

**BMW
GROUP**



ROLLS-ROYCE
MOTOR CARS LTD



BMW ANNUAL GENERAL MEETING 2022. INVESTOR PRESENTATION.

INVESTOR RELATIONS.

BMW AGM 2022.

AGM – TOPICS.

1 General topics

2 AGM – Format, interaction opportunities and agenda

3 Item 2 - Dividend

4 Item 6 – Elections to the Supervisory Board – Dr.-Ing. Hiesinger

5 Item 7 – Approval of the remuneration report

6 Item 8 – Authorisation of a Share buyback program

THE BMW GROUP IS COMMITTED TO ACHIEVING THE 1.5°C TARGET.



SCIENCE
BASED
TARGETS

DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

The BMW Group joined the “**Business Ambition for 1.5°C**” campaign launched by the internationally recognised Science-Based Targets Initiative.

This includes our commitment to achieving **climate-neutrality** along the value chain by **2050**.

It also automatically makes us a member of the **UN's Race to Zero programme**.

1.5°C

OUR MISSION: THE GREENEST ELECTRIC CAR WILL BE MADE BY BMW.
"WE DON'T DO SUSTAINABILITY AT BMW. WE MAKE BMW SUSTAINABLE."



Sustainability Targets

1.5°C

10
million

BEVs in
the next
10 years

Use Phase

-50%

CO₂ per car during
use phase
2030 vs. 2019

Lifecycle

-40%

CO₂ per car during
entire lifecycle
2030 vs. 2019

Share of
secondary materials
will increase to

50%

on average
per car

SUSTAINABILITY AND CLIMATE RISK REPORTING IN THE BMW GROUP REPORT 2021.



Task Force on Climate-Related Financial Disclosures

Reporting on the management of climate-related risks and opportunities in the TCFD-related reporting section.



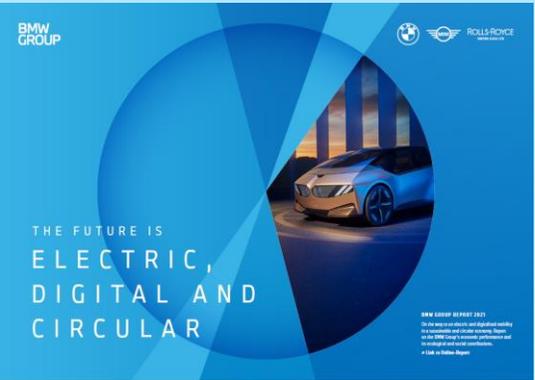
Introduction of a standardised system to classify what is sustainable.

The BMW Group starts to report the taxonomy-eligible proportion of revenues, capital expenditures and operational expenditures for the first two environmental objectives (Climate change mitigation and Climate change) adaptation.*



Sustainability Accounting Standard Board

Introduction of the ESG-reporting in line with the requirements of the Sustainability Accounting Standards Board.



* From the reporting years 2022 and 2023 onwards, the reporting requirements are to be successively expanded to include the taxonomy-aligned proportion of revenues, capital and operational expenditures and to all environmental objectives.

BMW AGM 2022.

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BMW ANNUAL GENERAL MEETING 2022.

FORMAT OF AGM AND OVERVIEW OF INTERACTION OPPORTUNITIES.

AGM FORMAT



Format

- ✓ The Annual General Meeting will be held as a **virtual Annual General Meeting without the physical presence of the shareholders** or their proxies - with the exception of the proxies of the Company.

INTERACTION OPPORTUNITIES



Right to speak

- ✓ Shareholders may **submit statements** with reference to an item on the agenda **in text form or by video** (viewable by registered shareholders before and during the Annual General Meeting).
- ✓ In addition, it is planned to play video statements by shareholders during the Annual General Meeting.



Right to ask questions

- ✓ **Publication of summaries or topics of speeches** by the Board of Management and Supervisory Board is planned before the deadline for submitting questions.
- ✓ Shareholders who have registered for the Annual General Meeting may **address questions to the Board of Management on matters concerning the Company.**



Opportunity to ask follow-up questions

- ✓ The Company also allows shareholders to ask **follow-up questions** on a voluntary basis.
- ✓ The number of follow-up questions is limited to **one per question originally asked** and a total of **two follow-up questions** per shareholder.

BMW AGM 2022.

OVERVIEW ON THE AGENDA AND PROPOSED RESOLUTIONS.*

Item	Subject	Voting
Item 1	Company and Group Financial Statements, Management Report and Report of the Supervisory Board	No voting
Item 2	Utilisation of unappropriated profit Management proposal: dividend distribution of € 5.82 per preference share and € 5.80 per common share	Yes / No / Abstain
Item 3	Ratification of the acts of the Board of Management	Yes / No / Abstain
Item 4	Ratification of the acts of the Supervisory Board	Yes / No / Abstain
Item 5	Election of the auditor Management proposal: PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main	Yes / No / Abstain
Item 6	Election to the Supervisory Board Management proposal: re-election of Dr-Ing Heinrich Hiesinger	Yes / No / Abstain
Item 7	Approval of the remuneration report	Yes / No / Abstain
Item 8	Authorisation to acquire and utilise treasury shares, including redemption of shares and reduction of share capital, and to exclude subscription rights	Yes / No / Abstain
Item 9	Approval of Amendment Agreements to existing Profit and Loss Transfer Agreements between BMW AG and six subsidiaries	–
	9.1 Amendment Agreement with Bavaria Wirtschaftsagentur GmbH	Yes / No / Abstain
	9.2 Amendment Agreement with BMW Anlagen Verwaltungs GmbH	Yes / No / Abstain
	9.3 Amendment Agreement with BMW Bank GmbH	Yes / No / Abstain
	9.4 Amendment Agreement with BMW Fahrzeugtechnik GmbH	Yes / No / Abstain
	9.5 Amendment Agreement with BMW INTEC Beteiligungs GmbH	Yes / No / Abstain
	9.6 Amendment Agreement with BMW M GmbH Gesellschaft für individuelle Automobile	Yes / No / Abstain

* Abridged representation. The wording of the agenda items and the proposed resolutions as published in the Federal Gazette (Bundesanzeiger) on 29 March 2022 shall be authoritative.

BMW AGM 2022.

AGM – TOPICS.

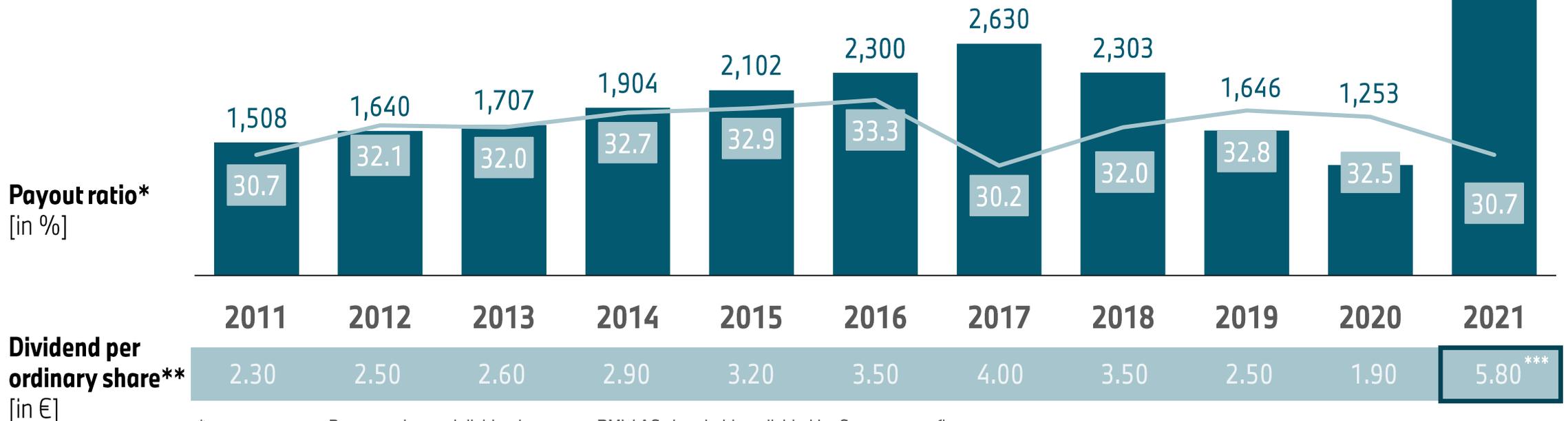
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ITEM 2 – DIVIDEND.

CONSISTENTLY RELIABLE DIVIDEND PAYOUTS TO BMW SHAREHOLDERS.

Total Dividend payout to BMW AG shareholders [in m€]

Strategic Target Payout Ratio: 30-40%.



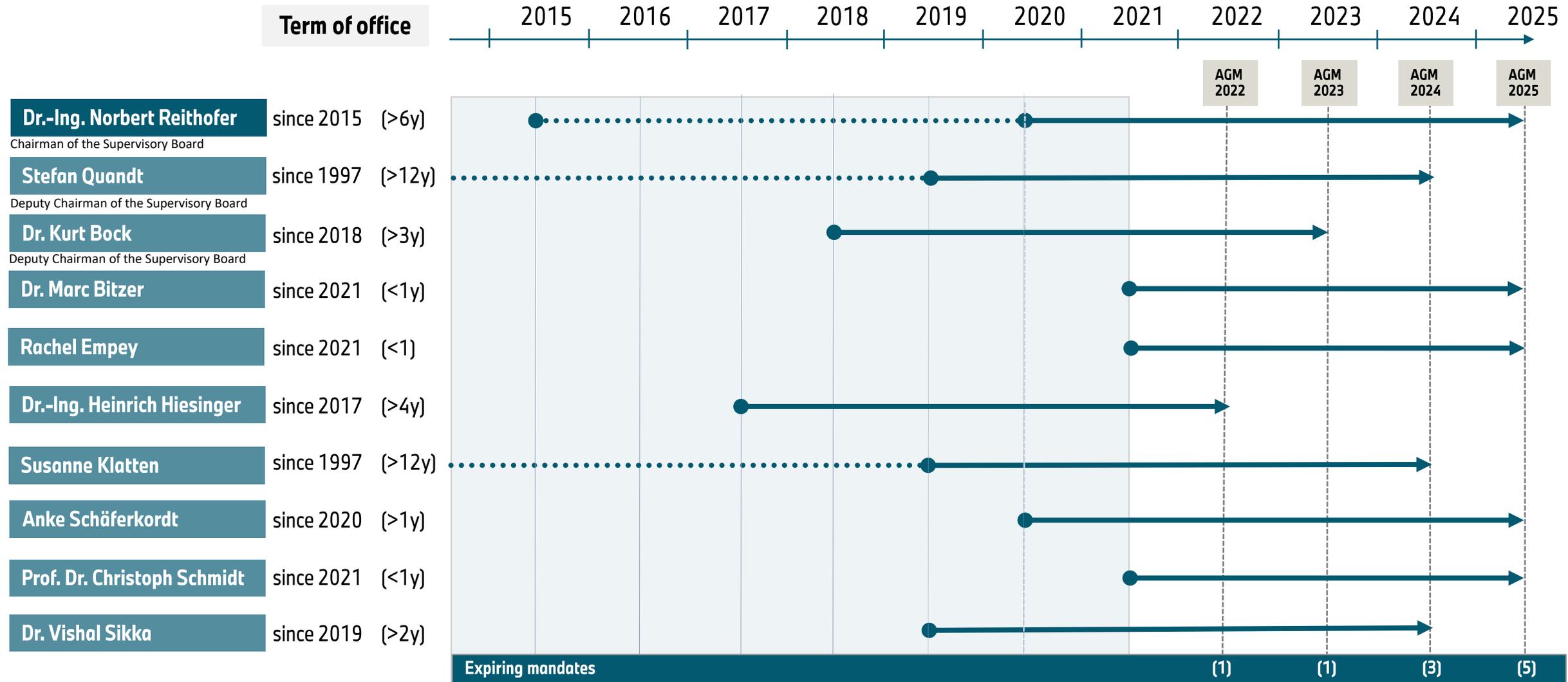
* Payout ratio: total dividend payout to BMW AG shareholders divided by Group net profit.
 ** Preferred stocks receive an additional dividend of € 0.02 per share.
 *** Proposed Dividend by Management.

BMW AGM 2022.

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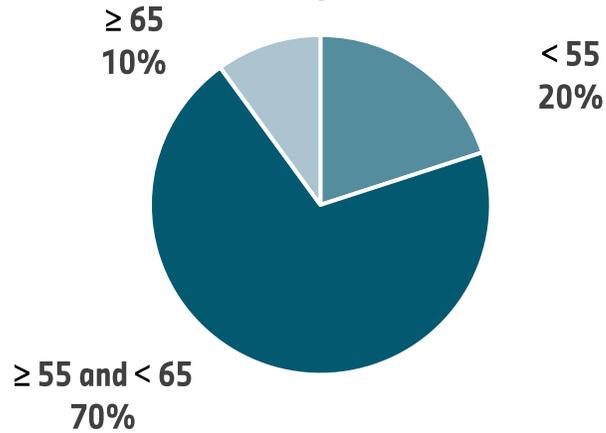
BMW AG – SUPERVISORY BOARD. STAGGERED TERMS FOR SHAREHOLDER REPRESENTATIVES.



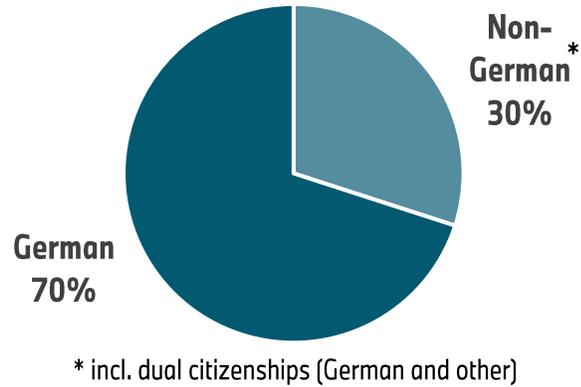
BMW AG SUPERVISORY BOARD - SHAREHOLDER REPRESENTATIVES.

WELL BALANCED STRUCTURE.

Age

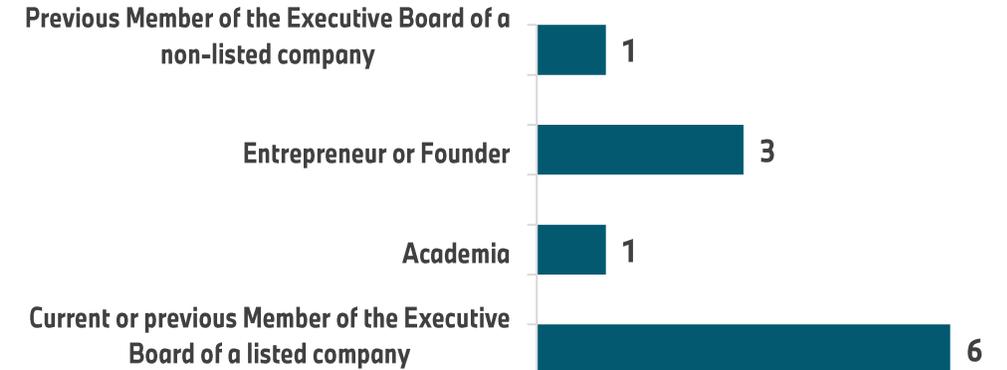


Nationality

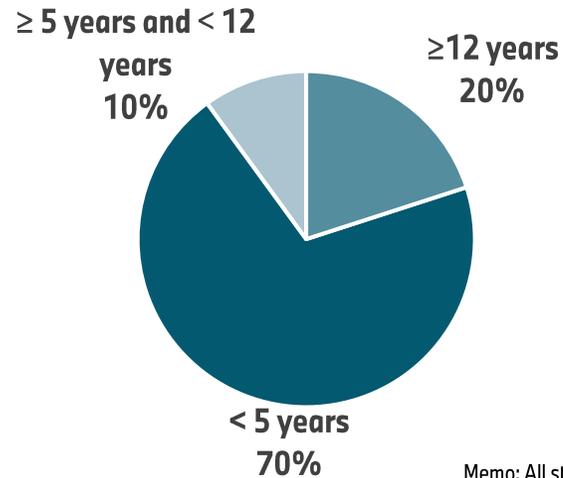


Professional Experience

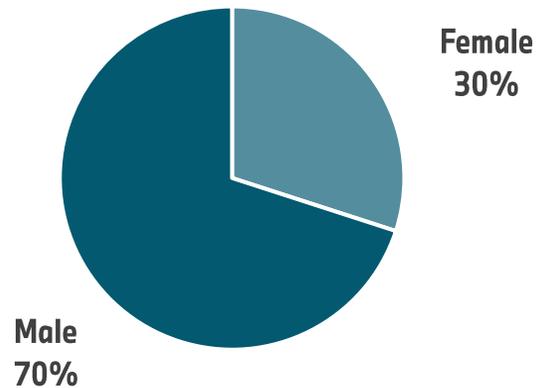
- Type of Work - (multiple nominations)



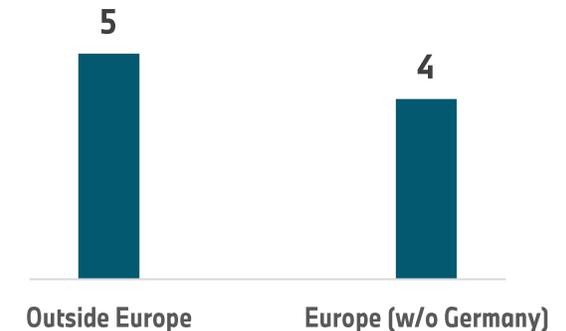
Term of Office



Gender



- Previous working experience abroad - (multiple nominations)



Memo: All statistics shown refer to shareholder representatives only as of March 2022.

BMW AG - SUPERVISORY BOARD. STAGGERED TERMS FOR SHAREHOLDER REPRESENTATIVES.



Dr.-Ing. Heinrich Hiesinger



Susanne Klatten



Stefan Quandt



Dr. Vishal Sikka

**Expiring
Mandates in**

2022

2023

2024

2025



Dr. Kurt Bock



Dr.-Ing. Norbert Reithofer



Dr. Marc Bitzer



Rachel Empey



**Anke
Schäferkordt**



**Prof. Dr. Christoph
Schmidt**

ITEM 7 – ELECTIONS TO THE SUPERVISORY BOARD.

SUPERVISORY BOARD'S ELECTION PROPOSAL: DR.-ING. HEINRICH HIESINGER.



Dr.-Ing. Heinrich Hiesinger, Chairman of the Supervisory board of ZF Friedrichshafen AG*

- Since 2022 - Chairman of the Supervisory board of ZF Friedrichshafen AG. Previously Chief Executive Officer of thyssenkrupp AG until 2018, member of the Board of Management of Siemens AG.
- **Many years of management experience with international companies. Extensive expertise** in the areas of technologies, product development, production, automation, digitalisation, compliance and sustainability.
- Knowledge about **special tasks of globally distributed corporate functions** through managerial roles **in Germany and abroad** with expertise across the **entire value chain of the automotive industry**. Supporting the work of the Supervisory Board, especially in the areas of **compliance and sustainability**.

Composition targets and diversity concept

- **International experience** and/or **special expertise** in one or **more markets outside Germany** that are **important for the company**.
- **Experience** in the **management and/or supervision** of another **large company**.
- Expertise in the following topics relevant to the company: **mobility, digitalisation, compliance, technologies and sustainability**.
- **Independent** within the meaning of recommendation C.7 of the GCGC (German Corporate Governance Code).

Membership in other statutory supervisory boards and equivalent national or foreign company boards

- Deutsche Post AG, Fresenius Management SE*, ZF Friedrichshafen AG* * not publicly listed

Election Proposal

- Period of office from the end of the AGM 2022 until the end of the AGM at which the ratification of the acts of the Supervisory Board is resolved for the FY-2025 (4 years).

BMW AG - SUPERVISORY BOARD.

Shareholder Representatives



Dr.-Ing. Norbert Reithofer
since 2015

Chairman of the
Supervisory Board



Stefan Quandt
since 1997

Deputy Chairman of the
Supervisory Board



Dr. Kurt Bock
since 2018

Deputy Chairman of the
Supervisory Board



Dr. Marc Bitzer
since 2021



Rachel Empey
since 2021



Dr.-Ing. Heinrich Hiesinger
since 2017



Susanne Klatten
since 1997



Anke Schäferkordt
since 2020



Prof. Dr. Christoph Schmidt
since 2021



Dr. Vishal Sikka
since 2019

Employee Representatives



Manfred Schoch
since 1988

Deputy Chairman of the
Supervisory Board



Stefan Schmid
since 2007

Deputy Chairman of the
Supervisory Board



Christiane Benner
since 2014



Bernhard Ebner
since 2021



Johann Horn
since 2021



Jens Köhler
since 2021



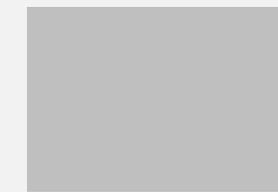
Dr. Dominique Mohabeer
since 2012



Sibylle Wankel
since 2022



Dr. Thomas Wittig
since 2019



N.N.

SUPERVISORY BOARD - CURRENT COMPETENCE PROFILE.

Shareholder Representatives



Dr.-Ing. Norbert Reithofer
Mobility, Technology,
Customer Needs

**Financial Expert (Audit)
in Audit Committee
Chairman of the
Supervisory board**



Stefan Quandt
Energy Supply, Digital
Security

**Deputy Chairman of the
Supervisory board**



Dr. Kurt Bock
Chemistry, IT, Sustainability,
Capital Markets

**Financial Expert
(Audit & Accounting) in
Audit Committee**

**Deputy Chairman of the
Supervisory board**



Dr. Marc Bitzer
Technology, Customer Needs,
Supply Chain, Capital Markets



Rachel Empey
Mobility, Customer Needs,
Capital Markets, IT, Financial
Services



Dr.-Ing. Heinrich Hiesinger
Mobility, Digitalisation,
Compliance, Technology,
Sustainability



Susanne Klatten
Future Technologies,
Materials Technologies,
Human Resources



Anke Schäferkordt
Communications, Media



Prof. Dr. Christoph Schmidt
Science, Sustainability,
Resources, Human Resources



Dr. Vishal Sikka
Digitalisation, Art.
Intelligence, IT, Business
Transformations

Employee Representatives



Manfred Schoch
Mobility, Human Resources,
Customer Needs

**Deputy Chairman of the
Supervisory board**



Stefan Schmid
Mobility, Human Resources,
Chemistry

**Deputy Chairman of the
Supervisory board**



Christiane Benner
Mobility, Digitalisation,
Change Management



Bernhard Ebner
Mobility, Human Resources



Johann Horn
Mobility, Human Resources



Jens Köhler
Mobility, Human Resources



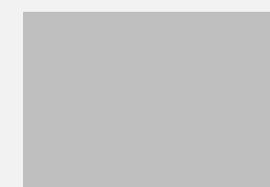
Dr. Dominique Mohabeer
Digitalisation, IT, Human
Resources



Sibylle Wankel
Mobility, Human Resources,
Compliance



Dr. Thomas Wittig
Financial Services



N.N.

BMW AG – PRESIDING BOARD AND SUPERVISORY BOARD COMMITTEES.

Presiding Board (Präsidium)		Personnel Committee (Personalausschuss)		Audit Committee (Prüfungsausschuss)		Nomination Committee (Nominierungsausschuss)		Mediation Committee (Vermittlungsausschuss)	
									
Dr.-Ing. Norbert Reithofer Chairman	Manfred Schoch	Dr.-Ing. Norbert Reithofer Chairman	Manfred Schoch	Dr. Kurt Bock Chairman, Financial Expert (Accounting & Audit)	Dr.-Ing. Norbert Reithofer Financial Expert (Audit)	Dr.-Ing. Norbert Reithofer Chairman	Dr. Kurt Bock	Dr.-Ing. Norbert Reithofer Chairman	Manfred Schoch
									
Stefan Quandt	Stefan Schmid	Stefan Quandt	Stefan Schmid	Manfred Schoch	Stefan Quandt	Susanne Klatten	Stefan Quandt	Stefan Quandt	Stefan Schmid
									
Dr. Kurt Bock		Dr. Kurt Bock		Stefan Schmid					

▲ Employee representatives

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ITEM 7 - SUMMARISED OVERVIEW.

APPROVAL OF THE REMUNERATION REPORT (1/2).

-
- For the financial year 2021 the **revised remuneration system** for the Board of Management, which was approved by the AGM 2021 with a majority of 91.60%, was **applied for the first time**.
 - The **remuneration report** was prepared **according to the new requirements of § 162 of the German Stock Corporation Act (AktG)**.
 - In addition to the legally required formal examination the **auditing firm PwC** has audited the remuneration report by way of a voluntary **substantive examination**.
 - The **Supervisory Board has determined the remuneration** of the members of the Board of Management **within the framework of the remuneration system**. The **option to make adjustments** or to deviate from the remuneration system due to extraordinary developments was **not applied**.
 - The **caps for the overall remuneration** as well as for the **components of the variable remuneration** were **observed**.
-

ITEM 7 - SUMMARISED OVERVIEW.

APPROVAL OF THE REMUNERATION REPORT (2/2).

- Approximately **38% of the variable target remuneration** for vesting year 2021 **was linked to environmental, social or governance targets (ESG-targets)**. The share of the **actual variable remuneration for vesting year 2021 linked to ESG-targets** amounts to approximately **27%**.¹ This is due to the high level of achievement with respect to the financial targets.
- The share of the **long-term share-based remuneration (SbR; personal cash investment amount)** amounts to **approximately 52 % of the total variable remuneration for vesting year 2021**.
- Based on the **share ownership guidelines** the **personal cash investment amount** has to be used by the board members to **acquire BMW shares** with a minimum holding period of four years.
- The remuneration granted for the financial year 2021 as set out in the remuneration report includes, according to the requirements of § 162 AktG, the **performance cash plan 2019-2021** and the **share-based remuneration component (matching component) 2016**, which are **variable remuneration components granted for earlier vesting years (2016, 2019)**.
- The Supervisory Board **did not see a reason to withhold** the payment of variable remuneration (**malus**) or to make use of **clawback** rules regarding variable remuneration already paid.
- In **accordance with the articles of association**, the **remuneration of the supervisory board members** consists of a **fixed remuneration only**.

¹ Statements on the relative proportion of remuneration components relate to remuneration for the vesting year 2021, unless otherwise noted.

TARGET ACHIEVEMENT VARIABLE REMUNERATION FOR VESTING YEAR 2021.¹

			Minimum value	Target value	Maximum value	Actual value	Target achievement		
Fixed remuneration	Base remuneration and fringe benefits	Profit attributable to shareholders of BMW AG (in € billion)	3.0	5.3	11.0	12.4	180%		
		Group return on sales after tax (in %)	3.0	5.6	9.0	11.2			
Bonus	Earnings component		Weighting ³	Minimum value	Target value	Maximum value	Actual value	Target achievement	
		Interdepartmental targets – ESG	50%	0%	100%	180%	107.0%	106%	
		Interdepartmental targets – Other	40%	0%	100%	180%	102.5%		
Departmental targets	10%	0%	100%	180%	[113.1-118.1%] ²				
Share-based remuneration	Personal investment cash amount		Weighting ³	Minimum value	Target value	Maximum value	Actual value	Target achievement	
		RoCE in the Automotive Segment	50%	10.00%	16.00%	45.00%	59.9%	180%	
		Strategic focus targets							
		Reduce CO ₂ fleet emissions in the EU (g/km WLTP)	25%	125	114	100	115.9	91%	
		Sales of all-electric vehicles (units)	12.5%	75,000	101,000	170,000	103,854	103%	
		Sales of plug-in hybrid vehicles (units)	12.5%	180,000	241,000	400,000	224,460	86%	

¹ Simplified depiction. For a detailed description see page 284 et. seqq. of the BMW Group Report 2021.

² Individual target achievement.

³ Target level.

TARGET AND ACTUAL REMUNERATION FOR VESTING YEAR 2021.¹

		Chairman of the board ²		Chairman of the board ²		Board member 1 st period of office ³		Board member 1 st period of office ³		Board member 2 nd period of office ⁴		Board member 2 nd period of office ⁴	
		Target remuneration		Actual remuneration		Target remuneration		Actual remuneration		Target remuneration		Actual remuneration	
		in €	in %	in €	in %	in €	in %	in €	in %	in €	in %	in €	in %
Fixed remuneration	Fixed remuneration	1,950,000	30	1,950,000	24	900,000	30	900,000	24	1,050,000	30	1,050,000	23
	Fringe benefits ⁵	50,000	1	19,355	0.2	50,000	2	50,000	1	50,000	1	50,000	1
	Total	2,000,000	31	1,969,355	24	950,000	32	950,000	25	1,100,000	31	1,100,000	24
Variable remuneration	Bonus												
	Earnings component	1,050,000	16	1,890,000	23	475,000	16	855,000	22	575,000	16	1,035,000	23
	Performance component	1,050,000	16	1,113,000	14	475,000	16	503,500	13	575,000	16	609,500	14
	SbR (personal cash investment amount)												
	RoCE component	1,175,000	18	2,115,000	26	550,000	18	990,000	26	640,000	18	1,152,000	26
	Strategic focus target component	1,175,000	18	1,089,813	13	550,000	18	510,125	13	640,000	18	593,600	13
	Total	4,450,000	69	6,207,813	76	2,050,000	68	2,858,625	75	2,430,000	69	3,390,100	76
Target total remuneration⁶ / Remuneration vesting year 2021⁷		6,450,000	100	8,177,168	100	3,000,000	100	3,808,625	100	3,530,000	100	4,490,100	100
Contribution to the company pension scheme / Service cost ⁸		700,000		702,274		400,000		400,000		400,000		400,000	

1 Simplified presentation. The target remuneration is set out on p. 277 et seqq. and the actual remuneration on p. 295 et seqq. of the BMW Group Report 2021.

Due to rounding, it is possible that the percentages presented here may not be an exact reflection of the absolute values to which they relate.

2 Oliver Zipse.

3 Ilka Horstmeier, Milan Nedeljković, Frank Weber.

4 Start of fourth year of mandate. Pieter Nota, Nicolas Peter, Andreas Wendt (since Oct. 1st 2021).

5 Exemplary value (with exception of the actual remuneration for Oliver Zipse).

6 Excluding a contribution to the company pension scheme. Contributions to the pension scheme do not qualify as remuneration within the meaning of § 162 AktG, subsequent pension payments qualify as such.

7 The calculation of the total remuneration in the remuneration report in some cases includes, in accordance with § 162 AktG, variable remuneration components granted for earlier vesting years (performance cash plan 2019-2021, matching component 2016).

8 Exemplary value (with exception of the actual remuneration for Oliver Zipse). The service cost are not part of the remuneration according to § 162 AktG. They reflect the expense recognized by BMW and are not paid out to the board members.

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ITEM 8 - PROPOSED BMW SHARE BUYBACK AUTHORISATION.

STRINGENT CAPITAL MANAGEMENT AND SUSTAINED BUSINESS FOCUS

- **BMW's Board of Management and Supervisory Board will seek an authorisation for a share buyback via the stock exchange at the AGM 2022 creating, amongst other topics, the option to improve its capital structure.**
- **The profitable business development in recent years resulted in a strong balance sheet, which reveals a healthy equity ratio and a solid level of net financial assets for the automotive segment.**
- **At the same time the BMW Group will continue to strategically invest in the transformation of its business, particularly in the further ramp-up of emissions-free mobility and digitalization thanks to its strong potential for further organic growth.**

Key parameters of authorisation

- Allows to **buyback BMW shares** (BMW ordinary and / or BMW preferred shares) via the stock exchange **up to 10% of the share capital** over a **5-year period** (authorisation will end 10th May 2027).
- Can be exercised in its **entirety or in several parts, once or several times, and in pursuit of one or several objectives.**
- The **BMW Group may repurchase and use** either ordinary shares or preference shares or shares of both categories for the objectives granted.
- The **purchase price paid** (excluding ancillary costs) **must not exceed or be less than 10% of the opening price at the XETRA trading system** or a comparable successor system at the Frankfurt stock exchange at the purchase date.

Usage options

- **Cancellation of repurchased BMW shares, which would result in a reduction of the issued share capital** and a relative **improvement of certain KPIs**, most importantly **earnings per share (EPS).**
- **Re-issue of repurchased BMW shares** to its employees as part of the **BMW employee stock program.**
- Usage of repurchased shares as **consideration in-kind** in case of **company mergers, acquisitions of companies or equity investments.**
- Repurchased BMW shares can be **resold via the stock exchange or to all shareholders.** In both cases an equal treatment of shareholders is guaranteed.