Prime Standard), and on the regulated market of the Munich Stock Exchange.

The conversion will result in the expiry of the previous stock exchange listings for the preferred shares. The former preferred shares converted into ordinary shares are to be admitted to trading – as are the existing ordinary shares – on the regulated market of the Frankfurt Stock Exchange with simultaneous admission to the sub-segment with additional post-admission requirements (Prime Standard) and to the regulated market of the Munich Stock Exchange.

After the amendment to the Articles of Incorporation has been entered in the commercial register and the global certificates deposited with Clearstream Europe AG, Frankfurt am Main, have been exchanged, the custodian banks will convert their customers' holdings of preferred shares into ordinary shares. Shareholders do not need to take any action in this regard. The Company has no influence on the exact date of entry in the commercial register and thus on the effective date of the share conversion. To ensure a smooth process, the Company plans to carry out the conversion in close coordination with the Frankfurt Stock Exchange, the Munich Stock Exchange, and the relevant commercial register. A temporary suspension of trading in the Company's shares on the stock exchange is to be avoided if possible. The Company will announce the planned date of the share conversion in the Federal Gazette and by public notice.

We ask our shareholders to contact their custodian bank in good time to find out about any fees or expenses.

#### 5. Advantages and reasons for the conversion.

a) Weighting in relevant stock indices.

The share class with the highest free float market capitalization is decisive for the weighting of BMW AG shares in relevant indices (e.g., DAX and EURO STOXX 50). At BMW AG, these are the ordinary shares. The relevant market capitalization is calculated by multiplying the number of shares in free float by the current share price. The conversion of preferred shares into ordinary shares would increase the number of ordinary shares in free float by approximately 19%. The increase is facilitated by a higher free float in the preferred share capital. The resulting higher weighting of the ordinary share in important indices strengthens its inclusion in these indices. Finally, the higher weighting is also accompanied by buying impulses for passive index funds.

b) Simplification of the capital structure.

In accordance with the internationally recognized corporate governance principle "one share, one vote," the capital structure of BMW AG is to be simplified. In future, each share will grant the same rights, including voting rights. This will increase the attractiveness of the ordinary share, particularly for international and institutional investors.

c) Administrative burden and costs.

The focus on one class of shares reduces the Company's administrative burden and simplifies reporting. The conversion of preferred shares into ordinary shares also leads to minor cost savings for the Company.

#### 6. Disadvantages of the conversion.

As a result of the conversion, the previous preferred shareholders lose the preference in dividends described in section 1. In return, they receive voting rights at future AGMs.

The conversion will increase the total number of voting rights at BMW AG. This will reduce the proportionate voting weight of each ordinary share. The voting rights of existing ordinary shareholders will be diluted to the extent of the conversion; however, their capital participation will remain unchanged. Ordinary shareholders will benefit from the elimination of the preferential profit rights of preferred shareholders. In future, all shares will participate equally and uniformly in net profits.

The Company will incur one-time costs in connection with the conversion. These relate primarily to the planning and implementation of the Separate Meeting of Preferred Shareholders, standard market commissions to the custodian banks for the ISIN conversion, remuneration for the accompanying bank and the listing fees for the new ordinary shares.

**7. Final assessment.**

In proposing a 1:1 conversion, the Board of Management took into account the historically low price difference between the two classes of shares up to the ad hoc announcement of 16 December 2025, and assessed the chosen timing as balanced in light of all the advantages and disadvantages.

Overall, the Board of Management believes that the conversion is reasonable and appropriate for the Company and its shareholders. In its opinion, the advantages of a conversion clearly outweigh the disadvantages outlined above. No other means of achieving the advantages outlined above are apparent. The Supervisory Board concurs with this assessment.

## C. FURTHER INFORMATION AND NOTES.

The following information and notes relate exclusively to the Separate Meeting of Preferred Shareholders on 13 May 2026. Information on the AGM taking place beforehand can be found at [www.bmwgroup.com/agma](http://www.bmwgroup.com/agma) ([↗ Convocation of the Annual General Meeting](#)).

### 1. Total number of shares and voting rights at the time of the convocation.

At the time of the convocation, the company's share capital amounts to € 615,810,431. It is divided into 615,810,431 shares with a par value of € 1 each. The shares are divided into 561,134,926 ordinary shares and 54,675,505 preferred shares. Only preferred shareholders are entitled to participate and vote in the Separate Meeting of Preferred Shareholders. Each preferred share grants one vote. The total number of voting rights thus amounts to 54,675,505 voting rights.

The company has no voting rights from its own preferred shares in accordance with Section 71b AktG. On the date of preparation of the annual financial statements (9 March 2026), the Company held a total of 1,773,313 treasury preferred shares.

### 2. Virtual meeting.

The Board of Management of BMW AG has decided, on the basis of Sections 138 and 118a AktG in conjunction with Section 17 (2) of the Articles of Incorporation, to hold the Separate Meeting of Preferred Shareholders on 13 May 2026, as a virtual meeting without the physical presence of shareholders or their proxies (with the exception of the Company's proxies). In accordance with Section 121 (3) AktG in conjunction with Section 17 (1) of the Articles of Incorporation, the meeting will be held at BMW Welt, Am Olympiapark 1, 80809 Munich.

All members of the Board of Management and the Supervisory Board will attend the virtual meeting in person. The chair of the meeting may, in exceptional cases, allow members of the Supervisory Board to participate in the meeting by means of video and audio transmission if attendance at the venue would involve an unreasonably long journey, other travel difficulties, or health risks for the Supervisory Board member concerned.

### 3. Online service of the Company for the Separate Meeting of Preferred Shareholders.

The Company has set up two separate online services for the AGM and the Separate Meeting of Preferred Shareholders taking place on the same day.

The online service for the Separate Meeting of Preferred Shareholders can be found at:

[www.bmwgroup.com/smp-services](http://www.bmwgroup.com/smp-services)

Registered preferred shareholders can use the online service for the Separate Meeting of Preferred Shareholders to follow the separate meeting and exercise their voting rights and other shareholder rights, among other things. Shareholders will receive the access data for the online service after successful registration together with the registration confirmation (see [↗ Section 5](#)).

The online service is expected to be available to shareholders from the record date (21 April 2026).

### 4. Broadcast of the Separate Meeting of Preferred Shareholders on the Internet.

The Separate Meeting of Preferred Shareholders on 13 May 2026, will be broadcast live on the online service for registered shareholders.

Preferred Shareholders who have duly registered for the Separate Meeting of Preferred Shareholders can also follow the AGM taking place beforehand live via the online service for the Separate Meeting of Preferred Shareholders. However, following the AGM via the online service for the Separate Meeting of Preferred Shareholders does not constitute an attendance (i.e., the ability to exercise shareholder rights) in the AGM within the meaning of Sections 118, 118a AktG. To attend in the AGM, preferred shareholders must register for the AGM in the proper manner and attend virtually via the online service for the AGM.

### 5. Prerequisites for attending and exercising voting rights.

Only those preferred shareholders who have registered in text form (Section 126b of the German Civil Code – BGB) in German or English prior to the Separate Meeting of Preferred Shareholders are entitled to attend the Separate Meeting of Preferred Shareholders, to exercise their voting rights and other shareholders rights – in person or by proxy.

As part of the registration process, preferred shareholders must provide proof of their authorisation to attend, exercise voting rights and other shareholder rights at the meeting. This requires a proof of share ownership issued by the ultimate intermediary, prepared in text form (Section 126b BGB) in German or English. Proof of share ownership in accordance with Section 67c (3) AktG is sufficient.

The proof of share ownership must refer to the record date. Pursuant to Section 123 (4) sentence 2 AktG, the record date is the close of business on the 22<sup>nd</sup> day prior to the Separate Meeting of Preferred Shareholders. This is 21 April 2026 at midnight (24:00 hours CEST).

In relation to the Company, only those who have provided proof of share ownership in due form and time shall be deemed to be shareholders for the purposes of attending the Separate Meeting of Preferred Shareholders, for exercising voting rights and other shareholder rights.

Registration and proof of share ownership must be received by the Company by 6 May 2026 at midnight (24:00 hours CEST) at the following address:

Bayerische Motoren Werke Aktiengesellschaft  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
email: hv-service.bmw@adeus.de

Under the conditions set forth in Section 67c AktG, the registration may also be submitted by authorised SWIFT participants (e.g., custodian banks). SWIFT messages must be received by the Company by 6 May 2026 at midnight (24:00 hours CEST) (SWIFT Enrolment Market Deadline) using the following Business Identifier Code (BIC):

BIC: ADEUEMMXXX  
Instructions are only possible in accordance with ISO 20022.

Usually, the custodian institutions as ultimate intermediaries take care of the registration process and transmit the proof of share ownership for their clients after the clients have instructed them to register for the Separate Meeting of Preferred Shareholders. Preferred Shareholders are therefore requested to contact their respective custodian bank as early as possible to initiate their registration for the Separate Meeting of Preferred Shareholders. After registration for the meeting, preferred shareholders are still entitled to dispose of their shares.

## 6. Postal vote.

Preferred Shareholders and their proxies may cast their votes by postal ballot without attending the Separate Meeting of Preferred Shareholders. This requires proper registration for the meeting and timely proof of share ownership in accordance with the requirements described in [Section 5](#).

Electronic postal votes may be cast, changed and revoked via the online service for the Separate Meeting of Preferred Shareholders. This is possible after successful registration until the time specified by the Chairman of the Meeting at the separate meeting on 13 May 2026 at the latest.

Alternatively, preferred shareholders can also print, complete, and submit the form provided at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) ([PDF form](#)) to cast, change, or revoke postal votes. Postal votes in paper form must be received by the Company no later than by 12 May 2026 at noon (12:00 p.m. CEST), at the following address:

Bayerische Motoren Werke Aktiengesellschaft  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg

Postal votes sent by e-mail to

hv-service.bmw@adeus.de

must be received by the Company by 13 May 2026 at 10:00 a.m. (CEST).

If postal votes in paper form and additional electronic votes or voting instructions via the online service or by SWIFT are cast for the same shareholding, the Company will treat the postal votes in paper form as invalid, regardless of when they were received. In all other respects, the Company will include the last validly received statement in the voting.

## 7. Authorisation with voting instructions to the Company-appointed proxies.

Preferred Shareholders may also exercise their voting rights through proxies appointed by the Company who are bound by instructions. If preferred shareholders authorise the Company's proxies, they must give them instructions on how to vote on each resolution. The proxy may only be exercised to the extent that corresponding instructions have been given. The Company's proxies are obliged to vote in accordance with the instructions.

Authorisation with voting instructions to the Company-appointed proxies may be issued, changed and revoked electronically via the online service for the Separate Meeting of Preferred Shareholders. This is possible after successful registration until the time specified by the Chairman of the Meeting at the separate meeting on 13 May 2026 at the latest.

Alternatively, preferred shareholders can also print, complete, and submit the form provided at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) ([↗ form](#)) to issue, change, and revoke proxies with instructions to the proxies appointed by the Company. Paper proxy forms must be received by the Company no later than by 12 May 2026 at noon (12:00 p.m. CEST), at the following address:

Bayerische Motoren Werke Aktiengesellschaft  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg

Under the conditions set out in Section 67c AktG, the granting, amendment, and revocation of proxies with instructions to the proxies appointed by the Company may also be communicated by authorised SWIFT participants (e.g., custodian banks). SWIFT messages must be received by 12 May 2026 at noon (12:00 p.m. CEST), at the latest (SWIFT Vote Market Deadline), using the following Business Identifier Code (BIC):

BIC: ADEUEMMXXX

Instructions are only possible in accordance with ISO 20022.

Authorisation with voting instructions to the Company-appointed proxies sent by e-mail to

[hv-service.bmw@adeus.de](mailto:hv-service.bmw@adeus.de)

must be received by the Company by 13 May 2026 at 10:00 a.m. (CEST).

If proxies with instructions are issued in paper form for the same shareholding and additional electronic votes or voting instructions are submitted via the online service or by SWIFT, the Company will treat the proxy with instructions in paper form as invalid, regardless of the time of receipt. In all other respects, the Company will take into account the last valid declaration received when voting.

### 8. Authorisation of third parties.

Preferred shareholders who do not wish to attend the Separate Meeting of Preferred Shareholders in person or exercise their voting rights in person may be represented by proxies, such as an intermediary, a shareholders' association, a proxy advisor, or another person. This requires due registration for the Separate Meeting of Preferred Shareholders with proof of share ownership in the proper form and within the specified time limit in accordance with the requirements described in [↗ Section 5](#).

The granting of proxies, their revocation, and proof of authorisation to the Company must be in text form (Section 126b BGB).

Preferred shareholders are requested to issue and transmit proxies electronically via the online service for the Separate Meeting of Preferred Shareholders. This is possible after successful registration until the end of the separate meeting.

Preferred shareholders can also print, complete, and submit the form provided at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) ([↗ form](#)) to grant and revoke proxies. Paper proxy forms must be received by the Company by mail by 12 May 2026 at noon (12:00 p.m. CEST), at the following address:

Bayerische Motoren Werke Aktiengesellschaft  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg

Under the conditions set out in Section 67c AktG, the authorisation of third parties and its revocation may also be transmitted by authorised SWIFT participants (e.g., custodian banks). SWIFT messages must be received by 12 May 2026 at noon (12:00 p.m. CEST), at the latest (SWIFT Vote Market Deadline), using the following Business Identifier Code (BIC):

BIC: ADEUEMMXXX

Instructions are only possible in accordance with ISO 20022.

Authorisations sent by email to

[hv-service.bmw@adeus.de](mailto:hv-service.bmw@adeus.de)

must be received by the Company by 13 May 2026 at 10:00 a.m. (CEST).

Once the shareholder has successfully registered and authorised the third party, the third party will receive their own access data for the online service. To ensure that the access data for the online service is transmitted in good time, shareholders are requested to submit proxies in paper form or by email as early as possible and to provide the Company with suitable contact details for transmission.

Intermediaries, shareholders' associations, proxy advisors and persons who are deemed equivalent to such by the German Stock Corporation Act may, in conjunction with the relevant special regulation

(Section 135 AktG), stipulate different requirements with regard to their own appointment as proxies. Details of these requirements may be obtained from the relevant authorised proxies.

### 9. Request for items to be added to the agenda.

Shareholders (ordinary and preferred 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 with a nominal value of € 1 each) may, in accordance with Section 122(2) AktG, request that items be added on the agenda and be disclosed. Pursuant to Section 138 (3) AktG, shareholders who are entitled to vote on the special resolution (preferred shareholders) also have the same right if their shares together amount to one tenth of the shares from which voting rights can be exercised in the vote on the special resolution.

The persons making the request must provide evidence that they have been holders of the shares for at least 90 days prior to the date on which their request is received by the Company, and that they will continue to hold the shares until the Board of Management has acted on the request. The period is calculated in accordance with Section 70 AktG; in all other respects Section 121(7) AktG applies to the calculation of periods and deadlines. Accordingly, the day of receipt of the request shall not be counted. A postponement from a Sunday, Saturday or public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 BGB shall not apply mutatis mutandis.

Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be made in writing to the Board of Management of the Company and must be received by the Company at least 30 days prior to the Meeting, i.e. by 12 April 2026 (Sunday) at midnight (24:00 hours CEST). Submission to the following address is requested:

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

Alternatively, the request for items to be added to the agenda may also be submitted in electronic form in accordance with Section 126a BGB by e-mail including the name and a qualified electronic signature to

hv-antrag@bmw.de

Admissible requests for items to be added to the agenda received by the Company at the above address by midnight (CEST) on 12 April 2026 (Sunday) at the latest, will be published in the Federal Gazette upon proof of share ownership and the statutory holding period, including the name and place of residence or registered office of the shareholder, and will also be published on the Company's website at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) and communicated to the shareholders.

### 10. Counter motions.

In accordance with Sections 138 and 126 AktG, every preferred shareholder has the right to submit counter motions to the resolutions proposed by the Management on specific agenda items. Counter motions must be addressed exclusively to

Bayerische Motoren Werke Aktiengesellschaft  
Dept. FF-2  
Postal address: 80788 Munich

or by e-mail to

hv-antrag@bmw.de

Counter motions addressed in any other way will not be accepted.

Admissible counter motions received by the Company by 28 April 2026 at midnight (24:00 hours CEST) at the latest, will be published without undue delay at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) upon proof of share ownership, including the shareholder's name and place of residence or registered office of the shareholder as well as any statement of reasons.

Counter motions from shareholders that must be made available in accordance with Section 126 or Section 127 AktG shall be deemed to have been submitted at the time of disclosure in accordance with Section 126 (4) AktG. Preferred shareholders who have duly registered for the Separate Meeting of Preferred Shareholders may exercise their voting rights on these counter motions in accordance with Sections 6 to 8. If the shareholder who submitted the motion is not duly registered for the Separate Meeting of Preferred Shareholders, the counter motion does not have to be dealt with at the meeting.

In addition, counter motions and other motions may also be submitted during the meeting by means of video communication, i.e., as part of a speech ([↗ Section 12](#)).

Election proposals pursuant to Section 127 AktG cannot be made at the Separate Meeting of Preferred Shareholders, as the agenda for the Meeting does not include any elections.

### 11. Right to submit statements.

Pursuant to Section 130a AktG, preferred shareholders who have duly registered for the Separate Meeting of Preferred Shareholders have the right to submit statements on agenda items by means of electronic communication.

Statements may be submitted in text form or as video. They are to be submitted exclusively via the online service for the Separate Meeting of Preferred Shareholders and must be uploaded by 7 May 2026 at midnight (24:00 hours CEST).

Statements can be submitted in German or English. Statements in any other language will not be made available. The Company will not translate received statements. However, shareholders may submit their statements bilingually themselves, i.e. in German and English.

We kindly request that our shareholders limit their statements to a reasonable length to allow the Company and the other shareholders to properly review the statements. Submissions in text form should not exceed 10,000 characters (including spaces), video statements should not exceed five minutes. The submission must be made in a commonly used file format (such as MP4, AVI or MOV).

Statements to be made available will be published, including the name and place of residence or registered office of the shareholder, in the online service by 8 May 2026 at midnight (24:00 hours CEST).

Statements will not be made available if they are received by the Company late or not via the Company's online service, exceed a reasonable length, are not written in German or English, or if there is a reason for exclusion pursuant to Section 130a (3) sentence 4 AktG in conjunction with Section 126 (2) sentence 1 nos. 1, 3, and 6 AktG.

Requests to add items to the agenda (see [↗ Section 9](#)), counter motions (see [↗ Section 10](#)) or other motions in the context of a speech (see [↗ Section 12](#)) as well as questions or inquiries (see [↗ Section 13](#)) cannot be submitted by submitting a statement. The procedure for exercising these rights is described in detail in the relevant sections of this convocation document.

### 12. Right to speak.

Duly registered preferred shareholders and their proxies who follow the meeting electronically have the right to speak in the virtual Separate Meeting of Preferred Shareholders by way of video

communication pursuant to Sections 138, 118a (1) sentence 2 no. 7 AktG in conjunction with Section 130a (5) and (6) AktG. The speech may contain motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3 AktG and all types of requests for information pursuant to Section 131 (1) AktG. As the agenda of the Separate Meeting of the Preferred Shareholders does not provide for any elections, the Company points out that any election proposals would have to be rejected as inadmissible.

Preferred shareholders or their proxies who wish to speak must register via the Company's online service for the Separate Meeting of Preferred Shareholders from the beginning of the Meeting. Shareholders will receive their login data for the online service together with their registration confirmation. Shareholders or their proxies who have duly registered to speak will be called at a time determined by the Chairman of the Meeting and asked to enter a virtual waiting room. Shareholders or their proxies can access the virtual waiting room directly via the online service by clicking on a pop-up window.

Pursuant to Section 130a (6) AktG, the Company reserves the right to verify the functionality of the video communication between the shareholder and the Company at the virtual Separate Meeting of Shareholders and prior to the speech. If the proper functioning of the video communication is not ensured, the speech may be rejected.

Please also note the further information on video communication at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) ([↗ Key facts for the Shareholders' Meetings 2026](#)).

### 13. Right to request information.

Duly registered preferred shareholders and their proxies who follow the Separate Meeting of Preferred Shareholders electronically may request information from the Board of Management during the Separate Meeting of Preferred Shareholders in accordance with Sections 138, 131 (1) AktG, provided that the requested information is necessary for the proper assessment of an item on the agenda. In addition, pursuant to Section 131 (1d) AktG, there is a right to ask follow-up questions on all answers given by the Board of Management at the meeting.

At the direction of the Chairman of the Meeting, the right to request information and the right to ask questions in the virtual Separate Meeting of Preferred Shareholders may be exercised exclusively by means of video communication. The Chairman of the Meeting intends to make use of this option. In this case, questions and follow-up questions may only be asked as part of a speech during the Separate Meeting of Preferred Shareholders in accordance with [↗ Section 12](#). Questions and follow-up questions submitted by other means before or during the Separate Meeting of Preferred Shareholders will be disregarded.

#### **14. Right to object.**

Duly registered preferred shareholders and their proxies have the right to raise objections against resolutions of the Separate Meeting of Preferred Shareholders by means of electronic communications, Section 118a (1) sentence 2 no. 8 AktG in conjunction with Section 245 AktG.

Objections may be submitted via the online service from the beginning until the end of the virtual Separate Meeting of Preferred Shareholders. The notary public recording the minutes has authorised the Company to receive objections via the online service. Incoming objections are immediately forwarded to the notary from the online service.

#### **15. Other publications and supplementary information.**

The convening of the Separate Meeting of Preferred Shareholders, the documents and information to be made available, further explanations of the rights of shareholders pursuant to Section 122 (2), Section 126 (1) and (4), Section 127, Section 130a, Section 131, Section 118a (1) sentence 2 no. 8 in conjunction with Section 245 AktG, as well as supplementary information on the agenda, shall be made available on the company's website at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) from the date of the convocation. The confirmed voting results shall also be published there after the Meeting.

Preferred Shareholders and their representatives may use the online service to request confirmation of whether and how their votes were counted within one month of the date of the Meeting. Alternatively, preferred shareholders may also contact the shareholder hotline. They can be reached at +49-89-2019-0368 or by email at [hv-service.bmw@adeus.de](mailto:hv-service.bmw@adeus.de).

#### **16. Information on data protection.**

Information on the processing of your personal data in connection with the Separate Meeting of Preferred Shareholders can be found on the Internet at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm) ([↗ Information on data protection for shareholders of BMW AG](#)).

Munich, March 2026  
Bayerische Motoren Werke Aktiengesellschaft  
The Board of Management

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