

COMPANY NO. 2597360

SPECIAL RESOLUTION OF BMW (UK) TRUSTEES LIMITED

At an Extraordinary General Meeting of the above mentioned Company held at The Ardencote Manor Hotel, Claverdon, Warwickshire, on 6 March 2009 the following resolution was duly passed as a Special Resolution:

Resolution

THAT Article 4 be amended such that the words "contributory members to the BMW (UK) Operations Pension Scheme" shall be deleted and the words "members of the BMW (UK) Operations Pension Scheme who are currently accruing pensionable service under that scheme" are substituted.

THAT Article 6(b) be amended such that the words "contributory member of" shall be deleted and the words "member of the BMW (UK) Operations Pension Scheme who is accruing pensionable service under that scheme" are substituted.

THAT Article 22 be amended such that the words "current contributory" are deleted.

SECRETARY

Dated 2 April 2009

