

HARLEY-DAVIDSON, INC.
FINANCIAL CODE OF ETHICS

In my capacity as the Chief Executive Officer, Chief Financial Officer, or Controller, or as an employee in the finance and accounting area or in an area that provides support to the finance and accounting area of Harley-Davidson, Inc. or one of its affiliates or subsidiaries, (the "Company"), or a manager of any such employee, I recognize that I serve an important role in the Company's reporting and disclosure processes, particularly in ensuring full, fair, accurate, timely and understandable disclosure of financial and other information regarding the Company. I also understand that I have a responsibility to help the Company establish and maintain adequate internal controls. I will adhere to and advocate the following principles, to the best of my knowledge and ability:

1. I will act honestly and ethically in all my professional relationships.
2. I will endeavor to avoid all conflicts of interests with the Company and in any case will immediately and fully disclose any transaction or relationship that reasonably could be expected to give rise to an actual or perceived conflict of interest between the Company and me in accordance with the Conflict of Interest process.
3. I will ensure, to the best of my knowledge, the timely and understandable disclosure of information that is accurate, complete, objective, and relevant in all reports and documents filed with or submitted to the Securities and Exchange Commission or any other governmental, private or public regulatory agency or in other public communications that the Company makes.
4. I will endeavor to comply with all laws, rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
5. I will act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated, in all of my professional relationships.
6. I will respect the confidentiality of information acquired in the course of my work and will not disclose such information, except when authorized or otherwise legally obligated to disclose it. I will not use confidential information acquired in the course of my work for my personal advantage.
7. I will maintain skills important and relevant to the Company's needs and share such knowledge with my peers.
8. I will promote ethical behavior as a responsible partner among peers in my work environment and community.
9. I will responsibly use and exercise reasonable control over all assets and resources employed or entrusted to me.
10. I will not coerce, manipulate, mislead or unduly influence any authorized audit/investigation or interfere with any auditor/investigator engaged in the performance of an internal or independent audit/investigation of the Company's system of internal controls, financial statements or accounting books and records.
11. I understand that I am obligated to report questionable accounting or auditing matters or any violations of this Code to the General Counsel of Harley-Davidson, Inc. or the Chairman of the Audit Committee of the Board of Directors of Harley-Davidson, Inc. If I report questionable accounting or auditing matters to the General Counsel of Harley-Davidson, Inc. and I deem that my report has not received an appropriate response, I am required to report these matters to the Chairman of the Audit Committee of the Board of Directors of Harley-Davidson, Inc. I also understand that I can anonymously report questionable accounting or auditing matters or any violations of this Code or the Company's Code of Business Conduct, as set forth in the Company's Code of Business Conduct. I further understand that nothing in this Code prohibits me from reporting in good faith possible violations of law or regulations to any governmental agency or entity, including but not limited to the Securities and Exchange Commission, under any whistleblower law or regulation.

12. I understand that if I violate the principles of this Code, the Company may take disciplinary actions against me. Without limitation, disciplinary actions may range from an oral warning to dismissal or referral for criminal prosecution, depending upon the situation.
13. I recognize that these principles and obligations are in addition to those set forth in the Company's Code of Business Conduct and any other code that I have sworn to uphold which governs my professional and ethical conduct.

Dated this ____ day of _____, 20____

Signature: _____

Name: _____

Title: _____

***Contact Information for the individuals listed in Sections 11:**

General Counsel: Harley-Davidson, Inc.
3700 W. Juneau Avenue
Milwaukee, WI 53208
(414) 343-4044 - office
(414) 343-4089 - fax

Chairman, Audit Committee: Chairman, Audit Committee
Harley-Davidson, Inc.
P.O. Box 653
Milwaukee, WI 53201

Code of Business Conduct Reporting Helpline:

- o Website - h-dcodehelpline.com
- o The Harley-Davidson Code of Business Conduct helpline phone numbers are listed on page 8 of the Code of Business Conduct document available online - [Code of Business Conduct](#)

Adopted

Nominating and Corporate Governance Committee of the Harley-Davidson, Inc. Board of Directors: December 11, 2002

Last Revisions Approved:

Harley-Davidson, Inc. Global Compliance & Ethics Committee: November 6, 2015

Audit Committee of the Harley-Davidson, Inc. Board of Directors: November 30, 2015