

**POLARIS INDUSTRIES INC.**  
**BOARD OF DIRECTORS**  
**AUDIT COMMITTEE CHARTER**

Revised January 26, 2017

**I. INTRODUCTION AND PURPOSE**

The primary function of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Polaris Industries Inc. (the “Company”) in fulfilling its fiduciary responsibilities by overseeing the Company’s financial reporting and public disclosure activities. The Committee’s primary purposes are to:

- Assist the Board in fulfilling their oversight responsibilities relating to (1) the integrity of the Company’s financial statements, (2) the effectiveness of the Company’s internal control over financial reporting, (3) the Company’s compliance with legal and regulatory requirements, (4) the independent auditor’s performance, qualifications and independence, and (5) the responsibilities, performance, budget and staffing of the Company’s internal audit function.
- Prepare the report that the Securities and Exchange Commission (“SEC”) rules require to be included in the Company’s annual proxy statement.
- Serve as an independent and objective party to monitor the Company’s financial reporting process and internal control system.
- Provide an open avenue of communication among the independent auditor, financial and senior management, the internal auditors and the Board.

Although the Committee has the responsibilities and powers set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not employees of the Company and may or may not be auditors or accountants by profession and it is not the duty or responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements are in accordance with generally accepted accounting principles. These are the responsibilities of Company management and the independent auditor.

**II. COMPOSITION**

The Committee shall be comprised of three or more Directors as determined by the Board and be elected by the Board on the recommendation of the Corporate Governance and Nominating Committee. The Board may remove any member from the Committee at any time with or without cause. Unless a Chair is elected by the full Board, the members of the Committee may designate a chair by majority vote of the full Committee membership. If an Committee member desires to serve on the Committees of more than three public companies, then in each such case, the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Company’s Committee, and such determination shall be disclosed in the Company’s annual proxy statement.

The Committee may, in its discretion, form and delegate authority to a subcommittee of the Committee or to the Chair.

#### **A. Independence**

Each member of the Committee shall have been affirmatively determined by the Board to meet the standards of independence required by the SEC and the New York Stock Exchange, and shall be free, in fact and appearance, from any relationship that, in the opinion of the Board, may interfere with their independence from management and the Company.

#### **B. Financial Literacy and Expertise**

Each member of the Committee shall be financially literate, as such qualification is interpreted by the Company's Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee shall have been determined by the Board of the Company to have accounting or financial management expertise, which qualification shall be conclusively presumed if the person is an "Audit Committee Financial Expert" as such term is defined by the SEC.

### **III. MEETINGS AND COMMITTEE OPERATIONS**

The Committee shall meet in person or via teleconference at least four times annually, with additional meetings as often as necessary. The Committee shall periodically make time available during its regularly scheduled meetings to meet with management, the internal auditors and the independent auditors in separate sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately.

A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. In lieu of a meeting, action may be taken if authorized by written action approved by a majority of Committee members.

### **IV. COMMITTEE DUTIES AND RESPONSIBILITIES**

#### **A. Financial Reporting and Disclosure Matters**

1. Review and discuss with management and the independent auditors the Company's interim unaudited and annual audited financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operation," the results of the independent auditor's review (or audit in the case of annual financial statements) and any other matters required to be communicated to the Committee by the independent auditor, prior to filing each Form 10-Q or 10-K, respectively. Based on such review, determine whether to recommend to the Board the annual audited financial statements be included in the Company's Annual Report filed under the rules of the SEC. The Committee shall also prepare the report required by the SEC to be included in the Company's annual proxy statement and any other Committee reports required by

applicable securities laws or stock exchange listing requirements or rules.

2. In consultation with the Company's independent auditor and internal auditors, monitor the integrity of the Company's financial reporting processes, both internal and external. This shall include the review of major issues regarding significant changes to the Company's accounting principles and practices, financial reporting process and presentations, and system of internal controls, as suggested by the Company's independent auditor, management, or the internal auditors.
3. Review with management, the independent auditor, the internal auditors and the Company's legal counsel, as appropriate, any legal, regulatory or compliance matters, including off-balance sheet structures, that could have a significant impact on the Company's financial statements. This review should include significant changes in accounting initiatives, standards or rules as promulgated by the Financial Statements Accounting Standards Board, the SEC or other regulatory authorities with relevant jurisdiction.
4. Review the systems of reporting to the Committee by management, the independent auditor, and the internal auditors regarding any significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effect of alternative GAAP methods, and the view of each as to the appropriateness of such judgments.
5. Discuss with management the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as review any financial information and earnings guidance provided to analysts and rating agencies prior to public release.
6. Discuss with the independent auditor the matters required to be discussed by applicable auditing standards relating to the conduct of the audit.
7. Review all related party transactions approved by the Corporate Governance and Nominating Committee of the Board that are required to be disclosed pursuant to SEC Regulation S-K, Item 404, understanding the business rationale for the transactions and whether appropriate disclosures have been made.
8. Review with management and the internal auditors management's process for designing and implementing anti-fraud programs and controls, including the results of management's annual fraud risk assessment.
9. Discuss with management and the internal auditors management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act, including any material weaknesses or significant deficiencies identified. Also discuss with management its remediation plan to address internal control deficiencies and determine that the disclosures describing any identified material weaknesses and management's remediation plans are clear and complete.
10. Review management's report on its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year and the

independent auditor's report on the effectiveness of internal control over financial reporting.

11. Discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls by the Chief Executive Officer and Chief Financial Officer.
12. Discuss with management, the internal auditors, and the independent auditors any (1) changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed, and (2) any other changes in internal control over financial reporting that were considered for disclosure in the Company's periodic filings with the SEC.

## **B. Independent Auditors**

1. Be directly responsible for the appointment, compensation and oversight of the work of any independent auditor (subject, if applicable, to shareholder ratification), including resolution of disagreements between management and the independent auditor regarding financial reporting, for the purpose of preparing its audit report or related work or performing other audit, review or attest services for the Company. Each such independent auditor shall report directly to the Committee.
2. Review and discuss the scope of the annual audit plan for the independent auditors.
3. Have the sole authority to review in advance, and grant any appropriate pre-approvals of, (i) all auditing services to be provided by the independent auditor and (ii) all significant non-audit services to be provided by the independent auditor as permitted by Section 10A of the Securities and Exchange Act of 1934 and the Public Company Accounting Oversight Board. The Committee may designate a member to represent the entire Committee for purposes of approval, subject to review by the full Committee at the next regularly scheduled meeting. The Committee shall also review and approve disclosures required to be included in periodic reports filed under Section 13(a) of the Securities and Exchange Act of 1934 with respect to non-audit services.
4. Following completion of the annual audit, review with the independent auditor:
  - a. any audit problems, difficulties or significant disagreement with management encountered during the course of the audit, including any restrictions on the scope of work or access to requested information, and management's response
  - b. any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise)
  - c. any communications between the independent auditor's audit team and the independent auditor's national office respecting auditing or accounting

issues presented by the engagement

- d. any significant recommendations made to management by the independent auditor, and the internal auditors and management's responses
5. Review with the independent auditor the responsibilities, budget and staffing of the Company's internal audit function.
6. At least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
7. On an annual basis, in order to assist in its evaluation of the independent auditor's independence, the Committee shall receive from the independent auditor the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Committee concerning independence and delineating all relationships (and related fees) the Company's independent auditor has with the Company. The Committee is responsible for actively engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for taking appropriate action in response to the independent auditor's report to satisfy itself of the independent auditor's independence.
8. Confirm that neither the lead audit partner nor the audit partner responsible for reviewing the audit for the Company's independent auditor performs audit services for the Company for more than five consecutive years.
9. Review all reports required to be submitted by the independent auditor to the Committee under Section 10A of the Securities and Exchange Act of 1934, including, but not limited to, any internal control letter issued, or proposed to be issued, by the Company's independent auditor.
10. Periodically consult with the Company's independent auditor (outside of the presence of management) about the independent auditor's judgments about the appropriateness, quality, and acceptability of the Company's accounting principles as applied to its financial reporting, and the Company's internal controls and the completeness and accuracy of the Company's financial statements.

### **C. Internal Auditors**

1. Review and approve the internal audit department's annual audit plan and all major changes to the plan, as well as the scope, progress, and results of executing the internal audit plan.
2. Receive and review reports on the status of significant findings, recommendations, and management's responses.

3. Periodically review the performance, staffing, organizational structure, and credentials of the internal audit department.
4. Review the appointment, replacement, reassignment, or dismissal of the chief audit executive who shall have direct access to the Audit Committee.

#### **D. Other**

1. Review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board of Directors for approval.
2. Ensure appropriate procedures are established and maintained for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters to the Committee.
3. Review and discuss with management (i) the Company's policies with respect to risk assessment and risk management, including major financial risk exposures and the steps management has taken to monitor and control such exposures, (ii) management's assessment of the Company's enterprise risk management strategy; and (iii) the program that management has established to monitor compliance with its code of business conduct and ethics for directors, officers and employees.
4. Report regularly to the Board on the activities of the Committee and make such recommendations with respect to the above matters as the Committee may deem necessary or appropriate.
5. Perform a self-evaluation of the Committee's performance at least annually to determine whether it is functioning effectively.

#### **V. HIRING GUIDELINES FOR INDEPENDENT AUDITOR EMPLOYEES**

The Committee has adopted the following practices regarding the hiring by the Company of any partner, director, manager, advising member of the department of professional practice, reviewing actuary, reviewing tax professional and any other persons having similar responsibility for providing audit assurance (including all work that results in the expression of an opinion on financial statements and audits of statutory accounts) to the Company's independent auditor on any aspect of its certification of the Company's financial statements:

- No member, with the position listed above, of an audit team that is auditing the Company or any of its businesses can be hired by the Company for a period of two years following association with that audit.
- No former employee of the independent auditor may sign a Company SEC filing for 5 years following employment with the independent auditor.
- No former employee of the independent auditor may be named an officer of the

Company or any of its subsidiaries for 3 years following employment by the independent auditor.

- The Company's Chief Financial Officer must approve all hires from an independent auditor, and report annually to the Committee any hires from the independent auditor during the preceding year.

## **VI. PROCESS FOR HANDLING QUESTIONS, CONCERNS AND COMPLAINTS ABOUT ACCOUNTING OR AUDITING MATTERS**

The Committee has established the following procedures for: (i) the receipt, retention, and treatment of questions, concerns or complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by Company employees of questions, concerns or complaints regarding questionable accounting or auditing matters:

- All questions, concerns and complaints will be tracked by the Committee, but handled by the Company's finance organization and legal counsel in the normal manner, except as the Committee may request.
- The status of all questions, concerns or complaints will be reported on a quarterly basis to the Committee, and, if the Committee so directs, to the full Board.
- The Committee may request special treatment, including the retention of outside legal counsel or other advisors, for any question, concern or complaint.

## **VII. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have such resources and authority as it deems necessary to discharge its duties and responsibilities, including the sole authority to retain, discharge, and approve fees and other terms for retention of the independent auditors, independent legal counsel, and other independent experts or advisors. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation of the independent auditors, independent legal counsel, and other independent experts or advisors so retained by the Committee and ordinary administrative expenses that are necessary and appropriate to carry out its duties. The Committee may direct any officer or employee of the Company or request any employee of the Company's independent auditor or outside legal counsel to attend an Committee meeting or meet with any Committee members.