

HARLEY-DAVIDSON, INC.

Nominating and Corporate Governance Committee Charter

I. Committee's Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Harley-Davidson, Inc. (the "Company") to (a) identify and make recommendations to the Board on individuals qualified to serve as Board members of the Company; (b) review and recommend the renomination of incumbent directors; (c) review and recommend committee appointments; (d) lead the Board in its annual review of the Board's and its committees' performance; (e) approve goals and objectives of the Chief Executive Officer and review the Chief Executive Officer's annual performance; (f) review and recommend to the Board a set of governance guidelines applicable to the Company; (g) take a leadership role in shaping the corporate governance of the Company; and (h) perform other related tasks, such as studying the size, committee structure, compensation or meeting frequency of the Board.

II. Committee Membership

The Committee shall be comprised of all of the independent directors of the Board. All members of the Committee shall meet the independence and other requirements of the New York Stock Exchange ("NYSE") and other applicable laws, regulations and rules.

III. Committee's Duties and Responsibilities

The Nominating and Corporate Governance 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) Establish the Board's criteria for selecting new directors which is included in this Charter.
- (2) Identify, consider and recommend to the Board potential nominees for director (including incumbent directors) and retain and terminate any search firm to be used to identify director candidates, with sole authority to approve the search firm's fees and other retention terms.
- (3) Consider and make recommendations to the Board concerning the size and composition of the Board.
- (4) Consider and make recommendations to the Board concerning any resignation submitted by a director pursuant to Section 2.07 of the Company's Bylaws or otherwise.

(5) Review Board compensation levels and policies and recommend appropriate changes to the full Board.

(6) Manage the annual Board evaluation process, including soliciting comments from all directors, reporting to the Board with an assessment of the performance of the Board and making recommendations for improvements of the Board's operations.

(7) Review the status of individual Board members, as well as the composition of the Board as a whole, including assessments of independence of nonmanagement directors and other directorship positions (for profit and not for profit) considered by directors, and take any action necessary to effect changes in incumbent directors if deemed appropriate. A member of the Committee who is a candidate for nomination as a director at the next annual meeting of the Company's shareholders shall not be present during the deliberations concerning, or to vote upon, such member's candidacy. The Committee will evaluate, among other things, the Board member's ability to:

- Demonstrate through active participation in formal Board activities, as well as through informal contacts, a broad understanding of the Company's business, problems and opportunities.
- Demonstrate a personal interest in participating and understanding the overall Harley-Davidson experience at periodic Company, dealer, customer and industry events.
- Demonstrate that they are valued and demanding partners to management and easily accessible to them.

(8) Consider and make recommendations to the Board concerning the number and nature of the committees of the Board, member assignments and rotation, committee chairs and the need for any restructuring of such committees.

(9) Recommend to the Board a Corporate Governance Policy applicable to the Company and reassess the adequacy of this policy annually.

(10) Establish goals and objectives with the Chief Executive Officer ("CEO") and evaluate at least annually the performance of the current CEO in light of these goals and objectives.

(11) Review the Company's management overall to develop a CEO succession plan for recommendation to the Board.

(12) Appoint a Presiding Director who will: (i) preside at the executive sessions of the non-management directors; (ii) consider conflicts of interests involving the Chair of the Audit Committee as provided in the Conflict of Interest

process established by the Board; and (iii) serve as a contact for interested parties to contact non-management directors.

(13) Retain and terminate any legal, accounting or other advisors as the Committee determines is desirable to accomplish the duties and responsibilities of the Committee.

(14) Make regular reports to the Board.

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

(16) Establish subcommittees and delegate authority to such subcommittees if the Committee determines it is desirable to accomplish the duties and responsibilities of the Committee.

IV. Committee's Criteria For Selecting New Directors

In considering potential candidates for the Board, including with respect to incumbent directors, the Committee shall consider, among other qualifications that it deems appropriate, the following:

(1) The potential candidate's principal employment, occupation or association involves an active leadership role

(2) The potential candidate's expertise or experience relevant to the Company's business that would not be otherwise readily available to the Board.

(3) The potential candidate's ability to bring diversity to the Board, including whether the potential candidate brings complementary skill and viewpoints.

(4) The potential candidate's time commitments, particularly the number of other boards on which the potential candidate may serve.

(5) The potential candidate's independence as determined by the NYSE rules and other applicable laws, regulations and rules.

Adopted:
5/6/95 Board Meeting
12/6-7/95 Board Meeting
Amended 12/11/02 Board Meeting