

HARLEY-DAVIDSON, INC.

Nominating and Corporate Governance Committee Charter

I. Committee's Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Harley-Davidson, Inc. (the "Company") to carry out the duties and responsibilities set forth in this Charter and such other responsibilities and duties that the Board may assign.

II. Committee Membership

The Committee must be comprised of all of the independent directors of the Board. All members of the Committee must meet the independence and other requirements of the New York Stock Exchange ("NYSE") and other applicable laws, regulations and rules.

III. Committee's Duties and Responsibilities

In addition to such other responsibilities and duties that the Board may assign from time to time, the Committee has the following responsibilities and duties:

- (1) Consider and make recommendations to the Board concerning the size of the Board.
- (2) Establish, subject to approval by the Board, the Board's criteria for selecting new directors which should include those set forth in this Charter.
- (3) Identify, consider and recommend to the Board potential nominees for director (including incumbent directors) and retain and terminate any search firm to be used to identify director candidates, with sole authority to approve the search firm's fees and other retention terms.
- (4) Consider and evaluate potential nominees for director that a shareholder of the Company recommends. The Committee will maintain procedures for the submission of recommendations for director nominees by a shareholder.
- (5) Consider and make recommendations to the Board concerning any resignation submitted by a director pursuant to Section 2.07 or Section 2.08 of the Company's Bylaws or otherwise.
- (6) Review, establish, amend and revise Board compensation levels, plans and policies and, to the full extent permitted by rules of the NYSE and applicable laws, regulations and rules, exercise the authority of the Board to adopt, administer and amend compensation plans for directors and recommend such plans to shareholders, as appropriate and required.
- (7) Make recommendations to the Board regarding the Company's Stock Ownership Guidelines as they relate to members of the Board and monitor compliance with such Guidelines by members of the Board .

(8) Manage the annual Board and Board committee evaluation process.

(9) Review the status of individual Board members, as well as the composition of the Board as a whole, including assessments of independence of nonmanagement directors and other directorship positions (for profit and not for profit) that directors may consider, and take any action necessary to effect changes in incumbent directors if deemed appropriate. Review from time to time the standard to determine director independence and recommend any proposed changes to the Board for approval.

(10) A member of the Committee who is a candidate for nomination as a director at the next annual meeting of the Company's shareholders may not be present during the deliberations concerning, or to vote upon, that member's candidacy. The Committee will evaluate, among other things, the Board member's ability to:

- Demonstrate through active participation in formal Board activities, as well as through informal contacts, a broad understanding of the Company's business, problems and opportunities.
- Demonstrate a personal interest in participating in and understanding the overall Harley-Davidson experience at periodic Company, dealer, customer and industry events.
- Demonstrate that he or she is a valued and demanding partner to management and easily accessible to them.

(11) Consider and make recommendations to the Board concerning the number and nature of the committees of the Board, member assignments and rotation, committee chairs and the need for any restructuring of such committees. Among other things, the Committee will consider and make recommendations to the Board as to the following:

- Whether persons to be considered for assignment or reassignment to Board committees meet the required independence standards.
- Whether persons to be considered for assignment or reassignment to Board committees meet specific expertise and experience requirements, such as:
- Whether persons to be considered for assignment or reassignment to the Audit Committee are financially literate or become financially literate within a reasonable period of time after appointment to the Audit Committee.
- Whether there is at least one Audit Committee member who: (i) has accounting or related financial management expertise; or (ii) if the Board so determines, is an audit committee financial expert in accordance with the requirements set forth under the Sarbanes-Oxley Act of 2002.

(12) Establish goals and objectives with the Chief Executive Officer of the Company ("CEO") and evaluate at least annually the performance of the CEO in light of these goals and objectives.

(13) Review and approve the CEO's total compensation on an annual basis as recommended by the Human Resources Committee.

(14) Review the Company's management overall to develop a CEO succession plan for recommendation to the Board.

(15) Maintain a Code of Business Conduct and reassess the adequacy of the Code of Business Conduct from time to time.

(16) Maintain a Conflict of Interest Process for Directors, Executive Officers and Other Employees.

(17) Review circumstances that may involve a potential conflict under the Conflict of Interest Process for Directors, Executive Officers and Other Employees and/or a potential Code of Business Conduct violation by the CEO or directors.

(18) Review the disclosure of any waivers of any conflict of interest or other Code of Business Conduct violation for the CEO and directors.

(19) Review and reassess annually this Charter and the Corporate Governance Policy applicable to the Company and recommend any proposed changes to the Board for approval.

(20) Appoint a Presiding Director when the Chairman is not independent who will: (i) preside at the executive sessions of the non-management and/or independent directors and (ii) serve as a contact for interested parties who wish to communicate with non-management directors.

(21) Retain, compensate and terminate any legal, accounting or other advisors as the Committee determines is desirable to accomplish the duties and responsibilities of the Committee.

(22) Review the Company's policies applicable to directors regarding trading and hedging involving Company securities.

(23) Make regular reports to the Board.

(24) Review annually the Committee's performance of this Charter.

(25) Establish subcommittees and delegate authority to such subcommittees if the Committee determines it is desirable to accomplish the duties and responsibilities of the Committee.

IV. Committee's Criteria for Selecting and Retaining Directors

In considering potential candidates for the Board, including with respect to incumbent directors and shareholder recommended candidates, the Committee should consider, among other qualifications that it deems appropriate, the following:

(1) The potential candidate's principal employment, occupation or association involving an active leadership role.

(2) The potential candidate's, qualifications, attributes, skills and/or experience relevant to the Company's business and structure.

(3) The potential candidate's ability to bring diversity to the Board, including whether the potential candidate brings complementary skills and viewpoints.

(4) The potential candidate's time commitments, particularly the number of other boards on which the potential candidate may serve. No Board member may serve on more than four (4) public company boards (including the Company's Board) unless, in each case, the Committee determines that such simultaneous service would not impair the ability of such member to effectively serve on the Board.

(5) The potential candidate's independence and absence of conflicts of interest as determined by the Board's standards and policies, NYSE rules and other applicable laws, regulations and rules.

(6) The potential candidate's financial literacy and expertise.

(7) The potential candidate's personal qualities including strength of character, maturity of thought process and judgment, values and ability to work collegially.

Adopted by the Board of Directors:
May 6, 1995

Date of Last Revision:
December 6, 2011