

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of Bayerische Motoren Werke, Aktiengesellschaft, BMW of North America, LLC, and BMW US Capital, LLC, Respondents.	ADMINISTRATIVE PROCEEDING File No. 3-20060
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PROOF OF CLAIM FORM

I. GENERAL INSTRUCTIONS

1. If you purchased or otherwise acquired certain debt securities offered by BMW US Capital, LLC, (“BMW USC”) in private placement transactions identified in Appendix A of the Plan (the “Securities”) between April 11, 2016 and September 24, 2020 (the “Relevant Purchase Period”), you may be entitled to receive a payment from the Fair Fund, created in the captioned proceedings (the “Fair Fund”), subject to other provisions of the Plan¹. For purposes of calculating an investor’s Recognized Harm Amount the period of time between April 11, 2016 and February 28, 2023 (the “Relevant Period”) will be used. Please review this Distribution Plan Notice in full to determine if and how you can make a claim. **IF YOU DO NOT SATISFY THESE CRITERIA, DO NOT SUBMIT A PROOF OF CLAIM FORM.**

2. You *must* complete and sign this Proof of Claim Form to be considered for eligibility for a distribution from the Fair Fund. If you fail to file a completed, properly addressed (as set forth in paragraph 5 below), and executed Proof of Claim Form, as well as provide the required supporting documentation, your claim may be rejected, and you may be precluded from consideration for a distribution from the Fair Fund. You may also file a claim via the online Claim Filing Portal available at www.BMWFairFund.com.

3. The capitalized terms used herein shall have the meanings set forth in the Plan of Distribution approved in the captioned proceeding (the “Plan”) unless otherwise noted. A copy of the Plan can be reviewed and downloaded at www.BMWFairFund.com.

4. Your submission of a properly completed and signed Proof of Claim Form does not, by itself, mean you will be eligible for a distribution from the Fair Fund; you must be determined to be eligible for a distribution under the criteria set forth in the Plan. In addition, Distribution Payments for Eligible Claims will be calculated in a *pro rata* fashion and no Eligible Claimant shall receive a distribution payment unless the preliminary calculation of the Recognized Harm Amount is equal to or greater than \$250.00.

5. You may submit your completed and signed Proof of Claim Form online, no later than 11:59 P.M. PT on May 10, 2024, closely following the directions at www.BMWFairFund.com. Alternatively, you may mail your COMPLETED AND SIGNED PROOF OF CLAIM FORM **POSTMARKED ON OR BEFORE May 10, 2024**, addressed as follows:

BMW Fair Fund
c/o KCC Class Action Services
Fund Administrator
P.O. Box 6159, Novato, CA 94948-6159

II. CLAIMANT IDENTIFICATION

Use Part I of this form entitled “CLAIMANT IDENTIFICATION” to provide all of the requested information. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S), ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE SECURITIES UPON WHICH THIS CLAIM IS BASED.**

All joint purchasers must sign the Proof of Claim Form. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them, and documentation of their authority must accompany this claim, and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information and to otherwise complete the Proof of Claim Form could delay verification of your claim or result in rejection of the claim. If you are acting in a representative capacity on behalf of a Potential Claimant (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Potential Claimant. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

Excluded Parties means (a) The Respondents; (b) Any current or former advisor or agent of the Respondents who participated in the conduct described in the Order; (c) Any current or former employee of the Respondents or any of its affiliates who has been terminated for cause or has otherwise resigned, in connection with the conduct described in the Order; (d) Any Person who served at any time from January 1, 2016 through the end of 2019 as an officer² or director of the Respondents, or of any subsidiary or affiliate of Respondents; (e) Any Person who, as of the Claims Bar Date, has been the subject of criminal charges related to the conduct described in the Order or any related Commission action; (f) Any firm, trust, corporation, officer, or other entity in which Respondents has or had a controlling interest; (g) The Fund Administrator, its employees, and those Persons assisting the Fund Administrator in its role as the Fund Administrator; or (h) Any purchaser or assignee of another Person’s right to obtain a

¹ Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Plan of Distribution.

² An “officer” excluded under this paragraph is any officer of BMW.

recovery from the Fair Fund for value; provided, however, that this provision shall not be construed to exclude those Persons who obtained such a right by gift, inheritance or devise.

III. PROOF OF CLAIM FORM

Use Part II of the Proof of Claim Form entitled “Schedule of Transactions in private placement BMW USC 144a Bonds” to supply all required details of your transactions in BMW USC 144a Bonds, offered by BMW USC in private placement transactions over the period of time between April 11, 2016 and September 24, 2020 (the “Relevant Purchase Period”). If you need more space to list your transactions, make a copy of the applicable page. Additional copies of the schedule can also be found on the Fair Fund website, www.BMWFairFund.com. Fill in the circle at the bottom of the transaction page, then sign and print or type your name on each additional schedule. Please fill in the code of the relevant Bond in the space provided. The relevant “Bond Codes,” to be used when completing your Claim Form, can be found on page 8 of your Claim Form.

On the schedules, provide **all** of the requested information with respect to all of your purchases, acquisitions, sales, and disposition(s) of the eligible Securities during the period between April 11, 2016, the earliest offering date of the Securities, and continuing through February 28, 2023, regardless of whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to your holdings in the Securities at the closing of trading on February 28, 2023, by entering the total Face Value of the Bond held through the maturity date, or on February 28, 2023, whichever is earlier. If none, write “0” or “Zero”. Failure to report all such transactions may result in the rejection of your claim.

List these transactions separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a “short sale” is deemed to be the date of purchase of the Eligible Security.

The date of a “short sale” is deemed to be the date of sale of the Eligible Security.

YOU MUST INCLUDE ACCEPTABLE SUPPORTING DOCUMENTATION TO CONFIRM YOUR TRANSACTIONS WITH YOUR SUBMISSION. Copies of broker confirmations or other documentation of your transactions **MUST** be attached to your Proof of Claim Form. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker, because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or ultimately result in rejection of your claim.

TAX FORM REQUIREMENTS. You are required to provide a certification of your taxpayer identification number and potential exemptions. The interest component of any potential distribution payment is U.S. source income. To ensure that the BMW Fair Fund can comply with its reporting and/or withholding obligations, please complete section III of the Proof of Claim Form or include with your submission one (1) of the following forms, as applicable:

- IRS Form W-9; OR
- IRS Form W-8BEN, W-8BEN-E, or other W-8 series form.

If you are a U.S. person, as that term is defined below, then you should complete Part III entitled “Substitute Form W-9” on page 9 of the Proof of Claim Form.

If you are not a U.S. person, then you should not complete the Substitute Form W-9 included with the Proof of Claim Form. Instead, you should complete the IRS Form W-8BEN, W-8BEN-E, or other W-8 series form, which can be found by visiting the following IRS website: <https://www.irs.gov/forms-instructions>.

The term “U.S. person” means:

- A citizen or resident of the United States;
- A partnership created or organized in the United States or under the laws of the United States or of any State, or the District of Columbia;
- A corporation created or organized in the United States or under the laws of the United States or of any State, or the District of Columbia;
- Any estate or trust other than a foreign estate or foreign trust (see Internal Revenue Code § 7701(a)(31) for the definition of a foreign estate and a foreign trust), or
- Any other person that is not a foreign person.

If the BMW Fair Fund does not receive a valid and complete Form W-9 or W-8 from you, the BMW Fair Fund may be required under the Internal Revenue Code to make certain presumptions about you for purposes of tax reporting and, as applicable, withholding. The BMW Fair Fund may be required to presume the interest is being paid to: (1) a payee subject to 30% withholding under the Foreign Account Tax Compliance Act (“FATCA”) and reporting on Form 1042-S; (2) a nonresident alien of the U.S. (“NRA”) subject to reporting and 30% NRA withholding and reporting on Form 1042-S; or (3) a U.S. person subject to 24% backup withholding and reporting on Form 1099-INT.

NOTICE TO BROKERS, CUSTODIANS, AND THIRD-PARTY ELECTRONIC FILERS REGARDING ELECTRONIC FILING: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim Form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must use the required file layout that is available at www.BMWFairFund.com. No electronic files or electronic submission will be considered to have been properly submitted unless the Fund Administrator issues the claimant a written acknowledgment of receipt and acceptance of electronically submitted data. **Reimbursements for reasonable out-of-pocket expenses will be available, subject to the caps provided in paragraph 47 of the Plan of Distribution, available on the case documents tab of the Fair Fund website.**

B. PURCHASES DURING LOOKBACK

In the space below, please fill in the total Face Value of the separate BMW USC 144a Bonds purchased from September 25, 2020 to February 28, 2023, inclusive.

When completing the below, please use the Bond Codes set forth in the list of eligible Securities on page 8.

1.	Bond Code <input type="text"/>	Number of Units (Face Value) Purchased or Acquired <input type="text"/>
2.	Bond Code <input type="text"/>	Number of Units (Face Value) Purchased or Acquired <input type="text"/>
3.	Bond Code <input type="text"/>	Number of Units (Face Value) Purchased or Acquired <input type="text"/>
4.	Bond Code <input type="text"/>	Number of Units (Face Value) Purchased or Acquired <input type="text"/>
5.	Bond Code <input type="text"/>	Number of Units (Face Value) Purchased or Acquired <input type="text"/>
6.	Bond Code <input type="text"/>	Number of Units (Face Value) Purchased or Acquired <input type="text"/>



D. ENDING HOLDINGS

In the space below, please enter the total Face Value of the BMW USC 144a Bonds held through the maturity date, or on February 28, 2023, whichever is earlier. If none, write "0" or "Zero".

When completing the below, please use the Bond Codes set forth in the list of eligible Securities on page 8.

Please also be sure to include with your submission acceptable supporting documentation to confirm your transactions as described in the instructions above.

(List chronologically)

1.	Bond Code <input type="text"/>	Number of Units (Face Value) Held to maturity or on Feb. 28, 2023 <input type="text"/>	Proof Enclosed? <input type="radio"/> Yes <input type="radio"/> No
2.	Bond Code <input type="text"/>	Number of Units (Face Value) Held to maturity or on Feb. 28, 2023 <input type="text"/>	Proof Enclosed? <input type="radio"/> Yes <input type="radio"/> No
3.	Bond Code <input type="text"/>	Number of Units (Face Value) Held to maturity or on Feb. 28, 2023 <input type="text"/>	Proof Enclosed? <input type="radio"/> Yes <input type="radio"/> No
4.	Bond Code <input type="text"/>	Number of Units (Face Value) Held to maturity or on Feb. 28, 2023 <input type="text"/>	Proof Enclosed? <input type="radio"/> Yes <input type="radio"/> No
5.	Bond Code <input type="text"/>	Number of Units (Face Value) Held to maturity or on Feb. 28, 2023 <input type="text"/>	Proof Enclosed? <input type="radio"/> Yes <input type="radio"/> No
6.	Bond Code <input type="text"/>	Number of Units (Face Value) Held to maturity or on Feb. 28, 2023 <input type="text"/>	Proof Enclosed? <input type="radio"/> Yes <input type="radio"/> No

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS, PLEASE PHOTOCOPY THIS SCHEDULE, (PAGE 4, 5, 6 AND 7), WRITE YOUR NAME ON THE COPIES, AND FILL IN THIS CIRCLE: ●

IF YOU DO NOT FILL IN THIS CIRCLE, THESE ADDITIONAL PAGES MAY NOT BE REVIEWED.

YOU MUST READ AND SIGN THE CERTIFICATION ON PAGE 8. FAILURE TO SIGN THE CERTIFICATION MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



Eligible Securities

BMW USC 144a Bonds Issued between 2016 and 2019, (the eligible "Securities")

Notes: S/A= semi-annually, Qtr= quarterly. Basis point additions to LIBOR.

CUSIP 05565EAQ8 was used for issuances in both 2017 and 2018.

CUSIP	Bond Code to use on Claim Form	Issue Date	Maturity	Amount Issued	Coupon Frequency	Coupon Rate	Status as of Feb. 28, 2023
05565EAH8	EAH8	Apr-11-2016	10-year	\$1,000,000,000	S/A	2.80000	Open
05565EAF2	EAF2	Apr-11-2016	5-year	\$1,500,000,000	S/A	2.00000	Matured
05565EAD7	EAD7	Apr-11-2016	3-year	\$1,500,000,000	S/A	1.50000	Matured
05565EAM7	EAM7	Sep-15-2016	7-year	\$750,000,000	S/A	2.25000	Open
05565EAL9	EAL9	Sep-15-2016	5-year	\$750,000,000	S/A	1.85000	Matured
05565EAK1	EAK1	Sep-15-2016	3-year	\$500,000,000	S/A	1.45000	Matured
05565EAN5	EAN5	Sep-15-2016	3-year	\$250,000,000	Qtr	LIBOR + 41	Matured
05565EAT2	EAT2	Apr-6-2017	10-year	\$500,000,000	S/A	3.30000	Open
05565EAS4	EAS4	Apr-6-2017	5-year	\$250,000,000	Qtr	LIBOR + 64	Matured
05565EAR6	EAR6	Apr-6-2017	5-year	\$600,000,000	S/A	2.70000	Matured
05565EAP0	EAP0	Apr-6-2017	3-year	\$600,000,000	S/A	2.15000	Matured
05565EAQ8	EAQA	Apr-6-2017	3-year	\$250,000,000	Qtr	LIBOR + 38	Matured
05565EAY1	EAY1	Apr-12-2018	10-year	\$750,000,000	S/A	3.75000	Open
05565EAW5	EAW5	Apr-12-2018	5-year	\$1,000,000,000	S/A	3.45000	Open
05565EAU9	EAU9	Apr-12-2018	3-year	\$1,000,000,000	S/A	3.10000	Matured
05565EAV7	EAV7	Apr-12-2018	3-year	\$750,000,000	Qtr	LIBOR + 41	Matured
05565EAQ8	EAQB	Apr-26-2018	2-year	\$500,000,000	Qtr	LIBOR + 38	Matured
05565EBE4	EBE4	Aug-14-2018	10-year	\$500,000,000	S/A	3.95000	Open
05565EBD6	EBD6	Aug-14-2018	3-year	\$750,000,000	Qtr	LIBOR + 50	Matured
05565EBC8	EBC8	Aug-14-2018	3-year	\$500,000,000	S/A	3.40000	Matured
05565EBB0	EBB0	Aug-14-2018	2-year	\$750,000,000	Qtr	LIBOR + 37	Matured
05565EBA2	EBA2	Aug-14-2018	2-year	\$500,000,000	S/A	3.25000	Matured
05565EBH7	EBH7	Apr-18-2019	5-year	\$1,000,000,000	S/A	3.15000	Open
05565EBF1	EBF1	Apr-18-2019	3-year	\$750,000,000	S/A	2.95000	Matured
05565EBG9	EBG9	Apr-18-2019	3-year	\$300,000,000	Qtr	LIBOR + 53	Matured
05565EBJ3	EBJ3	Apr-18-2019	10-year	\$650,000,000	S/A	3.62500	Open



**IMPORTANT: THE INFORMATION BELOW MUST MATCH
THE INFORMATION LISTED ON PAGE 3 OF THIS CLAIM FORM**

**PART III. SUBSTITUTE FORM W-9
Taxpayer Identification Number Certification**

Social Security Number: — —

or

Taxpayer Identification Number: —

Your name (as it appears on your federal income tax return):

First and last name for individuals or entity Name for businesses, trusts, etc.

Tax Classification:

Fill appropriate circle for federal tax classification of the claimant below

- Individual C Corporation S Corporation Partnership Trust/Estate Other _____
 Limited Liability Company

Choose tax classification of LLC: C Corporation S Corporation Partnership

Exemptions:

Codes apply only to certain entities, not individuals; see www.irs.gov/pub/irs-pdf/iw9.pdf for additional information.

Exempt Payee Code (if any) Exemption from FATCA reporting code (if any)

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number; **and**
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; **and**
3. I am a U.S. citizen or other U.S. person (including a U.S. resident alien); **and**
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Note: If you have been notified by the IRS that you are subject to backup withholding, you must cross out item 2 above.

Signature of U.S. Person

Dated (mm/dd/yyyy)

PART IV. SUBMISSION TO JURISDICTION OF THE COMMISSION AND ACKNOWLEDGMENTS

I submit this Proof of Claim Form under the terms of the Plan of Distribution. I also submit to the jurisdiction of the United States Securities and Exchange Commission with respect to my claim as a harmed investor and for purposes of enforcing the certification set forth herein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered in the Fair Fund. I agree to furnish additional information to the Fund Administrator to support this claim if requested to do so. I have not submitted any other claim covering the same purchases, acquisitions or sales of the Securities during the Relevant Period and know of no other person having done so on my behalf.



PART V. CERTIFICATION

1. I (We) understand that terms used herein not otherwise defined shall have the meaning ascribed to them in the Plan.
2. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter related to this Claim Form.
3. I (We) hereby warrant and represent that I (we) have accurately and completely reported on this Claim Form all of my (our) transactions in the Securities that occurred during the Relevant Period as well as my (our) holdings in the Securities at the close of trading on February 28, 2023.
4. I (We) hereby warrant and represent that I (we) are not an Excluded Party per the definition in the accompanying instructions.
5. I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____ in _____
 (Month/Year) (City/State/Country)

 (Sign your name here)

 (Sign your name here)

 (Type or print your name here)

 (Type or print your name here)

 (Capacity of person(s) signing, e.g.,
 Beneficial Purchaser or Acquirer, Executor or Administrator)

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 Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
 THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please completely fill out the form, including the Substitute Form W-9 and the above certification.
2. If this claim is being made on behalf of Joint Potentially Eligible Claimants, then both must sign.
3. Remember to attach copies of supporting documentation.
4. **Do not send** original certificates.
5. Keep a copy of your Proof of Claim Form and all supporting documentation for your records.
6. The Fund Administrator will acknowledge receipt of your Proof of Claim by mail within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgement postcard within 60 days, please call the Fund Administrator toll-free at 1-844-460-0580.
7. If you move, please send your new address to the address below or via email to info@BMWFairFund.com.
8. **Do not use red pen or highlighter** on the Proof of Claim Form or supporting documentation.

**THIS PROOF OF CLAIM FORM MUST BE SUBMITTED TO THE BELOW ADDRESS
 POSTMARKED NO LATER THAN MAY 10, 2024, 11:59 P.M. PT:**

BMW Fair Fund
 c/o KCC Class Action Services
 Fund Administrator
 P.O. Box 6159
 Novato, CA 94948-6159

