

# TERMS OF USE FOR THE ONLINE SERVICE OF BMW AG FOR THE ANNUAL GENERAL MEETING ON 15 MAY 2024.

## 1. Scope.

These Terms of Use apply to the online service for the Annual General Meeting ("AGM") of Bayerische Motoren Werke Aktiengesellschaft ("Company") at [www.bmw-group.com/agm-service](http://www.bmw-group.com/agm-service). In addition, the provisions from the [Notice of the AGM 2024](#) and the [Information on the rights of shareholders](#) apply.

## 2. Access to the Company's online service.

- 2.1 Access to the online service is restricted. Our shareholders will receive the required login credentials consisting of an access number and an access code after successful registration for the AGM, together with the registration confirmation.
- 2.2 If a shareholder authorises a third party to represent him, this person will receive their own login credentials for the online service.
- 2.3 The login credentials are personally assigned and may not be passed on to other persons.

## 3. Authorisation with voting instructions to Company-appointed proxies.

- 3.1 Authorisation with voting instructions to the Company-appointed proxies may be granted, amended and revoked via the online service. This is possible after successful

registration for the AGM and until the time specified by the Chairman of the Meeting at the AGM on 15 May 2024.

- 3.2 The Company has appointed Ms. Ritu Chandy, Mr. Adam Sykes and Mr. Andreas Stöffler as proxies to be authorised as sole representatives and bound by instructions.
- 3.3 The BMW proxies are obliged to vote on the individual resolution proposals in accordance with your express instructions. Should there be individual votes on combined resolution proposals under one agenda item, your instructions shall apply accordingly to each individual resolution proposal.
- 3.4 For voting on resolution proposals that were not announced in the [convening document](#), BMW proxies can only represent you if you give them voting instructions specifically for these items via the online service by the time specified by the Chairman of the Meeting. It is not possible to vote by proxy on such additional resolution proposals based on instructions previously given online or in writing for the regular vote.
- 3.5 In the event that several instructions are issued successively concerning a proposed resolution, the Company shall only consider the instructions most recently received. The previously received instruction is revoked upon receipt of the new instruction.
- 3.6 If BMW proxies are authorised, their name will be included in the list of attendees. Your name will not be disclosed.

- 3.7 Common stock shareholders or their proxies who have cast votes via the Company-appointed proxies may retrieve a voting confirmation via the Company's online service up to one month after the day of the AGM as to whether and how the votes were counted.

- 3.8 The legal relationship between the common stock shareholders and the Company-appointed proxies is governed by German law.

## 4. Online postal vote.

- 4.1 Electronic postal votes may be cast, changed, and revoked via the online service. This is possible after successful registration for the AGM and until the time specified by the Chairman of the Meeting at the AGM on 11 May 2023.
- 4.2 Should there be individual votes on combined resolution proposals under an agenda item, your votes cast by online postal vote shall apply accordingly to each individual resolution proposal.
- 4.3 For voting on resolution proposals that were not announced in the [convening document](#), online postal votes may be cast up to the time specified by the Chairman of the Meeting. Postal votes previously cast online or in writing for the regular vote will not be considered for a vote on such additional resolution proposals.
- 4.4 In the event that several postal votes are cast consecutively regarding the same proposed resolution, the Company will

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consider the vote most recently received. The previously received postal vote will be considered revoked upon receipt of the new vote.

- 4.5 Common stock shareholders or their proxies who have cast votes by online postal vote may retrieve a voting confirmation via the Company's online service up to one month after the day of the AGM as to whether and how the votes were counted.

### 5. Appointment of a third party representative.

- 5.1 Our shareholders may also grant power of attorney to a third party via the online service. Following authorisation, the third party will receive their own login credentials for the online service. In order to enable a timely dispatch of these login credentials, shareholders are invited to make use of this option as early as possible.
- 5.2 If you wish to appoint a third party as your proxy or submit verification of such authorisation between 9 May 2023 and the end of the AGM, please contact the shareholder hotline at +49 (0) 89-201-90368.
- 5.3 If you have authorised a third party and wish to exercise your shareholder rights at the AGM yourself, you must first revoke the proxy granted.

### 6. Submission of statements.

- 6.1 Until 5 May 2023, 24:00 hrs (CEST), you may submit a statement relating to an item on the agenda of the AGM in text form or by video contribution via the online service.
- 6.2 Statements that are to be made accessible, including the name and place of residence or registered office of the respective shareholder, will be published in the Company's

online service no later than 6 May 2023, 24:00 hours (CEST).

- 6.3 Motions for additions to the agenda, countermotions, election proposals or other motions may not be made by submitting a statement. The procedure for exercising these rights and opportunities for participation is described in detail in the [Information on the rights of shareholders](#).
- 6.4 Statements may be submitted in German or English. Statements in any other language will not be made available. The Company will not translate statements received. The shareholders themselves may, however, submit their statements in two languages, i.e. in German and English.
- 6.5 The length of a statement in text form should not exceed 10,000 characters, the duration of video contributions should not exceed five minutes. A common file format must be chosen for the submission of the statement (in particular PDF, mp4, avi or mov).
- 6.6 Statements will not be made available if they are received by the Company late or not submitted via the Company's online service, if they exceed a reasonable length, if they are not written in German or English, or if one of the grounds for exclusion applies, section 130a (3) sentence 4 AktG in conjunction with section 126 (2) sentence 1 nos. 1, 3 and 6 AktG. Statements may be withdrawn via e-mail to hv-sevice@bmw.adeus.de, stating the name and the access number.

### 7. Right to speak.

- 7.1 Duly registered and electronically connected shareholders and their representatives will have the right to speak at the virtual AGM by way of video communication. Motions and election proposals as well as all kinds of requests for information may be part of the speech. The Chairman of the

Meeting will explain the procedure for requesting to speak and speaking at the AGM in more detail.

- 7.2 Shareholders and their representatives may register a request to speak via the button "Request to speak". Motions may be announced via the button "Motion". In principle, to effectively introduce a motion at the AGM, the motion must be presented orally during the course of a speech. Therefore, any announcement of a motion will be considered as a request to speak.
- 7.3 Shareholders and their representatives who have announced a speech or a motion will be invited to enter a virtual waiting room by the Chairman of the Meeting. The virtual waiting room may then be entered via a dialogue window within the online service. In the virtual waiting room, a Company employee will check the functionality of the video communication.
- 7.4 Shareholders and their representatives registered to speak are requested to eliminate possible sources of interference with the live feed. These include technical sources of interference (e.g. unstable internet connection, incorrectly adjusted camera or microphone), acoustic sources of interference (e.g. ringing mobile phones or other background noise), and visual sources of interference (e.g. pictures, texts, banners, billboards in the background without the author's consent, other persons present or recognisable in photos in the background who have not consented to publication). Further tips for a successful broadcast and a successful live appearance at the AGM can be found [here](#).
- 7.5 Following successful verification of the functionality of the video communication, the Chairman of the Meeting will call the shareholders or their representatives from the virtual waiting room by name one after the other and they will be connected live to the AGM.

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#### **8. Duties of care of the users of the online service.**

- 8.1 Upon receipt of the registration confirmation, please ensure that the postal item is undamaged and keep the document in a safe place. Disclosing login credentials to unauthorised persons is not permitted. If you suspect misuse of your login credentials, please contact the Company's shareholder hotline at +49 (0) 89-2019-0368 and arrange for your access to be blocked and new login credentials to be issued.
- 8.2 Please make sure to properly terminate and log out of the online service after use.

#### **9. Stability and Availability / Disclaimer.**

- 9.1 The stability and availability of the Company's online service may be subject to fluctuations and disruptions according to the current state of technology. Neither the Company nor the employees and service providers have any influence on the availability, functionality, stability and reliability of the telecommunications network and the third-party Internet services used. If, despite all the security precautions taken, we detect unauthorised third-party interference with the data stored for the purpose of receiving and exercising proxies and instructions and for carrying out the exercise of voting rights and handled in accordance with the EU Data Protection Regulation and the German Federal Data Protection Act (Bundesdatenschutzgesetz), we reserve the right to interrupt or prematurely terminate the use of the Company's online service without further notice. In this case, the Company will consider only those votes, proxies and, if applicable, instructions issued via the Company's online service with respect to which manipulation can be ruled out.
- 9.2 The Company assumes no warranty or liability for the functionality, availability, stability and reliability of the online

service. Furthermore, the Company shall not be liable for access to the system including the Internet services used and the network elements of third parties. The Company also assumes no responsibility for errors and defects with respect to the hardware and software used, including that used by the service providers.

- 9.3 The exclusion of liability does not extend to damages for which the Company is responsible arising from injury to life, body, or health, or to other damages insofar as they should be attributable to intent or gross negligence on the part of the Company or its vicarious agents.
- 9.4 In case of technical problems, please contact the Company's shareholder hotline at +49 (0) 89-2019-0368, via e-mail to hv-service.bmw@adeus.de, or in writing to BMW AG, c/o ADEUS Aktienregister-Service-GmbH, Postfach 57 03 64, 22772 Hamburg.

#### **10. List of attendees.**

- 10.1 The list of attendees will be available via the online service during the virtual AGM. It will be made available exclusively for the purposes provided for in the German Stock Corporation Act.
- 10.2 The personal data accessible in the list of attendees may not be used for purposes other than those provided for in the Stock Corporation Act, and may not be published (e.g. on social media platforms).
- 10.3 For a period of two years following the AGM, shareholders have the right to inspect the list of attendees at the Company's registered office.

#### **11. Notes on data protection.**

The Company processes personal data in connection with the preparation, implementation and follow-up of the AGM. Information on data protection can be found in the Company's online service under "Information on data protection" or at [www.bmwgroup.com/agm](http://www.bmwgroup.com/agm).