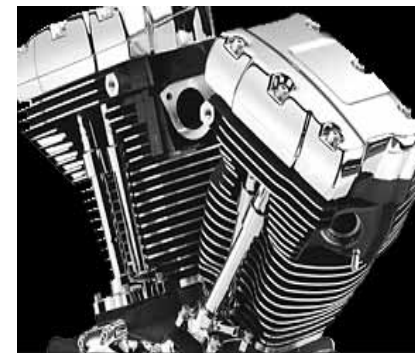




HARLEY-DAVIDSON, INC. SUPPLIER CODE OF CONDUCT

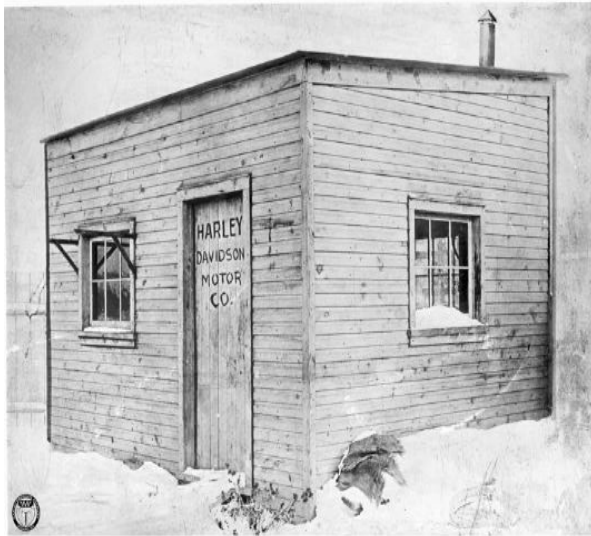


Harley-Davidson Supplier Code of Conduct

It's all about teamwork. We know there's only so much that we can do by ourselves, which is why we rely on you, our suppliers, to help us accomplish our goals. We consider you a part of our team and as such we expect you to be treated by us in a manner consistent with our Values and we expect your employees, while working with us, to act in a manner consistent with our Values.

This brochure will tell you more about Harley-Davidson including our Company background and our Values and will provide you with specific guidelines to help you and your employees comply with the Harley-Davidson Supplier Code of Conduct.

Who is Harley-Davidson



- Harley-Davidson was established in 1903, in a 10' x 15' shed located on the corner of 38th and Highland in Milwaukee, Wisconsin. The Davidson brothers – William D., Walter and Arthur – and William S. Harley crafted their first motorcycle using the best tools they had available – mostly their hands and their ingenuity.
- Since that time Harley-Davidson has learned many valuable lessons on how to successfully operate a business. We are focused not only on providing our customers with a quality product, but also an overall experience. Our mission statement is as follows:

WE FULFILL DREAMS THROUGH THE EXPERIENCES OF MOTORCYCLING, BY PROVIDING TO MOTORCYCLISTS AND TO THE GENERAL PUBLIC AN EXPANDING LINE OF MOTORCYCLES AND BRANDED PRODUCTS AND SERVICES IN SELECTED MARKET SEGMENTS.

Harley-Davidson Values

- Our Values are the basic rules by which we operate:



**TELL THE TRUTH
BE FAIR
KEEP YOUR PROMISES
RESPECT THE INDIVIDUAL
ENCOURAGE INTELLECTUAL CURIOSITY**

- At Harley-Davidson we are equally committed to a corporate vision that mandates how we run our business. Within this vision we emphasize the relationships that we deem crucial to our success, including our relationships with customers and suppliers. Our vision states:

HARLEY-DAVIDSON, INC. IS AN ACTION-ORIENTED, INTERNATIONAL COMPANY, A LEADER IN ITS COMMITMENT TO CONTINUOUSLY IMPROVE OUR MUTUALLY BENEFICIAL RELATIONSHIPS WITH STAKEHOLDERS (CUSTOMER, SUPPLIERS, EMPLOYEES, SHAREHOLDERS, GOVERNMENT AND SOCIETY).

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- As a Harley-Davidson supplier, you are expected to adhere to the Harley-Davidson Values and to help ensure that every member of the Harley-Davidson family adheres to them as well.
- To help you we have developed certain guiding principles – the Supplier Code of Conduct.

SUPPLIER CODE OF CONDUCT

• *Confidentiality*

- Family secrets stay in the family. At Harley-Davidson suppliers are not just part of a business – they are part of the Harley-Davidson family. And like any family, we have secrets that need to be kept within the family – at least until we're ready to make them public. Confidential information, intellectual property and innovative ideas are valuable assets of the Company and should not be disclosed.
- Confidential information includes non-public financial information such as business plans; manufacturing processes; new or improved designs and products; services or processes; pricing and marketing strategies; inventions; and customer lists, just to name a few. Intellectual property rights, including patents, trademarks, copyrights and trade secrets are also valuable assets and must be handled with care.
- Sensitive Company information must be reserved for business purposes only and not for personal benefit or the benefit of others. This information should be limited only to those who legitimately need it to do their work for the Company.

SUPPLIER CODE OF CONDUCT

• *Confidentiality*

Maintaining confidentiality helps the Company:

- ❖ **Ensure** that what we're saying is timely and consistent.
- ❖ **Maintain** our competitive advantage by keeping sensitive information within the Harley-Davidson family until we're ready to share it with the public.
- ❖ **Comply** with the United States Securities laws that apply to publicly traded companies regarding the appropriate disclosure of Company information.

In addition, please be aware that the United States securities laws prohibit individuals who are in possession of material non-public information concerning a public company from purchasing or selling or helping others purchase or sell the securities of such company.

Your responsibility to safeguard the “Confidential Information” does not expire with the termination or expiration of the supplier relationship. This responsibility continues until the information is made public or the confidentiality term set forth in the supply agreement expires.

SUPPLIER CODE OF CONDUCT

- **Accurate Statements**
 - ❖ “Tell the Truth” is one of the key Harley-Davidson Values
 - ❖ Harley-Davidson expects our Suppliers to provide true and accurate information about their company, products and business terms

SUPPLIER CODE OF CONDUCT

- *E-mail, Internet and Voicemail Usage*

Technology is a necessity in today's fast-paced world. It is our expectation that any electronic communications Suppliers send will: be appropriate for the intended audience; not contain any offensive or harassing language; and not contain any language or information that violates any laws or regulations.

When Suppliers communicate with employees of Harley-Davidson or any of its subsidiaries, sub-suppliers or other third parties on our behalf, they are expected to conduct themselves in a manner that complies with all Company policies and procedures and that is consistent with the Harley-Davidson Values.

SUPPLIER CODE OF CONDUCT

- *Health and Safety*

Harley-Davidson is committed to the safety and health of its employees and conducts its operations in compliance with applicable laws and regulations. Suppliers are expected to provide a safe working environment that promotes accident prevention and minimizes exposure to health risks.

Suppliers are expected to remain in material compliance with all health and safety laws applicable to the operation and use of the facilities at which products are manufactured or stored on our behalf.

SUPPLIER CODE OF CONDUCT

- *Use of Harley-Davidson and Buell Trademarks*

It's sometimes tempting to show your pride in the products you supply Harley-Davidson and Buell by using Harley-Davidson trademarks such as the name "Harley-Davidson" or the Bar and Shield Logo. We understand that sense of pride.

However, as exciting as it may be to disclose your relationship with Harley-Davidson and Buell, the use of any Harley-Davidson and Buell trademarks by Suppliers is generally prohibited.

The Harley-Davidson and Buell trademarks are extremely important Company assets and we need your help in protecting these assets and ensuring that they are used appropriately for the Company's benefit. Please contact your Harley-Davidson or Buell representative to obtain additional information on the process for consideration of supplier requests to utilize Harley-Davidson and Buell trademarks.

SUPPLIER CODE OF CONDUCT

- *Media Communications*

The media, investment analysts, and shareholders are often eager to obtain information about Harley-Davidson. Although it is exciting to talk about the Harley-Davidson and Buell experience – particularly since you have a role in creating it – don't jeopardize your organization or Harley-Davidson by sharing Confidential Information.

If you receive any inquiry from the media or others concerning Harley-Davidson or your relationship with Harley-Davidson or Buell, please refer the individual to the Corporate Communications department at Harley-Davidson. The telephone number for the Corporate Communications Department is (414) 343-8300. A representative of that department will put the person in touch with an appropriate spokesperson or determine whether the Company will comment or provide information.

SUPPLIER CODE OF CONDUCT

- *The Purchase of Gifts or Entertainment by Suppliers for Harley-Davidson Employees*

Gifts, Meal and Entertainment

- Business or pleasure? Sometimes they go together. It's customary in some business dealings – especially in a relationship - based business like Harley-Davidson – to give and receive gifts, meals or entertainment.

SUPPLIER CODE OF CONDUCT

Gifts or Entertainment by Suppliers for Harley-Davidson Employees

While it's acceptable to give and receive customary business courtesies, there are certain guidelines you should follow to ensure that they are not considered excessive and inappropriate for a business relationship:

- ❖ Meals may be provided if they have a business purpose, are reasonable in cost and appropriate as to time, place and expense.
- ❖ Gifts should be infrequent and moderate in value.
- ❖ Gifts must comply with U.S., local and foreign laws.
- ❖ Gifts should not embarrass the Company, the person receiving the gift or the person giving the gift.
- ❖ Gifts of alcoholic beverages are prohibited.
- ❖ Trips, use of vacation homes and other gifts of excessive entertainment are inherently compromising and should not be offered or accepted.
- ❖ Cash or its equivalent should never be given or received as a gift.

SUPPLIER CODE OF CONDUCT

- *Gifts or Entertainment by Suppliers for Harley-Davidson Employees*

If you give or offer an excessive gift, favor or provide excessive entertainment that violates these guidelines or appears to be inappropriate, Harley-Davidson employees must decline and return such gifts. Please avoid putting our employees in this position by not offering inappropriate gifts and entertainment.

Suppliers are under no obligation to provide Harley-Davidson employees with gifts, entertainment or services. If you feel that you are being pressured into providing gifts or entertainment to anyone at or affiliated with Harley-Davidson, please report the incident to the General Counsel of Harley-Davidson or call the Reporting line at (800) 688-2316 and press 2.

SUPPLIER CODE OF CONDUCT

- *Improper Payments*

Bribery and kickbacks are illegal and subject to criminal penalties in many countries, including the United States. *The Foreign Corrupt Practices Act of 1977*, as amended, provides, among other things, that it is illegal for U.S. citizens and companies, their officers, directors, employees and agents, and any stockholders acting on their behalf to bribe foreign officials.

Bribes, kickbacks and similar payments to government officials, Harley-Davidson employees or agents acting on Harley-Davidson's behalf are strictly prohibited. This prohibition also applies in areas where such activity may not violate local law.

SUPPLIER CODE OF CONDUCT

- *Conflict of Interest*

As you work with Harley-Davidson to fulfill the dreams of motorcycling, it's important to avoid any situation, relationship or arrangement that conflicts with Harley-Davidson's interests or would compromise your ability to ethically fulfill your contractual obligations to Harley-Davidson.

Any potential conflict should be brought to the attention of the General Counsel of Harley-Davidson, Inc. before it becomes an actual conflict of interest.

There may be circumstances in which a potential conflict of interest may not violate the Harley-Davidson Code of Business Conduct or this Code. In certain instances, a waiver of a conflict of interest or an exception may be obtained from the General Counsel of Harley-Davidson, Inc. You may contact the General Counsel of Harley-Davidson, Inc. at the number listed at the back of this brochure.

SUPPLIER CODE OF CONDUCT

- *Conflict of Interest*

If there is a question or if any clarification is needed about a situation or relationship that might be considered a conflict of interest, you may contact the General Counsel of Harley-Davidson, Inc. at the number listed at the back of this brochure. Some examples of what is considered a conflict of interest include:

- ❖ A Supplier hires a Company IS specialist to work nights and weekends as a paid consultant to the Supplier to help solve a problem with one of the Company's projects—neither the supplier nor the IS specialist consulted with or received clearance from the General Counsel of Harley-Davidson, Inc. prior to entering into the arrangement.
- ❖ A Supplier hires the son of a Company employee to serve as a summer intern. The Supplier is also bidding on a key contract for additional services for Harley-Davidson and knows that the same Company employee is responsible for awarding that contract—neither the Supplier nor the Company employee consulted with or received clearance from the General Counsel of Harley-Davidson, Inc. prior to hiring the son of the Company employee.

SUPPLIER CODE OF CONDUCT

- *Environmental Responsibilities*

As we work each day to preserve the Harley-Davidson legacy, we must also work to preserve our environment for future generations. Suppliers must exercise good judgment and meet their responsibilities with regard to the environment.

International, federal, state and local environmental laws guide our efforts when it comes to minimizing the emission, generation, discharge and disposal of hazardous materials and other waste. Suppliers are expected to make decisions that materially comply with these laws.

- *Good Corporate Citizen*

Harley-Davidson prides itself on being a good corporate citizen to all of our stakeholders. We expect our Suppliers to be good corporate citizens as well and to comply with all applicable laws and regulations, including those governing the manufacture of our products, safety, child labor, employment, labor and the environment.

In addition, Suppliers are expected to be familiar with the business practices of their sub-suppliers and contractors and, with them, operate within the guidelines of this Code.

We take our Values and this Code seriously. We view it as the foundation and critical element of any Supplier relationship.

Important Contact Information

To ask a question or report a situation (either by leaving your name or anonymously) that potentially violates the Supplier Code of Conduct by calling any of the following numbers:

Harley-Davidson, Inc. – Toll Free
Reporting Line
(800) 688-2316 (press 2)

Harley-Davidson, Inc.
Legal Department/Office of the
General Counsel
(414) 343-4148

You may also report a situation via the internet by accessing the following website: www.nhsonlinereporting.com. Enter “Harley-Davidson, Inc.” in the “Select your Organization” field and then click “GO.” Next, in the “Choose your Program” field, choose “Harley-Davidson, Inc.” and then click “GO.”

You may also send a letter, signed or unsigned, to the General Counsel of Harley-Davidson, Inc. at 3700 West Juneau Avenue, Milwaukee, Wisconsin 53208.