

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 (a) review the annual performance of the Chief Executive Officer ("CEO") with input from the independent directors of the Board and make recommendations to the independent directors about the CEO's total compensation; (b) review overall compensation plans for executive officers and other employees and produce an annual report on compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations; (c) review and recommend all equity-based compensation plans; (d) evaluate Company management performance overall and provide recommendations regarding management successors; (e) review potential conflicts of interest and any other potential Code of Business Conduct violations by the Company's executive officers (other than the CEO); and (f) review the disclosure of any waivers of such conflicts or other Code of Business Conduct violations for executive officers (other than the CEO).

II. Committee Membership

The Human Resources Committee shall consist of at least two committee members. All members of the Human Resources Committee shall meet the independence requirements of the New York Stock Exchange and other requirements of applicable laws, regulations and rules. No director shall serve on the Human Resources Committee if such service would cause the Human Resources Committee not to satisfy the administration requirement of Section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended, the disinterested administration requirement of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or other similar requirements. The Board shall appoint the members of the Human Resources Committee on the recommendation of the Nominating and Corporate Governance Committee. Human Resources Committee members may be replaced by the Board.

III. Committee Duties and Responsibilities

The Human Resources Committee shall, in addition to such other responsibilities and duties that may be assigned by the Board from time to time, have the following responsibilities and duties:

1. Review the total compensation of the CEO on an annual basis 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 make recommendations to the independent directors of the Board about the CEO's total compensation.

2. Review overall compensation policies for employees of the Company, its subsidiaries and affiliates.
3. Review overall compensation plans of the Company for executive officers and other employees to ensure they are consistent with the general compensation policy established by the Committee as articulated in the Company's proxy statement and as it may be changed from time to time. 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, the Committee shall:
 - (a) Administer, interpret, make grants and awards under, and adopt rules with respect to the Company's stock option/stock appreciation rights and incentive compensation plans from time to time in effect and exercise such other power and authority as may be permitted or required under such plans. Recommend incentive-compensation and equity-based plans to the Board or shareholders, as appropriate and required.
 - (b) Produce the Board of Directors Human Resources Committee Report on Executive Compensation that is required to be included in the Company's proxy statement.
 - (c) Retain and terminate any compensation consultant used to assist in the evaluation of CEO or senior executive compensation. The Human Resources Committee shall have sole authority to approve the consultants' fees and other retention terms. The Human Resources Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
4. Review in conjunction with the CEO the career development and management succession plans for the Company (other than the CEO).
5. Review with management and make recommendations to the Board regarding the selection and retention of officers of the Company.
6. 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).
7. 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).
8. Make regular reports to the Board.
9. Review and reassess annually the Human Resources Committee performance and the adequacy of this Charter, and recommend any proposed changes to the Board for approval.

10. 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:
8/17/94 Board Meeting

Amended:
12/11/02 Board Meeting

Amended
12/04/03 Board Meeting

Amended
2/10/04 Board Meeting

Amended
2/15/06 Board Meeting