HARLEY-DAVIDSON, INC.

Audit and Finance Committee Charter

I. Committee's Purpose

The Audit and Finance 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. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, the internal auditors and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company.

A. Meetings

The Committee will meet as often as it determines necessary, but not less frequently than quarterly. The Committee should meet separately, periodically, with management, with the internal auditors and with the independent auditors. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee, with or without management present.

B. Internal Audit Function

The Committee should have a clear understanding with management that the Company's internal auditor is ultimately accountable to the Board and the Committee. The Committee has the ultimate authority and responsibility to appoint, retain, evaluate and, where appropriate, replace the internal auditor. The Committee should review the internal auditor's responsibilities and facilitate unrestricted access by internal auditors to relevant records, personnel and physical properties. The Committee should ensure the internal audit function is structured to best achieve organizational independence and permit full and unrestricted access to the Committee, management and the Board. In addition, the Committee should review and approve the annual internal audit plan and budget. Further, the Committee should meet separately with the internal auditors, with and without management present, to discuss the results of their examinations.

C. Independent Auditors

The Committee should have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Board and the Committee. The Committee has the ultimate authority and responsibility to appoint, retain, evaluate and, where appropriate, replace the independent auditors, though the Committee will seek shareholder ratification of its choice of independent auditors at the Company's annual meeting of shareholders. The Committee should discuss with the independent auditors their independence from management and the Company and the matters included in the written disclosures required by the Independence Standards Board.

The Committee should discuss with the independent auditors the overall scope and plans for their respective audits including the adequacy of staffing and compensation. Also, the Committee should discuss with management and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage business risk, and legal and regulatory compliance programs. Further, the Committee should meet separately with the independent auditors, with and without management present, to discuss the results of their examinations. In addition, the Committee should review with the independent auditors any audit problems or difficulties and management's response.

D. Limitation of Role of Committee

It is recognized that the members of the Committee are not full-time employees of the Company and they do not represent themselves to be accountants or auditors on behalf of the Company. It is not the Committee's duty to plan or conduct audits or to determine if the Company's financial statements are prepared accurately and in accordance with generally accepted accounting principles ("GAAP"). These duties are the responsibility of management and the independent auditors, who are ultimately accountable to the Committee. It is not the Committee's responsibility to independently verify information presented to it, unless special circumstances require independent verification. The Company's management, and not the Committee, is responsible for assessing and managing the Company's exposure to risk. The statement of the Committee's Duties, Responsibilities and Processes below is in all respects qualified by this limitation.

II. Committee Membership

The Committee will be comprised of at least three directors, each of whom must meet the independence and experience requirements of the New York Stock Exchange, the requirements of the Exchange Act of 1934 (the "Act") and other applicable laws, regulations and rules. All Committee members should be financially literate, or should become financially literate within a reasonable period of time after appointment to the Committee. In addition, at least one member of the Committee must have accounting or related financial management expertise (as the Board interprets such qualification in its business judgment). The Board may also determine that a Committee member be deemed an audit committee financial expert in accordance with the requirements of the Act, and if it does so, it may presume that such Committee member has accounting or related financial management expertise. Committee members should not simultaneously serve on the audit committee of more than two other public companies unless, in each case, the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and discloses such determination in the Company's annual proxy statement or on the Company's web site (with the annual proxy statement noting and directing shareholders to such web site disclosure).

III. Committee's Duties, Responsibilities and Processes

The Committee shall be responsible to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. The Committee will (1) assist Board oversight of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, and (iv) the performance of the Company's internal audit function and independent auditors; and (2) prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K of the Securities and Exchange Commission.

The Committee shall also oversee matters relating to the Company's capital structure, including liquidity strategies, indebtedness, dividend strategy, share repurchase authority and strategy, corporate ratings, matters relating to the Company's finance subsidiary's loan portfolio, the Company's banking and borrowing strategy and funding sources, investment of cash and cash equivalents, market exposures and use of hedging and derivatives, tax strategy, and matters within the responsibility of the Retirement Plans Committee. With respect to these matters the Committee will assist with (1) Board oversight and (2) with the Company's compliance with related legal and regulatory requirements.

Management is responsible for preparing the Company's financial statements, and the independent auditors are responsible for auditing those financial statements. The Committee is directly responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditors report directly to the Committee. The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, to best react to changing regulations, conditions and circumstances. The Committee should take the appropriate actions to set the overall "tone" for quality financial reporting, sound business risk practices, and ethical behavior of management, the internal auditors and the independent auditors.

The Committee must pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to the de minimis exceptions described in the Securities Exchange Act of 1934, as amended, which are approved by the Committee prior to the completion of the audit.

The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee, as well as the ordinary administrative expenses of the Committee.

The following will be the principal recurring processes of the Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

A. Financial Statement and Disclosure Matters

1. Prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

2. Discuss the interim financial statements, including footnotes and Management's Discussion and Analysis, with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee should review the results of the independent auditors' quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards. The Chair of the Committee may represent the entire Committee for the purposes of this review. Specifically, the Committee should review and discuss quarterly reports from the independent auditors with regard to:

   (a) All critical accounting policies and practices to be used.

   (b) All alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors.

(c) Other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

3. Review with management and the independent auditors the financial statements, including disclosures made in Management's Discussion and Analysis, to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of the Form 10-K), including their judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. Also, the Committee must discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards and recommend to the Board whether the audited financial statements should be included in Form 10-K.

4. Discuss with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods on the financial statements and any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal control over financial reporting and any special steps adopted in light of material control deficiencies.

5. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

6. Discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

7. Discuss with management the Company's major risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

8. Discuss with the independent auditors the matters required to be discussed by AU Section 380 of the PCAOB Auditing Standards, as it may be amended or superseded.

9. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

B. Oversight of the Company's Relationship with the Independent Auditors

1. Review and evaluate the lead partner of the independent auditors' team.

2. Obtain and review a report from the independent auditors at least annually regarding (a) the independent auditors' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditors and the Company. Evaluate the qualifications, performance and independence of the independent auditors, including considering whether the independent auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, and taking into account the opinions of management and the internal auditors. The Committee will present its conclusions with respect to the independent auditors to the Board.

3. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit, the audit partner responsible for reviewing the audit and any other audit personnel as required by laws, regulations and rules. Consider whether, to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.

4. Set clear policies for the Company's hiring of employees or former employees of the independent auditors.

5. Meet with the independent auditors prior to the audit to discuss the planning and staffing of the audit.

C. Oversight of the Company's Internal Audit Function

1. Discuss with the independent auditors and management the Company's internal auditing responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

2. Review the appointment, performance and any replacement of the senior internal auditing executive.

3. Review the significant reports to management prepared by the internal auditors and management's responses.

D. Compliance Oversight Responsibilities

1. Obtain from the independent auditors assurance that the firm has not detected or otherwise become aware of information indicating that an illegal act has or may have occurred.

2. Obtain reports from management, the Company's senior internal auditing executive and the independent auditors to the effect that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal

requirements regarding auditing matters. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.

3. Maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

4. Maintain a Financial Code of Ethics as required by the Act.

5. Discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

6. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.

7. Fulfill the respective responsibilities of the Committee and the Chair of the Committee under the Company's Attorney Reporting Policy which requires in-house and outside attorneys to report, "up-the-ladder" within the Company, evidence of certain kinds of wrongdoing by the Company or its directors, officers, employees or agents.

E. Oversight of Capital Structure Matters

1. Review, discuss with management, and recommend to the Board the Company's dividend stratgegy.

2. Review, discuss with management, and recommend to the Board the Company's share repurchase strategy, practices and plans.

3. Review and discuss with management the Company's corporate ratings.

F. Oversight of Liquidity, Hedging, and Risk Management Matters

1. Review, discuss with management, and approve liquidity strategies including indebtedness levels and the funding plan for finance subsidiaries.

2. Review and discuss with management the loan portfolio for finance subsidiaries.

3. Review and discuss with management the banking and borrowing strategy, credit facilities and other funding sources, including compliance with any covenants.

4. Review and discuss with management the Company's investment of its cash and cash equivalents and the performance of these investments.

5. Review and discuss with management the Company's exposures to

commodities, foreign currencies and interest rates, and use of hedging, derivatives and other techniques to manage these risks.

6. Review and approve hedging and derivatives resolutions.

7. Review and discuss with management the Company's tax strategy and planning.

G. Retirement Plans

1. Review matters within the responsibility of the Retirement Plans Committee, including funding levels for the Company's pension plans and investments and the investment performance of assets within such plans; assets allocable to deferred compensation and other benefit plans; funding of the Company's 401(k) matching contributions; and investment options under the Company's 401(k) and other benefit plans.

H. Miscellaneous

1. Make regular reports to the Board.

2. Review and reassess annually the Committee's performance and the adequacy of this Charter, and recommend any proposed changes to the Board for approval.

3. 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:
August 17, 1994

Date of Last Revision
November 29, 2016