

**HARLEY-DAVIDSON, INC.**  
**Sustainability Committee Charter**

I. Committee's Purpose

The Sustainability Committee is appointed by the Board of Directors of Harley-Davidson, Inc. to provide oversight, advice and assistance to the Board and to the Company's management in developing, implementing and monitoring social and environmental policies, practices and strategies that will foster the sustainable growth of Harley-Davidson on a global basis.

Throughout its history, Harley-Davidson has survived and succeeded by creatively balancing the tension between preserving and renewing its heritage. For Harley-Davidson, sustainable growth is the ability to grow and operate our businesses by preserving and renewing this heritage through global opportunities for shared value creation and inclusion. Sustainable growth is driven through leadership and continually challenging our business model, strategies, processes, products, services and other capabilities to realize the substantial long-term value of our company, our heritage, our environment and our people.

II. Committee Membership

The Committee shall be comprised of three or more directors appointed annually by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The Board shall designate one member of the Committee to serve as chairperson. Any director of the Company who is not a member of the Committee may be invited to attend meetings of the Committee but may not vote on any matter coming before the Committee.

III. Committee's Duties, Responsibilities and Processes

Consistent with the Committee's purpose, the Committee shall provide oversight, advice and assistance to the Board and management in the formulation and implementation of social and environmental policies, practices and strategies to foster sustainable growth for the Company on a global basis. To that end, the Committee shall have the following responsibilities and duties:

A. Principal Functions

(1) Monitor the social, political, environmental, public policy, legislative and regulatory trends, issues and concerns that could affect the Company's sustainable business model, processes, resources, activities, strategies, and other capabilities, and make recommendations to the Board and management regarding how the Company should respond to social and environmental trends, issues and concerns to more effectively achieve its sustainable business goals.

(2) Assist management in setting strategy, establishing goals and integrating social and environmental shared value creation and inclusion into daily business activities across the Company consistent with sustainable growth.

(3) Review new technologies and other innovations that will permit the Company to achieve sustainable growth.

(4) Consider the impact that the Company's sustainability policies, practices and strategies have on employees, customers, dealers, suppliers, the environment and the communities in which the Company operates.

(5) Consider and make recommendations regarding support provided by the Company or its charitable foundation for charitable, civic, educational and business organizations that impact the Company's initiatives and efforts for social and environmental shared value creation and inclusion.

(6) Review the Company's periodic sustainability strategy reports, corporate social responsibility reports, and other similar reports and provide direction regarding the Company's participation in sustainability-related trade groups and reporting organizations.

(7) Review and make recommendations to the Board regarding shareholder proposals submitted for inclusion in the Company's annual proxy materials relating to the Company's sustainability policies, practices or strategies.

(8) Such other responsibilities and duties that may be assigned by the Board from time to time consistent with the Committee's purpose.

B. Miscellaneous

(1) Make regular reports to the Board.

(2) 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.

(3) Review and reassess annually the performance of the Committee and the adequacy of this Charter, and recommend any proposed changes to the Nominating and Corporate Governance Committee for review and submission to the Board for approval.

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

Adopted by the Board of Directors:

April 30, 2011

Date of Last Revision:

December 6, 2011