

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

Non-binding convenience translation.

Below you will find the countermotions submitted by shareholders for the Annual General Meeting 2026 of BMW AG by 28 April 2026, 24:00 (CEST) and to be made accessible in accordance with Section 126 of the German Stock Corporation Act.

No election proposals were submitted to the Company within this period.

Motions and statements of reasons are reproduced in the words of the authors. BMW AG does not endorse any opinions or statements of fact. Hyperlinks are published unchecked.

Shareholder motions that are to be made accessible pursuant to Sections 126 and 127 of the German Stock Corporation Act are considered as having been proposed at the time at which they are made accessible. If the shareholder submitting the motion is not duly registered for the general meeting, the motion does not have to be dealt with at the meeting.

Shareholder motions for the rejection of a proposal by the Management are reproduced below without capital letters. You can support these motions by voting "no" to the respective agenda item.

Shareholder proposals that go beyond the mere rejection of the Management proposal and are directed at a different resolution content are generally marked with a capital letter. However, the Company did not receive this type of countermotions or election proposals within the deadline.

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

<b>Shareholder:</b>	Dachverband der Kritischen Aktionärinnen und Aktionäre e.V.
<b>Headquarters:</b>	Cologne
<b>Motion:</b>	Countermotions to – Agenda item 2: Resolution on the utilisation of unappropriated profit – Agenda item 3: Resolution on the ratification of the acts of the Board of Management
<b>Vote:</b>	Shareholders who wish to vote in favour of these countermotions vote "No" to the resolution proposals by the Management on the corresponding agenda items.

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

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

#### **Reason:**

The unappropriated profit was to be used primarily to increase provisions and strengthen retained earnings. Only a high level of liquidity will ensure the future viability of BMW AG without state dependency.

The planned distribution of more than EUR 2.6 billion is economically irresponsible in view of the transformation risks. The dividend should therefore be limited to EUR 0.10 per ordinary share and EUR 0.12 per preferred share.

#### **Investment backlog in the transformation**

The shift to pure electric mobility (BEV) and the decarbonisation of the supply chain requires enormous resources. Instead of distributing billions, these must be reserved for research, development and the BEV ramp-up in order to end dependence on combustion engines and inefficient hydrogen technologies.

#### **Strengthening risk provisioning**

BMW is facing considerable financial imponderables. These include sanctions under the Supply Chain Due Diligence Act (cobalt problem), the threat of fines if global CO2 targets are missed, and the loss of value of combustion engine production facilities (stranded assets).

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

Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the acts of the Members of the Board of Management for the 2025 financial year shall not be ratified.

**Reason:**

Despite the worsening climate crisis and clear global market trends, the Board of Management of BMW AG is adhering to risky technological diversification instead of consistently accelerating the transformation to electric mobility. This jeopardizes the Company's long-term competitiveness and carbon footprint. In addition, the Board of Management must not put profitability above the protection of elementary human rights.

**Failed hydrogen strategy at the expense of the general public**

BMW continues to rely on the promotion of hydrogen small series, although the infrastructure in Germany is shrinking massively. At the beginning of 2026, the network is expected to comprise only 50 to 70 public filling stations. It is incomprehensible why the Board of Management is pushing a technology that is energy-inefficient compared to direct electricity use. In addition, it is questionable from a regulatory point of view that BMW claims state subsidies for these projects instead of financing them itself when they are supposed to be ready for the market. This form of industrial policy appears to be economically risky in view of weak market prospects.

**Lack of dynamism in e-mobility and dependence on fossil fuels**

Dependence on the internal combustion engine remains worryingly high: over 80% of vehicles delivered in 2025 were equipped with an internal combustion engine. At 17.9%, the global share of all-electric vehicles (BEVs) in total sales is far too low and is stagnating almost at the level of previous years. The fact that the share of plug-in hybrids (PHEVs) is growing only conceals the continuing dependence on fossil fuels instead of overcoming them.

**Insufficient CO<sub>2</sub> balance and lack of global ambition**

The CO<sub>2</sub> balance illustrates the extent of the climate impact: CO<sub>2</sub>e emissions in the use phase (Scope 3) continued to be a massive 108.0 million tonnes in 2025. In total, the BMW Group's emissions amount to 119.5 million tonnes CO<sub>2</sub>e. Although BMW falls short of the EU fleet target (90.0 g/km compared to the limit of 92.9 g/km), this success is regionally limited. While the share of electrified vehicles (xEV) in the EU is already 41.1%, global performance is falling far behind. The focus on "green production" (Scope 1 & 2) with only 0.646 million tons of CO<sub>2</sub>e must not distract from the massive responsibility for the emissions of the vehicles sold.

**Strategic backward-looking approach**

In view of the EU fleet target of a ban on internal combustion engines from 2035, the Corporate target of only 50% BEV share by 2030 is completely inadequate. Instead of proactively shaping the transformation, the Board of Management is also lobbying critically against the end of fossil combustion engines. This action delays structural change and exposes the Company to the risk of falling behind technologically and regulatorily.

### **Violation of human rights due diligence obligations in the cobalt supply chain**

Another major reason for the refusal of discharge is the inadequate risk management in the raw material supply chain. Cobalt is a key component for the high-voltage batteries used by BMW. The Democratic Republic of the Congo (DRC) supplies around 70% of the world's cobalt, but at the same time it is the scene of the most serious human rights violations, including exploitative child labour and life-threatening working conditions in both industrial and small-scale mining.

BMW obtains cobalt from CMOC Group Ltd. (formerly China Molybdenum), among others, which operates large-scale mines such as Tenke Fungurume in the Congo. Reports from human rights organisations repeatedly accuse CMOC of profiting from violent displacement of the local population and inadequate security standards. Through its business relationship with CMOC, BMW is directly linked to these risks.

Under the German Supply Chain Due Diligence Act (LkSG), BMW is required to identify human rights risks throughout the supply chain and take remedial action. The Board of Management does not live up to this responsibility: The strategy of relying on certifications and audits of mine operators has proven to be insufficient, as these often do not fully reflect the reality on the ground – in particular the mixing of industrially mined cobalt with cobalt from informal mining.

By continuing to source raw materials from sources associated with systematic exploitation, BMW is violating its human rights due diligence obligations. This not only leads to massive reputational risks but also exposes the Company to legal dangers and possible fines by the BAFA.

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