

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the relevant Terms and Conditions of the Notes and the Prospectus dated 12 May 2009, including any supplements thereto, if any.

**FINAL TERMS**

11 August 2009

**EUR 100,000,000 1.875 per cent. Notes due 13 August 2010**  
issued pursuant to the

**Euro 30,000,000,000**  
**Euro Medium Term Note Programme**  
of

Bayerische Motoren Werke Aktiengesellschaft ("BMW AG")  
BMW Finance N.V. ("BMW Finance")  
BMW US Capital, LLC ("BMW US Capital")  
BMW Australia Finance Limited, ABN 78 007 101 715 ("BMW Australia Finance")  
BMW (UK) Capital plc ("BMW UK Capital")  
BMW Japan Finance Corp. ("BMW Japan")

Dated 12 May 2009

**ISSUER:** BMW Finance N.V.

**GUARANTOR:** Bayerische Motoren Werke Aktiengesellschaft ("BMW AG")

**Specified Currency:** EUR

**Nominal Value:** EUR 100,000,000

Tranche No.: 576

Tranche to become part of an existing Series:

No

Issue Price:  
99.815 per cent

Issue Date: 13 August 2009

Net proceeds:  
EUR 99,815,000

Interest Basis: 1.875 % Fixed Rate

## I. TERMS AND CONDITIONS

These Final Terms are dated 13 August 2009 and contain the final terms of an issue of Notes under the Euro 30,000,000,000 Euro Medium Term Note Programme dated 12 May 2009 of BMW AG, BMW Finance, BMW US Capital, BMW Australia Finance, BMW UK Capital and BMW Japan (the "Programme").

This part of the Final Terms is to be read in conjunction with the Terms and Conditions of the Notes (the "Terms and Conditions of the Notes") set forth in the Prospectus dated 12 May 2009 (the "Prospectus") pertaining to the Programme as the same may be amended or supplemented from time to time. Capitalised terms not otherwise defined herein shall have the meanings specified in the Terms and Conditions of the Notes.

All references in this part of these Final Terms to numbered Conditions and sections are to Conditions and sections of the Terms and Conditions of the Notes.

All provisions in the Terms and Conditions of the Notes corresponding to items in these Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the terms and conditions applicable to the Notes.

### Forms of Conditions

- ☒ Long-Form
- ☐ Integrated

### Language of Conditions

- ☐ German only
- ☒ English only
- ☐ German and English (German prevailing)
- ☐ German and English (English prevailing)

## CURRENCY, DENOMINATION, FORM, TITLE, CERTAIN DEFINITIONS (§ 1)

### Denomination

Specified Denomination(s)	EUR 50.000
Number of Notes to be issued in each Specified Denomination	2,000

### Bearer Notes

- ☐ TEFRA C
- ☐ Permanent Global Note

Nominal amount of Permanent Global Note (if only one to be issued)

Nominal amount of each Permanent Global Note (if more than one to be issued)  
☐ Definitive Notes

☐ Definitive Notes and Collective Global Notes

☒ **TEFRA D**

Temporary Global Note exchangeable for:

☒ Permanent Global Note

Nominal amount of Global Note (if only one to be issued): EUR 100.000.000

Nominal amount of each Global Note (if more than one to be issued): Not Applicable

☐ Definitive Notes

☐ Definitive Notes and Collective Global Notes

☐ **Neither TEFRA D nor TEFRA C**

☐ Permanent Global Note

☐ Temporary Global Note exchangeable for:

☐ Definitive Notes

☐ Definitive Notes and Collective Global Notes

New Global Note (NGN)

Yes

☒ Intended to be held in a manner which would allow Eurosystem eligibility (in new global note form (NGN))

Note that if this item is applicable it simply means that the Notes are intended upon issue to be deposited with one of the international central securities depositories (ICSDs) as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

Classical Global Note

No

☐ Intended to be Eurosystem eligible

**Definitive Notes**

No

☐ Other

**Certain Definitions**

**Clearing System**

☐ Clearstream Banking AG, Frankfurt  
Neue Börsenstraße 1  
D-60487 Frankfurt am Main

☒ Euroclear Bank S.A./N.V.  
1 Boulevard du Roi Albert II  
B-1210 Brussels

☒ Clearstream Banking, société anonyme, Luxembourg  
42 Avenue JF Kennedy  
L-1855 Luxembourg

☐ Other – specify

**Relevant Financial Centres**

Target

**Calculation Agent**

No

☐ Principal Paying Agent

☐ Other (specify)

**STATUS, TRUSTEE, DECLARATION OF UNDERTAKING (§ 2)**

**Status**

Unsubordinated

**INTEREST (§ 3)**

☒ **Fixed Rate Notes**

**Rate of Interest and Interest Payment Dates**

Rate of Interest 1.875 % per cent. per annum  
payable annually in arrear

Interest Commencement Date 13 August 2009

Fixed Interest Date(s) 13 August 2010

First Interest Payment Date 13 August 2010

Initial Broken Amount(s) (per denomination)

Fixed Interest Date preceding the Maturity Date

Final Broken Amount(s) (per denomination)

- ☐ **Floating Rate Notes other than Constant Maturity Swap Floating Rate Notes**

**Rate of Interest and Interest Payment Dates**

Interest Commencement Date

Specified Interest Payment Dates

Specified Interest Period(s)

- ☐ Screen Rate Determination
- ☐ EURIBOR (Brussels time/TARGET Business Day/Interbank market in the Euro-zone)

[Euro Interbank Offered Rate (EURIBOR) means the rate for deposits in Euros for a specified period]

Screen page

- ☐ LIBOR (London time/London Business Day/City of London/London Office/London Interbank market)

[London Interbank Offered Rate (LIBOR) means the rate for deposits in various currencies for a specified period]

Screen page

- ☐ Other (specify)

Screen page

- ☐ **Constant Maturity Swap Floating Rate Notes**

Number of years

Factor

Additional provisions

**Margin**

- ☐ plus
- ☐ minus

**Interest Determination Date**

- ☐ [second] [other number of days] [TARGET] [London][Other (specify)] Business Day prior to commencement of Interest Period
- ☐ Other (specify)

Reference Banks (if other than as specified in § 3(2)) (specify)

- ☐ ISDA-Determination
- ☐ Other Method of Determination (insert details (including Margin, Interest Determination Date, Reference Banks, fall-back provisions))

**Minimum and Maximum Rate of Interest**

- ☐ Minimum Rate of Interest
- ☐ Maximum Rate of Interest
- ☐ **Other structured Floating Rate Notes**
- ☐ **Constant Maturity Swap Spread-Linked Notes**  
(set forth details in full here (including but not limited interest period(s), interest date(s), fixed initial rate(s) of interest, formula/ calculation of variable interest rate(s), description of CMS-rate, determination, market and settlement disruption, fall back provisions, determination dates)

☐ **Others (specify)**

☐ **Zero Coupon Notes**

Amortisation Yield

Other

☐ **Dual Currency Notes**  
(set forth details in full here (including, but not limited to, exchange rate(s) or basis for calculating exchange rate(s) to determine principal and/or interest/fall back provisions))

☐ **Index-Linked Interest Notes**  
(set forth details in full here (including, but not limited to, Index, an indication where information about the past and the further performance of the Index and its volatility can be found, formula for calculating interest amount, a description of any market disruption or settlement disruption events that affect the underlying and fall back provisions))

☐ **Instalment Notes**  
(set forth details in full here)

☐ **Other (specify)**

**Day Count Fraction**

- ☒ Actual/Actual (ICMA)
- ☐ 30/360
- ☐ Actual / Actual (Actual/365)
- ☐ Actual/365 (Fixed)
- ☐ Actual/360



- ☐ 30/360 or 360/360 (Bond Basis)
- ☐ 30E/360 (Eurobond Basis)

**Adjustment**

Interest amount shall be

- ☐ Adjusted
- ☒ Unadjusted

**PAYMENTS (§ 4)**

**Payment Business Day**

**Business Day Convention**

- ☒ Modified Following Business Day Convention
- ☐ FRN Convention (specify period(s))
- ☐ Following Business Day Convention
- ☐ Preceding Business Day Convention

Relevant Financial Centre(s) (specify all)

**REDEMPTION (§ 5)**

**Final Redemption**

**Notes other than Instalment Notes**

Maturity Date

13 August 2010

Redemption Month

Final Redemption Amount

- ☒ Principal Amount
- ☐ Final Redemption Amount (per Specified Denomination)
- ☐ **Index-Linked Redemption Notes**  
(set forth details in full here (including, but not limited to, Index, an indication where information about the past and the further performance of the Index and its volatility can be found, formula for calculating redemption amount, a description of any market disruption or settlement disruption events that affect the underlying and fall back provisions))
- ☐ **Other (specify)**

**Instalment Notes**

Instalment Date(s)

Instalment Amounts

**Early Redemption**

**Optional Early Redemption for Taxation Reasons**

In accordance with condition  
5.

☐ **Early Redemption at the Option of the Issuer**

Minimum Redemption Amount

Higher Redemption Amount

Call Redemption Date(s)

Call Redemption Amount(s)

Minimum Notice to Noteholders

Maximum Notice to Noteholders

☐ **Early Redemption at the Option of a Noteholder**

Put Redemption Date(s)

Put Redemption Amount(s)

Minimum Notice to Issuer

Maximum Notice to Issuer (never more than 60 days)

**Early Redemption Amount**

**PRINCIPAL PAYING AGENT (§ 6)**

Calculation Agent/specified office

Required location of Calculation Agent (specify)

☒ Principal Paying Agent

Citibank, N.A.

☐ Additional Paying Agent(s)/specified office(s)



## NOTICES (§ 12)

### Place and medium of publication

- ☐ Luxembourg (Luxemburger Wort)
- ☐ Luxembourg (Tageblatt)
- ☐ Germany (Börsen-Zeitung)
- ☐ Germany (Federal Gazette)
- ☐ London (Financial Times)
- ☐ France (La Tribune)
- ☐ Switzerland (Neue Zürcher Zeitung and Le Temps)

☒ Internet address

www.bourse.lu

☒ Other (specify)

Clearing System

### Governing Law

German Law

## II/2. ADDITIONAL DISCLOSURE REQUIREMENTS RELATED TO DEBT SECURITIES WITH A DENOMINATION PER UNIT OF AT LEAST EURO 50,000

### A. RISK FACTORS

As specified in the  
Prospectus

### B. KEY INFORMATION

Material Interests of natural and legal persons involved in the  
issue/offer

None

### C. INFORMATION CONCERNING THE NOTES TO BE ADMITTED TO TRADING

#### Securities Identification Numbers

☒ Common Code

044533588

☒ ISIN Code

XS0445335887

☒ German Securities Code

A1AK9Q

☐ Any other securities number

☒ Yield on issue price

2.064 %

**Method of Distribution**

- ☒ Non-Syndicated  
☐ Syndicated

**Management Details**

Dealer/Management Group (specify)

Bayerische Landesbank  
Brienner Strasse 18  
D-80333 München

**Expense**

Listing Expenses (specify)

expected to be EUR 1,160.00

Other (specify)

**Stabilising Manager**

None

**Stabilisation Period****D. ADMISSION TO TRADING AND DEALING  
ARRANGEMENTS**

**Listing(s) and admission to trading**

Yes

☒ Luxembourg Stock Exchange

☒ regulated market

☐ EuroMTF

☐ Other (insert details)

**E. ADDITIONAL INFORMATION**

Post issuance information relating to an underlying

Not Applicable

**II./3 ADDITIONAL INFORMATION RELATED TO ALL  
NOTES**

**Supplemental Tax Disclosure (specify)**

**Selling Restrictions**

☐ TEFRA C

☒ TEFRA D

☐ Neither TEFRA C nor TEFRA D

Additional selling restrictions (specify)

Rating

☒ Moody's A3

☒ Standard & Poor's A

Trade Date: 04 August 2009

The aggregate principal amount of Notes has been translated into not applicable  
EUR at the rate of [amount] [currency] = 1 EUR determined at the  
Trade Date as provided by the Issuer according to the ECB  
reference rate, producing the sum of:


**Listing:**

The above Final Terms comprise the details required to list this issue of Notes under the Euro 30,000,000,000 Euro Medium Term Note Programme of Bayerische Motoren Werke Aktiengesellschaft, BMW Finance N.V., BMW US Capital, LLC, BMW Australia Finance Limited, BMW (UK) Capital plc and BMW Japan Finance Corp., as approved by the Commission (as from 13 August 2009).

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer

By:

  
Duly authorised

By:

  
Duly authorised