

## **BioMarin Pharmaceutical**

### **Audit Committee Charter**

#### **Purpose of the Committee**

The Company's executive management is primarily responsible for the completeness and accuracy of its financial reporting and the adequacy of its internal financial and operating controls. The purpose of the Committee is to assist the Board in fulfilling its responsibility to oversee management's exercise of these responsibilities, including reviewing financial information provided by the Company, the Company's systems of internal accounting and financial controls and the annual independent audit of the Company's financial statements.

The Committee recognizes that management and the independent auditors have more time, knowledge and detailed information on the Company than do Committee members; consequently the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors work. Further, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate. This is the responsibility of management and the independent auditors.

The functions of the Committee as described in this Charter are set forth as a guide with the understanding that the Committee may diverge from this guide if circumstances so dictate.

#### **Membership of the Committee**

##### *Appointment and Removal*

- Members of the Committee shall be appointed by the Board, based on the recommendations of the Corporate Governance and Nominating Committee, and shall serve until a successor is duly elected or the member is removed or resigns.
- A member of the Committee shall be automatically removed if (1) the member is no longer a director of the Company, (2) is determined by the Board to no longer be "independent" as that term is defined by Nasdaq and, if applicable, the Sarbanes-Oxley Act, or (3) is ineligible because of other rules or requirements.
- Committee members may otherwise be removed or replaced by vote of the Board.

##### *Number and Qualification*

- The Committee will be comprised of at least three directors. The members must be "independent" as that term is defined by Nasdaq and, if applicable, the Sarbanes-Oxley Act.
- Each member shall be financially literate and possess knowledge of finance and accounting practices. At least one member of the Committee shall be financially expert as defined by the Board.

#### **Committee Structure and Operations**

- The Board, taking into account the views of the Chairman of the Board and the Nominating and Governance Committee shall designate one member of the Committee as its chairperson.
- The Committee shall meet when deemed necessary or desirable by the Committee or its chairperson, generally at least four times per year. The Committee will meet with the independent auditors each quarter. On occasion, the Committee will meet with the auditors outside of the presence of management. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.

- The Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

## **Committee Duties and Responsibilities**

### *Review of Financial Statements*

The Committee will review and discuss the Company's annual and quarterly financial statements with management and the independent auditors. Attention will be given to the effect of:

- Any significant changes in the Company's selection or application of accounting principles;
- Off-balance sheet transactions; and
- Significant financial reporting issues and judgments.

The Committee will determine whether to recommend to the Board inclusion of the audited financial statements in the Company's 10-K filing.

### *Annual Audit*

At the completion of the annual audit, the Committee will review with management and the independent auditors the following:

- The independent auditors' audit and its report on the financial statements;
- Comments and recommendations of the independent auditors;
- Any significant changes in the auditors' initial audit plan; and
- Other matters related to the audit which are required to be communicated to the Committee by generally accepted auditing standards, including a discussion of critical accounting policies and procedures, any discussions between the auditors and management regarding alternative treatment of financial information, and material written communications between management and the auditors.

### *Legal and Other Risks*

The Committee will review legal proceedings, litigation contingencies and other risks and exposures that could materially affect the financial statements. The Committee shall meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

### *Appointment and Oversight of Auditors and the Audit Process*

- The Committee will review significant findings of internal audit and management's responses thereto. The Committee will review and consider the recommendations of the CEO with respect to the appointment or replacement of the senior internal auditing executive.
- The Committee is responsible to recommend to the Board appointment and, where appropriate, replacement of the independent auditors. The Committee will review with the Board and the Company's Chief Executive Officer ("CEO") and Chief Financial Officer the performance and compensation of the auditors.
- The Committee will approve all arrangements and fees for work to be performed by the independent auditor's firm. In this connection, the Committee will meet with the auditors and the Company's financial management to review the audit plans and proposed procedures for the current year's audit.

- The Committee will review the independence of the auditors. It will require that the auditors provide to the Committee a formal written statement regarding all relationships with the Company to comply with Independence Standards Board Statement No.1.

#### *Oversight of Internal Accounting and Internal Controls*

- The Committee will review significant findings of internal audit and management's responses thereto. The Committee will review and consider the recommendations of the CEO with respect to the appointment or replacement of the senior internal auditing executive.
- The Committee will review with the independent auditors that firm's assessment of the financial staff of the Company (including internal audit) and the adequacy and effectiveness of the Company's financial and accounting internal controls.
- The Committee will review the Company's policies and procedures regarding its Standards of Business Conduct. However, it is not the Committee's duty to assure compliance with those standards or to assure that those standards comply with all laws and regulations.
- The Committee shall establish a system whereby any complaints or concerns regarding the Company's accounting, internal controls, auditing matters or disclosure obligations can be confidentially and anonymously reported to the Committee for appropriate treatment.

#### **Committee Reports**

The Committee shall produce the following reports and provide them to the Board:

- A report for inclusion in the Company's annual report or proxy that describes the Committee's responsibilities and how those responsibilities were discharged.
- An annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also include a review of the adequacy of this charter and shall recommend to the Board any revisions the Committee deems necessary or desirable, although the Board shall have the sole authority to amend this charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

#### **Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or to the Chairman of the Committee, whether or not such delegation is specifically contemplated under any plan or program.

#### **Resources and Authority of the Committee**

- The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.
- The Committee is authorized to have full access to all Company personnel, records and other informational sources.
- The Committee is empowered to investigate any matter brought to its attention and to retain counsel, auditors or other experts as required.