

HARLEY-DAVIDSON , INC.
SUPPLIER CODE OF CONDUCT

October, 2014

DEAR SUPPLIER,

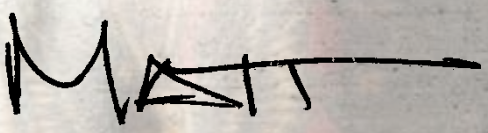
HARLEY-DAVIDSON fulfills dreams of personal freedom. It is our Purpose.

Our global brand evokes passion in millions of riders around the world and that passion translates to a unique bond that exists between employees, suppliers, customers and the entire global Harley-Davidson community.

Our employees make business decisions within the framework of our Code of Business Conduct and our company's Valued Behaviors *(Be Accountable, Model Integrity, Value Individuality and Diversity, Inspire Teamwork and Encourage Creativity)*. Similarly, our Suppliers must uphold our high standards for ethical business conduct as a condition of doing business with Harley-Davidson. The following pages will give you a framework to guide your business decisions and day-to-day interactions with us.

At Harley-Davidson, we have a reputation for adhering to strong business and corporate governance practices. As stewards of our reputation and brand, we expect our Suppliers to act ethically and in alignment with the Supplier Code of Conduct.

Thank you for your commitment to Harley-Davidson.



MATTHEW S. LEVATICH
President and Chief Operating Officer
Harley-Davidson Motor Company

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INTRODUCTION

THIS SUPPLIER CODE OF CONDUCT applies to companies, individuals, consultants, and contractors that provide goods or services to Harley-Davidson; subcontractors or agents of a Supplier who at Supplier's direction do business on behalf of Harley-Davidson; and where applicable, the employees of our Suppliers, subcontractors and/or agents ("Suppliers"). We require that our Suppliers follow this Supplier Code of Conduct and expect our Suppliers to develop and implement processes to ensure compliance with this document.

Harley-Davidson is committed to the highest standards of environmental and social responsibility and ethical conduct. We select reputable Suppliers that uphold our high standards. We choose to work with Suppliers who share our commitment to ethical business conduct, which includes going beyond mere compliance with the law to looking to internationally recognized standards that are designed to advance environmental and social responsibility.

Our purpose is clear: **We fulfill dreams of personal freedom**; and from that, our Sustainability vision is simple: **We preserve and renew the freedom to ride**. Our Suppliers must be willing to join us on our Sustainability journey. For Harley-Davidson Sustainability means thinking differently to preserve and renew our company for long-term success. We are passionate about future generations of riders sharing the Harley-Davidson experience that we enjoy.

We take the commitment to this Supplier Code of Conduct very seriously, and violations by Suppliers of this Supplier Code of Conduct will result in a review of our business relationship, up to and including termination of the relationship according to our contractual rights and applicable law.

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ABOUT HARLEY-DAVIDSON

IN 1903, William S. Harley, Arthur Davidson and Walter Davidson built their first practical motorcycle in a wooden shed in the backyard of the Davidson home in Milwaukee, Wisconsin, USA. We are where we are today because for over 110 years, those who came before us made the right decisions and took Harley-Davidson along the right path. Together, it is our turn to ensure this legacy lives on by making ethical business decisions that help us continue to produce products and provide services that exceed our customers' expectations.

We are a United States publicly traded company with operations throughout the world. We recognize the cultural and economic diversity of our Suppliers and we also know that laws, rules and regulations where we do business may be different than U.S. laws, rules and regulations. However, wherever our Suppliers (including any of our Suppliers' subcontractors who perform work for Harley-Davidson) are located, the products produced or services provided for us must meet our high standards and must positively impact our brand; while upholding the highest commitment to human rights (as described in *Section 5 – Human Rights/Safe Workforce Environment* of this Supplier Code of Conduct) and aligning with Harley-Davidson's Sustainability vision (described in *Section 4 – Sustainability Commitment* of this Supplier Code of Conduct.)

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PROTECTING OUR REPUTATION AND ASSETS

COMPLIANCE WITH LAWS

Suppliers must conduct business in a way that conforms to the letter of the law while promoting the spirit of the law including concepts such as our Valued Behaviors *(Be Accountable, Model Integrity, Value Individuality and Diversity, Inspire Teamwork and Encourage Creativity)*. Suppliers' business operations and activities must comply with all applicable federal, state, local and foreign laws, rules and regulations, including, but not limited to, environmental, human rights, intellectual property, anti-bribery, trade compliance and competition and antitrust laws.

BUSINESS COURTESIES

While it is generally acceptable to give and receive customary business courtesies (which are, gifts, meals and entertainment of nominal value), there are certain guidelines that we require our Suppliers to follow to ensure that the business courtesies are not considered excessive and inappropriate for a business relationship:

- Cash or its equivalent (such as gift cards) should never be given or received as a business courtesy.
- Suppliers are under no obligation to provide Harley-Davidson employees with gifts, entertainment or services.
- 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, rules and regulations.
- Gifts should not embarrass the Company, the person receiving the gift or the person giving the gift.
- Trips, use of vacation homes and other gifts of excessive entertainment are inherently compromising and should not be offered or accepted.
- The giving or receiving of gifts and/or entertainment of a sexual nature or having sexual overtures is prohibited.
- Gifts, meals or entertainment should never be given or received in return for an express or implied promise by the recipient to provide business benefit.

PROTECTING OUR REPUTATION AND ASSETS (continued)

Harley-Davidson employees must decline and return business courtesies that do not align with these guidelines. Our Suppliers are expected to avoid putting our employees in this position by not offering inappropriate business courtesies. Further, Suppliers should never feel pressured to provide a business courtesy to a Harley-Davidson employee and should report any instances.

Please refer to *Section 6 – Raising Concerns* of this Supplier Code of Conduct for information on how to report a potential violation.

CONFLICTS OF INTEREST

Suppliers must avoid any situation, relationship or arrangement that conflicts with Harley-Davidson's interests or compromises the ability to ethically fulfill contractual obligations to Harley-Davidson. We expect our Suppliers will report any potential conflict of interest. Please refer to *Section 6 – Raising Concerns* of this Supplier Code of Conduct for information on how to report a potential conflict of interest.

Some examples of "conflicts of interest" are:

- A Supplier hires a Harley-Davidson information technology specialist to work nights and weekends as a paid consultant to the Supplier to help solve a problem with one of Harley-Davidson's projects without receiving clearance from the General Counsel of Harley-Davidson, Inc. prior to entering into the arrangement.
- A Supplier who is bidding on a key contract for additional services for Harley-Davidson hires the son of a Harley-Davidson employee to serve as a summer intern without receiving clearance from the General Counsel of Harley-Davidson, Inc. prior to hiring the son of the Harley-Davidson employee.
- A Supplier offers the Harley-Davidson relationship manager a personal discount on the Supplier's goods.

PROTECTING OUR REPUTATION AND ASSETS (continued)

COMMITMENT TO ANTI-BRIBERY AND ANTI-CORRUPTION

While conducting business on behalf of Harley-Davidson throughout the world, it is critical that our Suppliers adhere to any and all relevant anti-bribery and anti-corruption laws, regulations and guidelines (including the United States Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and any local regulations). Harley-Davidson Suppliers and subcontractors, sub-suppliers and/or third parties who are doing business on behalf of Harley-Davidson are strictly prohibited from offering or paying a bribe or kickback or providing anything of value to a government official to obtain or retain business. Harley-Davidson Suppliers are prohibited from providing business courtesies that are intended to improperly influence a government official or any person's business judgment or that might create the appearance of improper influence.

ACCURATE BOOKS AND RECORDS

Harley-Davidson Suppliers are required to maintain truthful, accurate books and records and have a system of internal controls sufficient to, among other things, provide assurances to Harley-Davidson that business conducted on behalf of Harley-Davidson is compliant with all relevant laws, regulations and guidelines, including the FCPA.

TRADE COMPLIANCE

Suppliers must lawfully and compliantly transfer Harley-Davidson's products, services, tools, equipment, information and/or knowledge across borders in compliance with all applicable trade controls laws that regulate the import and export of goods and services.

PROTECTING OUR REPUTATION AND ASSETS (continued)

CONFIDENTIALITY/CONFIDENTIAL AND PRIVATE INFORMATION

Suppliers are responsible for protecting the confidential, private and proprietary nature of Harley-Davidson's information, which must be used for Harley-Davidson's business purposes only and be used consistently with the confidentiality terms set forth in agreement(s) with Harley-Davidson. Suppliers must avoid discussing Harley-Davidson business in public places, limit access to confidential information, allowing access for specific business purposes only. Additionally confidential and/or private information must be kept and transferred securely and in compliance with any and all applicable privacy laws, regulations and/or guidelines. Additionally, pursuant to United States securities laws, it is illegal to trade Harley-Davidson, Inc. Common Stock because of knowledge relating to material confidential information that has not been publicly disclosed.

COMMUNICATION

Communications with or on behalf of Harley-Davidson (including electronic and via social media) must be appropriate for the intended audience; not contain any offensive or harassing language; and not contain any language or information that violates any laws, rules or regulations.

MONITORING AND AUDITS

Suppliers must monitor their work premises and the premises of any subcontractors used to produce products or services for Harley-Davidson to ensure that ethical and lawful practices are adhered to. Violations of this Supplier Code found as a result of an audit will result in a review of our business relationship, up to and including termination of the relationship within our contract rights and applicable law.

PROTECTING OUR REPUTATION AND ASSETS (continued)

RESPONSIBLE SOURCING OF MATERIALS

Harley-Davidson is committed to supporting responsible sourcing of its materials from our Suppliers that share our values around human rights and environmental responsibility. To further this objective, we are committed to complying with the requirements set forth in the final rule regarding the use of "Conflict Minerals" under Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the related rules and regulations issued by the U.S. Securities and Exchange Commission.

Suppliers must cooperate with Harley-Davidson, in good faith, to perform the necessary due diligence necessary to allow Harley-Davidson to report, as required, to the United States Securities and Exchange Commission.

TRADEMARKS AND INTELLECTUAL PROPERTY

The Harley-Davidson intellectual property and trademarks are extremely important assets that are critical to Harley-Davidson's brand and reputation. Suppliers must help protect these assets and ensure they are used appropriately and legally for Harley-Davidson's benefit. Suppliers cannot use any trademark owned by Harley-Davidson for any reason without first receiving the written consent and the terms of use from Harley-Davidson. Harley-Davidson may withhold its consent to the use of any or all of its trademarks for any or no reason. Harley-Davidson intellectual property can only be used in accordance with and pursuant to the agreement(s) in place between Harley-Davidson and Supplier.

ANTITRUST AND FAIR COMPETITION

Harley-Davidson Suppliers must comply with applicable laws, regulations and standards of fair business, advertising and competition.

4 SUSTAINABILITY COMMITMENT

Our Sustainability vision is simple: we strive to preserve and renew the freedom to ride. Our Sustainability vision encourages all Harley-Davidson Suppliers to understand and embrace the challenge and opportunity of Sustainability. We recognize that corporations today need to be more resourceful and responsible with respect to environmental and social impacts. We want future generations to enjoy the riding experiences we enjoy, and delivering those experiences means preserving and renewing our brand for the future, just as we have done repeatedly for over a century.

To be sustainable, our work has to be good for the earth, good for people, and good for business. This triple bottom line concept is the shared value of Sustainability. The goal is to create economic value in a way that creates environmental and social value.



SUSTAINABILITY COMMITMENT (continued)

ENVIRONMENTAL SUSTAINABILITY

Our Suppliers are expected to conduct their business operations in ways that minimize their impact on natural resources and protect the environment, customers, and employees. International, federal, state and local environmental laws, rules and regulations should guide all efforts aimed at minimizing the emission, generation, discharge and disposal of hazardous materials and other waste. At minimum, our Suppliers must make decisions that comply with all laws, rules and regulations relating to air emissions, water discharges, toxic substances, and hazardous waste disposal. Our Suppliers are also expected to implement systems and processes to help identify, manage, reduce, and responsibly dispose of or recycle non-hazardous waste. Harley-Davidson will work collaboratively with Suppliers to reduce our environmental impact in the areas of greenhouse gas emissions, other air emissions, waste, water use and pollution and land use to help preserve our environment for future generations.

5 HUMAN RIGHTS/ SAFE WORKPLACE ENVIRONMENT

Harley-Davidson believes that all workers deserve an ethical and fair workplace, and that they should be treated with dignity and respect. Our Suppliers must comply with all applicable laws, rules and regulations, including those governing the manufacture of our products, safety, employment, labor and the environment. Suppliers must uphold the highest standards of human rights, including by conducting their business activities in a manner that respects human rights as set out in The United Nations Universal Declaration of Human Rights. In addition, Suppliers must be familiar with the business practices of subcontractors and, with them, operate within the guidelines of this Supplier Code of Conduct.

EMPLOYMENT LAWS

Our Suppliers must follow and respect employment laws, rules and regulations wherever they operate in the world, including international labor standards and laws, rules and regulations governing freedom of expression, rights of association, privacy and equal opportunity. Suppliers must promote and maintain a workplace free from discrimination and treat employees with fairness, dignity and respect without any form of physical, sexual, psychological or verbal abuse or harassment.

NO CHILD LABOR

Suppliers must not use workers who are under the age of 16, or under the applicable minimum age for completion of compulsory education, or under the minimum age for employment in any particular country, whichever is the highest. Additionally, a Supplier must comply with all applicable child labor laws, rules and regulations and maintain official records relating to its workers' employment, including verification of workers' date of birth.

HUMAN RIGHTS/SAFE WORKPLACE ENVIRONMENT (continued)

WAGES AND BENEFITS

Wages and benefits provided to workers must be in compliance with applicable laws, rules and regulations.

FREEDOM OF ASSOCIATION AND COLLECTIVE BARGAINING

Suppliers must respect the applicable principles of freedom of association and collective bargaining.

NO FORCED LABOR

We do not use, nor do we allow any of our Suppliers to use, any form of slave, forced, bonded, indentured or involuntary labor, regardless of local business customs. Our Suppliers will not engage in human trafficking or exploitation, or import goods tainted by slavery or human trafficking. Suppliers must cooperate with Harley-Davidson to assist with applicable compliance obligations.

SAFE WORK ENVIRONMENT

Suppliers must provide a safe working environment that promotes accident prevention, minimizes exposure to health risks, and complies with environmental laws, rules and regulations. Suppliers must remain in material compliance with all health and safety laws, rules and regulations applicable to the operation and use of the facilities where products are manufactured or stored on our behalf.

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RAISING CONCERNS

REPORTING A POTENTIAL VIOLATION OF THE SUPPLIER CODE OF CONDUCT

If you have information about a violation (or potential violation) of this Supplier Code of Conduct, you have a responsibility to report it. No action will be taken against the reporter as a result of reporting misconduct or raising an ethical issue in good faith. This includes reporting information about the potential misconduct of a Harley-Davidson employee. If allowable in the country where the report is lodged, the report can be made anonymously.

REPORTING PROCEDURES

Concerns can be raised with your Harley-Davidson business representative. You can also use our third party provider helpline to report a potential violation of the Supplier Code of Conduct. You may also ask a question relating to this Supplier Code of Conduct via the helpline.

HOW TO ACCESS THE SUPPLIER CODE OF CONDUCT HELPLINE

By Internet:

- By sending a report via the web at *www.h-dcodehelpline.com*.

By Telephone:

- From inside the United States, dial 855-318-5389 (this number also offers TTY/TDY capabilities for the hearing impaired).
- From outside of the United States, dial the numbers as indicated on the following page:

RAISING CONCERNS (continued)

Australia	1-800-339276
Austria	0800-291870
Belgium	0800-77004
Brazil	0800-8911667
China (Netcom) North*	10-800-712-1239
China South**	10-800-120-1239
China (Telecom) North	10-800-712-1239*
China South	12-800-120-1239**
Czech Republic	800-142-550
France	0800-902500
Germany	0800-1016582
India	000-800-100-1071
Italy	800-786907
Japan (AT&T)	0066-33-11-2505
Japan (Integra)	00531-121520
Mexico	001-8008407907
Norway	800-15654
Russia	8-10-8002-6053011
The Netherlands	0800-0226174
Singapore	800-1204201
South Africa	080-09-92694
Spain	900-991498
Switzerland	0800-562907
United Arab Emirates:	8000-021 Military - USO & Cellular: 8000-151 Military - USO & Cellular: 8000-161 Then dial: 1-855-318-53895389
United Kingdom	08-000328483
United States	1-855-318-5389

* Northern China includes: Beijing, Tianjin, Heilongjiang, Jilin, Liaoning, Shandong, Shan(1)xi, Hebei, Henan, and Inner Mongolia

**Southern China Includes: Shanghai, Jiangsu, Zhejiang, Anhui, Fujian, Jiangxi, Hubei, Hunan, Guangdong, Guangxi, Hainan, Chingqing, Sichuan, Yunnan, Tibet Autonomous Region, Shan(3)xi, Gansu, Qinghai, Ningxia, Xinjiang and Autonomous Region.

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ACKNOWLEDGEMENT OF THE HARLEY-DAVIDSON, INC. SUPPLIER CODE OF CONDUCT

Key Harley-Davidson Suppliers must acknowledge that they have read and understand the Harley-Davidson Supplier Code of Conduct. Suppliers who are deemed to present a higher potential risk may be asked to certify compliance with this document.

