



## **Harley-Davidson, Inc.**

### **Clawback Policy**

In the event that the Harley-Davidson, Inc. Board of Directors (the “Board”) or an appropriate committee thereof determines that any fraud or intentional misconduct by an executive officer was a contributing factor to Harley-Davidson, Inc. (the “Company”) having to restate any financial statements that the Company has filed with the U.S. Securities and Exchange Commission due to the Company’s material noncompliance with any financial reporting requirement under the securities laws, then the Board or the committee may, in its discretion and to the extent permitted by governing law, require the Company to seek reimbursement or forfeiture of any eligible compensation paid or credited to or earned by such executive officer. The amount of eligible compensation subject to forfeiture shall be any eligible compensation in excess of the amounts that would have been paid or credited to or earned by such executive officer during the three-year period preceding the date on which the Company is required to prepare the restatement based directly on the restated financial results. For the purposes of this Policy, the term “executive officer” means any officer (i) designated as a Section 16 officer under the federal securities laws or (ii) who has been designated an executive officer by the Board, and the term “eligible compensation” means any bonuses paid or credited to or any other incentive compensation earned by an executive officer.