

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

I. Committee's Purpose

The Brand and 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:

- high-leverage aspects of the Harley-Davidson brand and the Company's retail and go-to-market strategies; and
- 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 brand and heritage. With this balance, Harley-Davidson has become one of the most well-recognized and iconic brands in the world. Starting in a shed in 1903 and surviving the Great Depression, the Harley-Davidson brand is an expression for personal freedom worldwide, and our brand will continue to evolve with new, inclusive and unifying tenets of personal freedom.

Important to the Harley-Davidson brand is our commitment to a sustainable future for our company, our customers and our communities. We continuously renew the sport of motorcycling while preserving the best aspects of our heritage and the earth's natural resources. The Company continually challenges our business model, strategies, processes, products, services and other capabilities to realize the substantial long-term value of our Company and to grow our business without growing our environmental impact.

II. Committee Membership

The Committee shall be comprised of not less than three and not more than four 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 by the Committee chairperson 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 the Company's brand, retail, customer and environmental policies, practices and strategies to foster continued brand strength and 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 consumer, market, industry and macroeconomic trends, issues and concerns that could affect the Company's brand relevance and its retail and go-to-market models, processes, resources, activities, strategies and other capabilities, and make recommendations to the Board and management regarding how the Company should respond to such trends, issues and concerns.

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

(3) Consider and advise management on high-leverage aspects of the Harley-Davidson brand and the Company's retail and go-to-market strategies to rapidly improve its brand relevance, retail prowess and new customer creation in the near-term, while building strong leadership and Company capabilities in these areas for the long-term.

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

(5) Review new technologies and other innovations that will permit the Company to achieve sustainable growth without growing our environmental impact.

(6) 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 and where its customers ride.

(7) 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:  
February 27, 2019

Date of Last Revision:  
February 26, 2019