REPORT AND FINANCIAL STATEMENTS 31 DECEMBER 2001



DIRECTORS

Dr H Diess Mr W Heinzl

REPORT OF THE DIRECTORS

The directors present the Annual Report of BMW (UK) Manufacturing Limited together with the Financial Statements for the year ended 31 December 2001.

Review of activities

The Company is engaged in the manufacture of motor vehicles. The Oxford factory has been transformed in two stages into a state of the art manufacturing facility. The modernisation of the Oxford plant involved key partnerships with British firms as well as European suppliers who provided facilities for Body-in White, Paint Shop and Assembly areas. Commercial production of the new Mini commenced in April 2001.

The Company has a far-reaching flexible working agreement. Shift patterns allow for seven days a week working, and a third shift operating at weekends has been successfully introduced in 2001.

The new MINI has been enthusiastically welcomed around the world. It is currently available as MINI ONE and MINI COOPER models, with the performance MINI COOPER S on sale worldwide later this year.

Financial

The profit and loss account for the year is shown on page 5.

Dividends

The directors recommend that no dividend should be paid for the year ended 31 December 2001 (8 months ended 31 December 2000: £nil).

Directors and directors' interests

Dr H Diess and Mr W Heinzl both served throughout the year.

The directors have no disclosable interests in shares or rights to subscribe for shares in any group BMW AG company.

Employee involvement

All employees are regularly informed of the company's sales performance against targets and other topics of general interest.

Employees are encouraged to formulate ideas that will improve the efficiency of the company.

REPORT OF THE DIRECTORS - continued

Welfare and disabled employees

Applications for employment from disabled people are studied with care, and every effort is made to find them appropriate work with training where it is required. Employees who become disabled during their working life will be retrained in employment wherever possible and will be given help. The Company is an equal opportunities employer and is unreservedly opposed to any form of discrimination being practised against associates or applicants for employment.

Political and charitable donations

The Company made no political donations (8 months ended 31 December 2000: £nil).

The Company made charitable donations during the year of £45,000 (8 months ended 31 December 2000: £nil).

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Auditors

KPMG were re-appointed auditors on 1 January 2002. However, since that date their business was transferred to a limited liability partnership, KPMG LLP. Accordingly KPMG resigned as auditors on 3 July 2002 and the directors thereupon appointed KPMG LLP to fill the vacancy arising. A resolution for the reappointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board:

GL Coleshill Secretary

4 September 2002

REPORT OF THE INDEPENDENT AUDITOR KPMG LLP TO THE MEMBERS OF BMW (UK) MANUFACTURING LIMITED

We have audited the financial statements on pages 5 to 17.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the director's report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all of the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company as at 31 December 2001 and of its loss for the year ended 31 December 2001 and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants Registered Auditors Birmingham

KPML LIP

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2001

	Notes	Year ended 31 December 2001 £000	8 months ended 31 December 2000 £000
Turnover	1	394,740	127,331
Cost of sales (8 months ended 31 December 2000: including exceptional items of £42,609,000)	2(a)	(506,681)	(203,362)
Gross loss		(111,941)	(76,031)
Net operating expenses Includes operating exceptional income of £23,223,000 (8 months ended 31 December 2000: expense of £25,085,000)	2(b)	(1,477)	(33,262)
Operating loss	3	(113,418)	(109,293)
Exceptional non-operating items: Loss on disposal and removal of fixed assets Goodwill impairment Debt waived by parent company		(8,799)	(321,680) (99,534) 480,000
Loss before interest		(122,217)	(50,507)
Net interest payable and similar charges	7	(17,887)	(29,648)
Loss on ordinary activities before taxation		(140,104)	(80,155)
Tax on loss on ordinary activities	8		
Loss for financial period		(140,104)	(80,155)

CONTINUING OPERATIONS

The above results relate wholly to continuing operations.

TOTAL RECOGNISED GAINS AND LOSSES

The Company has no recognised gains or losses other than the result for the above financial period.

BALANCE SHEET AS AT 31 DECEMBER 2001

	Notes	2001 £000	2000 £000
Fixed Assets			
Tangible assets	9	568,334	517,007
Intangible assets	10 _		
		568,334	517,007
Current Assets	4.4	00 705	E 1-7
Stocks Debtors	11 12	39,735 122,746	547 146,075
Cash at bank and in hand	12	28,916	15,288
out at built and in hand	•	20,010	10,200
		191,397	161,910
Creditors – amounts falling due Within one year	13	(319,224)	(355,580)
Net current liabilities		(127,827)	(193,670)
Total assets less current liabilities		440,507	323,337
Creditors – amounts falling due			
After more than one year	14	(260,766)	(203,492)
Net assets		179,741	119,845
Capital and reserves			
Called up share capital	17	40,000	20,000
Share premium account	18	360,000	180,000
Profit and loss account	18	(220,259)	(80,155)
Equity shareholders' funds	19	179,741	119,845

These Financial Statements were approved by the Board of Directors on 4 September 2002 and were signed on its behalf by:

ACCOUNTING POLICIES

Accounting convention

These financial statements are prepared in accordance with applicable accounting standards under the historical cost convention. The company has adopted the transitional arrangements of FRS17 'Retirement Benefits'.

Foreign currencies

Transactions in foreign currencies are converted at the rates prevailing at the date of transaction or, where forward cover contracts have been arranged, at the average contracted rates.

Depreciation

Depreciation is provided on a straight-line basis on the cost or valuation of each tangible fixed asset less estimated residual value, except freehold land and assets in the course of construction, at the following annual rates:

Freehold land and buildings

- 2.5% to 4.0%

Leasehold land and buildings - 2.5% or by equal annual instalments over the period

of the lease, whichever is the shorter.

Plant and machinery

- 10% to 25%

Special tools, dies and jigs

- 14.28% over the life of the model concerned if less

than seven years.

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired is capitalised and written off on a straight line basis over its useful economic life. Provision is made for any impairment.

Research and development

All research and development expenditure relating to the new Mini, including the design and production of prototypes, is recharged to the Company's ultimate holding company BMW AG. All other research and development expenditure is written off as incurred.

Similarly, all expenditure in respect of patents and trade marks is written off as incurred.

Pensions

Pension costs have been charged to the profit and loss account based on contributions payable to the scheme in the period, (see note 6). The company is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis and therefore, as required by FRS 17 'Retirement benefits', the schemes will be accounted for by the company when the accounting standard is fully adopted as if the schemes were a defined contribution scheme.

ACCOUNTING POLICIES - continued

Interest

Interest is accounted for on an accruals basis. Interest payable includes finance charges in respect of finance leases and vendor tooling calculated on the declining balance sum of the digits method.

Leasing

Plant and machinery acquired under finance leasing and vendor tooling arrangements is recorded in the balance sheet as tangible fixed assets and is depreciated in accordance with the accounting policy set out above. Future instalments under such leases, net of finance charges, are included in creditors.

Payments under operating leases are included in the profit and loss account as they fall due.

Stocks

Stocks are valued at the lower of cost and estimated net realisable value.

Taxation

Provision is made for deferred taxation on the liability method to take account of timing differences between the treatment of certain items for accounting and taxation purposes. Provision is only made to the extent that it is probable that an actual liability will crystallise.

Cash flow statement

Under Financial Reporting Standard 1 (revised), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly-owned subsidiary undertaking and the ultimate parent undertaking includes the company's cashflow in its own consolidated financial statements which are publicly available (see note 22).

Related party disclosures

Under Financial Reporting Standard 8, the Company is exempt from the requirement to disclose transactions with entities that are part of the Group on the grounds that it is wholly owned by a parent undertaking which includes the Company in its own published consolidated financial statements.

NOTES TO THE ACCOUNTS

1. Turnover

Turnover excludes VAT and other sales taxes.

The value of export sales for the year was £394,740,000 (8 months ended 31 December 2000: £nil).

The Company has a single class of business. All turnover originates in the United Kingdom.

2. Cost of sales and net operating expenses

(a) Cost of sales Cost of sales includes exceptional items of:

	Year ended 31 December 2001 £000	8 months ended 31 December 2000 £000
Restructuring costs		42,609
(b) Net operating expenses	Year ended 31 December 2001 £000	8 months ended 31 December 2000 £000
Administrative expenses Other income	(27,898) 26,421 (1,477)	(33,262)
Administrative expenses includes exceptional items of: Redundancy costs	(2,678)	(25,085)

Other income includes exceptional income of £25,901,000 (8 months ended 31 December 2000: £nil) following the restructuring of the BMW Group activities in the UK.

NOTES TO THE ACCOUNTS - continued

3. Operating loss

director was

Operating loss is after charging	Year ended 31 December 2001 £000	8 months ended 31 December 2000 £000
Depreciation and amortisation of tangible assets - owned	27,382	24,512
- leased Auditors remuneration	33,187	3,702
 audit services non audit services Hire of tangible assets under operating leases 	72 122	40 10
plant and machineryother	735 430	1,105 347
Research and development	8,053	1,849
4. Directors' Emoluments		
	Year ended 31 December 2001 £000	8 months ended 31 December 2000 £000
Aggregate emoluments	408	-
The aggregate emoluments of the highest paid	074	

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NOTES TO THE ACCOUNTS - continued

5. Employees

	Year ended 31 December 2001	8 months ended 31 December 2000
Average number of employees during the year	2,523	2,416
Number of employees at end of year	2,640	2,391
Employment costs	£000	5000
Wages and salaries	68,988	42,534
Social security costs	4,913	3,361
Pension costs (note 6)	4,597	2,816
	78,498	48,711

Excluded from the above are temporary employees totalling 2,290 at 31 December 2001, with related employment costs of £27,794,000 (8 months ended 31 December 2000: £nil)..

6. Pensions

The Company participates in pensions schemes operated by BMW Group. These are defined benefit schemes, the assets of which are held in separate trustee administered funds. The major pension arrangement is the Rover Group Pension Scheme of which the latest actuarial valuation was carried out by independent qualified actuaries using the projected unit method as at 5 April 2001.

The actuarial assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increases in salaries and pensions in payment. In the 2001 actuarial valuation it was assumed that the discount rate for pre-retirement liabilities would be 2% above fixed interest gilt yields and that the discount rate for post retirement liabilities would be in line with fixed interest gilt yields. The assumed rate of salary increase was 1.0% per annum above the rate of inflation and the assumed rate at which pensions increase was between 0.01% and 1.1% per annum above the rate of inflation. The market value of the scheme assets at that date was £4,024 million. Following adjustment for bulk transfers due to MG Rover Group and Land Rover pension schemes the market value of the assets was restated in the actuarial valuation report as £3,177 million. This represented 96% of the benefits which had been accrued to members, after allowing for future assumed increases in earnings.

The pension scheme deficit, which is detailed in the accounts of the holding company, BMW (UK) Holdings Limited, is guaranteed by that company and is, therefore, accounted by it in accordance with SSAP24. The accounts of BMW (UK) Holdings Limited are available from Ellesfield Avenue, Bracknell, Berkshire, RG12 8TA. BMW (UK) Manufacturing Limited has accounted for the scheme on the basis of contributions payable in the year. The contributions payable for the year due to the substance of the pension arrangement were £4,597m and the contributions outstanding at the year end were nil.

NOTES TO THE ACCOUNTS - continued

7. Net interest payable and similar charges

Interest payable	Year ended 31 December 2001 £000	8 months ended 31 December 2000 £000
On bank loans	87	3,407
On loans from Group undertakings Finance charges payable in respect of finance	8,617	24,708
leases and hire purchase contracts	11,849_	1,988
	20,553	30,103
Interest receivable		
On bank deposits	(1,372)	(244)
On loans to Group undertakings	(1,294)	(211)
,	(2,666)	(455)
Net interest payable	17,887	29,648

8. Tax on loss on ordinary activities

Based on the results for the year no provision for UK Corporation Tax is required (8 months ended 31 December 2000: £nil).

NOTES TO THE ACCOUNTS - continued

9. Tangible fixed assets

buildir	ngs	machine	ery	•		Total
<u>0003</u>	£000	£000	0003	<u>0002</u>	<u>0000</u>	0003
109,707 44,577 (13,709) 49,135	3,490	140,598 50,202 (24,962) (49,135)	55,714 - (1,899) -	93,147 14,721 - (69,412)	142,565 40,851 (19,733) 69,412	545,221 150,351 (60,303)
189,711	3,490	116,703	53,815	38,456	233,095	635,269
tion and a	mortisatio	n				
(1,688) (9,449) 1,373 (2,254)	(75) (113) - -	(16,575) (14,637) 12,003 2,254	(3,627) (7,303) 676	(6,249) (3,296) - 6,249	- (25,771) 7,796 (6,249)	(28,214) (60,569) 21,848
(12,018)	(188)	(16,955)	(10,254)	(3,296)	(24,224)	(66,935)
177,693	3,302	99,748	43,561	35,160	208,871	568,334
108,019	3,415	124,023	52,087	86,898	142,565	517,007
	buildir Owned £000 109,707 44,577 (13,709) 49,135 189,711 tion and ar (1,688) (9,449) 1,373 (2,254) (12,018)	£000 £000 109,707 3,490 44,577 - (13,709) - 49,135 - 189,711 3,490 tion and amortisation (1,688) (75) (9,449) (113) 1,373 - (2,254) - (12,018) (188) 177,693 3,302	buildings machine Owned Leased Owned £000 £000 109,707 3,490 140,598 44,577 - 50,202 (13,709) - (24,962) 49,135 - (49,135) 189,711 3,490 116,703 Ition and amortisation (1,688) (75) (16,575) (9,449) (113) (14,637) 1,373 - 12,003 (2,254) - 2,254 (12,018) (188) (16,955) 177,693 3,302 99,748	buildings machinery Owned Leased £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £000 £0202 - £0,202 - £0,202 (1,899) £0,202 (1,899) £0,203 53,815 £0,603 £0,627) £0,603 £0,627) £0,627) £0,627) £0,627) £0,627) £0,627) £0,627) £0,627) £0,627) £0,627) £0,627) £0,627) £0,627)	buildings machinery dies and Owned £000 Commed £000	buildings Owned £000 machinery £000 dies and jigs Owned £000 Cowned £000 Leased £000 Owned £000 Leased £000 109,707 3,490 140,598 55,714 93,147 142,565 44,577 - 50,202 - 14,721 40,851 (13,709) - (24,962) (1,899) - (19,733) 49,135 - (49,135) - (69,412) 69,412 189,711 3,490 116,703 53,815 38,456 233,095 1tion and amortisation (1,688) (75) (16,575) (3,627) (6,249) - (9,449) (113) (14,637) (7,303) (3,296) (25,771) 1,373 - 12,003 676 - 7,796 (2,254) - 2,254 - 6,249 (6,249) (12,018) (188) (16,955) (10,254) (3,296) (24,224)

Tangible fixed assets include $\mathfrak{L}99,600$ (31 December 2000: $\mathfrak{L}82,729,000$) in respect of work in progress on unfinished major capital projects on which depreciation and amortisation is not charged until the project is completed and the assets brought into use.

Land and buildings include £Nil (31 December 2000: £Nil) in respect of freehold land on which no depreciation is charged.

NOTES TO THE ACCOUNTS - continued

10. Intangible fixed assets

	£000	
Cost		
At 31 December 2001 and 2000	99,534	
Amortisation		
At 31 December 2001 and 2000	(99,534)	
Net book value at:		
31 December 2001 and 2000		
11. Stocks		
	2001 £000	2000 £000
Raw materials and consumables Work in progress	29,391 10,344	547
	39,735	547
12. Debtors - amounts falling due with	nin one year	
	2001 £000	2000 £000
Trade debtors Interest bearing loans to	594	77,709
group undertakings	4,468	3,350
Amounts owed by group undertakings	95,321	42,544
VAT	-	15,890
Other debtors	22,363	6,582

122,746 146,075

NOTES TO THE ACCOUNTS - continued

13. Creditors - amounts falling due within one year

	2001 £000	2000 £000
Trade creditors and bills payable Finance leases (note 15) Interest bearing loans from	97,676 18,005	68,359 4,327
group undertakings	119,024	125,085
Amounts due to group undertakings	9,062	53,373
Other taxes and social security costs	14,762	7,901
Accruals	60,695	96,535
	319,224	355,580

14. Creditors - amounts falling due after more than one year

	£000	£000
Finance leases (note 15)	260,766	203,492

15. Finance leases

	2001 £000	2000 £000
Payable - after five years - between two and five years	99,475 161,291	123,785 79,707
- within one year	260,766 18,005	203,492 4,327
	278,771	207,819

The finance leases are secured on related assets.

16. Provisions for liabilities and charges

Deferred taxation

There is no potential liability for deferred taxation arising from accelerated capital allowances or other short term timing differences.

NOTES TO THE ACCOUNTS - continued

17. Share capital

Ordinary Shares of £1 each £

Authorised ___100,000,000

Allotted, called up and fully paid 40,000,001

On 20 December 2001, the Company issued 20,000,000 ordinary shares at £10 per share for consideration of £200,000,000.

18. Reserves

	Share premium account £000	Profit and loss account £000
At 1 January 2001 Issue of share capital Loss for financial year	180,000 180,000	(80,155) - (140,104)
At 31 December 2001	360,000	_ (220,259) _

19. Reconciliation of movements in shareholders' funds

	2001 £000	2000 £000
Issue of share capital Share premium Loss for financial year	20,000 180,000 (140,104)	20,000 180,000 (80,155)
Net increase in shareholders' funds	59,896	119,845
Opening shareholders' funds	119,845	
Closing shareholders' funds	<u>179,741</u>	119,845

20. Capital commitments

Capital expenditure not provided for but for which contracts to purchase had been placed amounted to £Nil (31 December 2000: £Nil).

NOTES TO THE ACCOUNTS - continued

21. Operating lease commitments

Payments totalling £1,329,000 were committed at the end of the year to be made during the following year in respect of operating leases, analysed as follows:-

	2001 £000	2000 £000
Land and buildings		
Agreements expiring: Beyond five years	360	360
Deyona live years		
Other tangible assets	360	360_
Agreements expiring:		
Within one year	228	73
Between one and five years	741	1322
	969	1,395

Other tangible assets includes amounts under operating leases held by a fellow group undertaking and which are recharged to the Company, analysed as follows: -

Agreements expiring:		
Within one year	205	73
Between one and five years	323	494
	528	567

22. Ultimate parent company

The Company is a wholly owned subsidiary of BMW (UK) Holdings Limited which is incorporated in England and Wales.

The ultimate parent company is Bayerische Motoren Werke Aktiengesellschaft, which is incorporated in Germany.

The address where Bayerische Motoren Werke Aktiengesellschaft's accounts can be obtained is Petuelring 130, D-80788 Munich, Germany. No other group accounts include the results of the Company.