

BMW Finance SNC
SUPERVISORY BODY - AUDIT MISSIONS
CHARTER

Adopted on 2017, May the 27th.

1. Purpose

BMW Finance SNC (the “Company”) has set up a supervisory body (the “Supervisory Body”), which performs the missions imposed by the Order dated 3 November 2014 relating to internal control of regulated entities. Pursuant to Article L. 823-20 of the Commercial Code (the “C.com”), the Company has decided to assign the missions of the audit committee to the Supervisory Body. In that context, the purpose of this charter is to determine the audit missions of the Supervisory Body, in accordance with Article L. 823-19 of C.com.

2. Governance, Membership and Quorum

Rules relating to the governance, membership and quorum of the Supervisory Body are provided for by section 5 of the “France – Regulation on corporate structure” document updated on 2017, Jun the 23th.

3. Duties and Responsibilities

The Supervisory Body, when performing its audit duties and responsibilities, shall:

- (a) In relation to financial reporting
 - (i) Review and monitor the integrity and clarity of the financial statements and other financial disclosures, including compliance with accounting standards, and report to the Company’s shareholders on significant financial reporting issues which they may contain having regard to matters raised by the statutory auditors;
 - (ii) Consider any significant changes in accounting policies or practices relevant to the Company and make recommendations to the Company’s shareholders;
- (b) In relation to internal controls and risk management
 - (i) Monitor the effectiveness of the Company's internal control, internal audit, and risk management systems, regarding the financial reporting of the Company, without breaching its independence;



- (c) In relation to legal and regulatory compliance
 - (i) Review periodic reports from the Company's Compliance Department on legal, disclosure or other matters (including litigation) that may have a material impact on the financial statements of the Company;

- (d) In relation to statutory auditors
 - (i) Recommend for approval by the Company's shareholders the appointment, compensation and dismissal of the statutory auditors, in accordance with the Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities;
 - (ii) Monitor the statutory audit of the annual and consolidated financial statements, in particular, its performance, taking into account any findings and conclusions by the Haut Conseil du Commissariat aux Comptes following on-the-spot checks;
 - (iii) Review and monitor the independence of the statutory auditors and in particular the appropriateness of the provision of non-audit services to the audited entity;
 - (iv) Review and approve the non-audit services, if any, defined by Article L. 822-11-2 of C.com, rendered by the statutory auditors;
 - (v) Inform the Company's shareholders of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the audit committee was in that process.

- (e) Other Authority
 - (i) Determine the nature, the amount, the format, and the frequency of the information which it is to receive;
 - (ii) Have such other authority, duties and responsibilities that it should perform in accordance with legal and regulatory provisions.