

HARLEY-DAVIDSON, INC.

Human Resources Committee Charter

I. Committee's Purpose

The Human Resources Committee ("Human Resources Committee") is appointed by the Board of Directors ("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.

II. Committee Membership

The Human Resources Committee will consist of at least two committee members. All members of the Human Resources Committee must meet the independence requirements of the New York Stock Exchange applicable to compensation committee members and other requirements of applicable laws, regulations and rules. No director may serve on the Human Resources Committee if such service would cause the Human Resources Committee not to satisfy the requirements of Section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended (the "Code"), the requirements of Rule 16b -3 under the Securities Exchange Act of 1934, as amended, or other similar requirements.

III. Committee Duties and Responsibilities

In addition to such other responsibilities and duties that the Board may assign from time to time, the Human Resources Committee has the following responsibilities and duties:

1. Establish goals and objectives with the Chief Executive Officer of the Company ("CEO") and evaluate at least annually the performance of the CEO in light of these goals and objectives.
2. Review and approve the total compensation of the CEO on an annual basis, including base pay, with input from all of the independent directors on the Board (who comprise the Nominating and Corporate Governance Committee) on the performance of the CEO in meeting his or her goals and objectives and concerning the CEO's total compensation.
3. Review and approve the total compensation of the executive officers of the Company (other than the CEO) on an annual basis, including base pay, with input from the CEO on their performance. Executive officers of the Company are those that the Company treats as its executive officers for general securities law purposes.
4. Review overall compensation plans and policies for executive officers and other employees of the Company, its subsidiaries and its affiliates to ensure they are consistent with the general compensation policy established by the Committee. Review and approve incentive compensation (including performance targets) and equity-based compensation for the executive officers of the Company and other key employees of the Company, its subsidiaries and affiliates. In connection with those responsibilities, to the full

extent permitted by rules of the New York Stock Exchange (the “Rules”) and applicable laws, regulations and rules, the Committee should:

- (a) Exercise the authority of the Board to adopt and amend compensation plans for executive officers and other employees, including incentive compensation and equity-based plans. Administer, interpret, make grants and awards under and adopt rules with respect to the Company’s equity-based and incentive compensation plans from time to time in effect. Exercise such other power and authority as may be permitted or required under the Company’s equity-based and incentive compensation plans. Review and approve establishment of, changes in, or delegations of authority with respect to Company retirement and benefit plans as they relate to senior leaders, and review and approve any proposed significant changes in plan design for other employee retirement and benefit plans that are material to the Company as recommended by the Retirement Plans Committee. Recommend incentive compensation and equity-based plans to shareholders, as appropriate and required.
- (b) Produce the Board of Directors Human Resources Committee Report on Executive Compensation that the Company must include in its proxy statement, and in conjunction with that report, review the Compensation Discussion and Analysis that the Company must include in its proxy statement, discuss it with management and determine whether to recommend to the Board its inclusion in the proxy statement.
- (c) Assess the Company’s policies and practices of compensating its employees (including those who are not executive officers) to determine whether the design or operation of the Company’s compensation programs encourage employees to engage in excessive or unnecessary risk-taking, is aligned with the interests of shareholders and appropriately awards pay for performance.
- (d) Determine, in its sole discretion, whether to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Human Resources Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser that the Human Resources Committee retains. The Human Resources Committee has authority to obtain advice and assistance from internal legal, accounting or other advisors. The Company must provide for appropriate funding, as determined by the Human Resources Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or any other adviser that the Human Resources Committee retains. If the Committee decides to retain or obtain the advice of a compensation consultant, legal counsel or other adviser, then, subject to the Rules, select a compensation consultant, legal counsel or other adviser to the Human Resources Committee only after taking into consideration all factors relevant to that adviser’s independence from Company management, including any that the Rules enumerate.

- (e) To the extent the Committee intends incentive compensation or equity-based compensation for the executive officers of the Company to comply with the exception for performance-based compensation under Section 162(m) of the Code, establish related performance goals (including, as applicable, an objective formula or standard for computing the amount of compensation payable if the goal is attained) in writing no later than 90 days after the commencement of the period of service to which the performance goals relate (or such earlier time as is required for purposes of Section 162(m)) and certify in writing prior to payment of related compensation that the performance goals and any other material terms were in fact satisfied, all in a manner that complies with Section 162(m).
5. Review in conjunction with the CEO the career development and management succession plans for the Company (other than the CEO).
 6. Review with management and make recommendations to the Board regarding the selection and retention of officers of the Company.
 7. Make recommendations to the Board regarding the Company's Stock Ownership Guidelines as they relate to the Company's executive officers and senior leaders and monitor compliance with such Guidelines by executive officers and senior leaders.
 8. Review incidents that may involve a potential conflict of interest or any other potential Code of Business Conduct violation by the Company's executive officers (other than the CEO).
 9. Review the disclosure of any waivers of any conflict of interest or any other Code of Business Conduct violation for executive officers (other than the CEO).
 10. Make determinations regarding shareholder advisory votes on compensation of named executive officers, including the frequency of such advisory votes.
 11. Review the Company's policies applicable to executive officers regarding trading and hedging involving Company securities.
 12. Make regular reports to the Board.
 13. Review and reassess annually the Human Resources Committee's performance and the adequacy of this Charter, and recommend any proposed changes to the Board for approval.
 14. Establish subcommittees and delegate authority to such subcommittees if the Human Resources Committee determines it is desirable to accomplish the duties and responsibilities of the Human Resources Committee.

Adopted by the Board of Directors:
August 17, 1994

Date of Last Revision:
November 29, 2016