

**HARMAN INTERNATIONAL INDUSTRIES,
INCORPORATED CORPORATE GOVERNANCE
GUIDELINES**

(Amended and Restated as of June 23, 2016)

The Board of Directors is elected by the stockholders to oversee management and to ensure that the long-term interests of the stockholders are being served. The Board reviews and approves the corporate strategy. The Corporation's day-to-day business is conducted by its officers and employees under the direction of the Chief Executive Officer with oversight and counsel from the Board. These guidelines are adopted to promote the effective functioning of the Board and its committees.

1. Director Qualifications and Board Composition

Independence and Qualifications. The Board of Directors will have a majority of Directors who meet the criteria for independence required by the New York Stock Exchange. The Nominating and Governance Committee is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the composition of the Board as a whole. This assessment will include members' qualification as independent in accordance with the criteria required by the New York Stock Exchange, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. Nominees for Directorship will be recommended to the Board by the Nominating and Governance Committee in accordance with the policies and principles in its charter.

Size of the Board. The Board presently has ten members. The Board believes its current size is appropriate. However, the Board will consider expanding or reducing the size of the Board in accordance with the bylaws of the Corporation in the context of the needs of the Board.

Change of Status. Any Director who experiences a change in the principal occupation, position, or responsibility that he or she held when he or she was elected to the Board should offer his or her resignation to the Board so that the Board has the opportunity, through the Nominating and Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

Other Directorships. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board. Directors should not serve on an excessive number of boards or have other commitments that could reasonably be expected to interfere with their effective service as a director of the Corporation.

Term Limits. The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they carry the disadvantage of losing the contribution of Directors who have been able to develop, over a

period of time, increasing insight into the Corporation and its operations and, therefore, to provide an increasing contribution to the Board and the Corporation.

Retirement Policy. The Board believes that 75 is an appropriate retirement age for Directors. Unless the Board otherwise determines, Directors shall serve only until the annual meeting immediately following their 75th birthday.

2. Director Responsibilities

Business Judgment; Indemnification. The basic responsibility of the Directors is to exercise their business judgment in good faith to act in what they reasonably believe to be in the best interests of the Corporation and its stockholders. In discharging that obligation, Directors should be entitled to rely on the honesty and integrity of their fellow Directors and of the Corporation's senior executives, outside advisors, and outside auditors. The Directors shall also be entitled to have the Corporation purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law, the Corporation's certificate of incorporation, bylaws and any indemnification agreements.

Meetings. Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the Directors before the meeting, and Directors should review these materials in advance of the meeting.

Chairman and CEO. The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Corporation for the Board to make an individualized determination when it elects a new chief executive officer.

Matters to Be Considered. The Chairman will establish the agenda for each Board meeting. At the beginning of the year, the Chairman will establish a schedule of agenda subjects to be discussed during the year (to the degree they can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Corporation's long-term strategic plans and the principal issues that the Corporation will face in the future during at least one Board meeting each year.

Meetings of Outside Directors. The non-management Directors will meet periodically in executive session. If the non-management Directors include any Directors who are not "independent" pursuant to the Board's standards for determining independence, at least one executive session will include only independent Directors.

Lead Independent Director. It is the policy of the Board that a Lead Independent Director shall be elected to preside over executive sessions of the Corporation's independent Directors,

facilitate information flow and communication between the Directors and the Chairman, and to perform such other duties specified by the Board. The Lead Independent Director will consult with the Chairman regarding the scheduling of and agenda for each Board meeting, and the information sent to the Board.

Communications: It is important for the Corporation to speak to employees and outside constituencies with a unified voice. As a general matter, the Board believes that senior management should serve as the primary spokesperson for the Corporation. If comments from directors to the public or stockholders are appropriate or necessary, they should, in most circumstances, come from the Chairman or Lead Independent Director, and be made at the request of the Board or senior management.

Through the Corporation's stockholder engagement process, members of the Board and senior management may maintain an active dialogue with stockholders on matters of significance to the Corporation and its stockholders, including corporate governance, compensation, corporate social responsibility, strategy, performance and related matters.

3. Board Committees

Committees and Members. The Board will have at all times an Audit Committee, a Compensation and Option Committee and a Nominating and Governance Committee. All of the members of these committees will be independent Directors under the criteria established by the New York Stock Exchange and, in the case of the Audit Committee, Section 10A(m) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. In general, committee members will be appointed by the Board upon recommendation of the Nominating and Governance Committee with consideration of the desires and preferences of individual Directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy and the emphasis should instead be placed on expertise, past performance and director preference.

Committee Charters. Each committee will have its own charter. The charters will set forth the purposes, goals, responsibilities, and authority (consistent with any applicable bylaws, resolutions of the Board and any applicable law, regulations or rules) of the committees, as well as certain specific qualifications for committee membership and procedures for committee member appointment; in addition, the charters will address committee reporting to the Board. The charters will also provide that each committee will annually evaluate its own performance and report the results of this evaluation to the Board.

Committee Meetings. The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter and any applicable law, regulations or rules. The chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all Directors.

Independent Advisors. The Board and each committee have the power to hire at the expense of the Corporation independent legal, financial, or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Corporation in advance.

Additional Committees. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

4. Director Access to Officers and Employees

Full Access. Directors have full and free access to officers and employees of the Corporation. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Secretary or directly by the Director. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Corporation and does not inappropriately disclose any confidential or sensitive information in the possession of the Director and will, to the extent not inappropriate, copy the CEO on any written communications between a Director and an officer or employee of the Corporation.

Non-Director Attendance at Board Meetings. The Board welcomes regular attendance at each Board meeting of the appropriate representatives of senior management of the Corporation as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives. If the CEO wishes to have additional Corporation personnel attendees on a regular basis, this suggestion should be brought to the Board for consideration.

5. Director Compensation

The form and amount of Director compensation will be reviewed by the Compensation and Option Committee in accordance with the policies and principles set forth in its charter and any New York Stock Exchange or other applicable rules, and that committee will conduct an annual review of Director compensation and make recommendations to the Board with respect to Director compensation and benefits. The Compensation and Option Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Corporation makes substantial charitable contributions to organizations with which a Director is affiliated or if the Corporation enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated.

6. Director Orientation and Continuing Education

Orientation. All new Directors must participate in the Corporation's Orientation Program, which should be conducted within six months of the annual meeting at which new Directors are elected or within six months of the time the new Director otherwise joins the Board. The orientation will include presentations by senior management to familiarize the new Directors with the Corporation's strategic plans, its significant financial, accounting, and risk management issues, its compliance programs, its core values and Code of Ethics, its principle officers, and its

internal and independent auditors. In addition, the Orientation Program will include visits to Corporation headquarters and, to the extent practical, certain of the Corporation's significant facilities, including manufacturing facilities. All continuing Directors are also invited to attend the Orientation Program.

Continuing Education. The Board shall also identify and/or develop continuing education opportunities for the Directors. Directors are encouraged to attend accredited continuing education programs. The Corporation will reimburse the reasonable costs and expenses associated with attendance by a Director to one such program per year.

7. Stock Ownership Guidelines for Directors

In a continuing effort to align the interests of the Directors of the Corporation with the interests of the Corporation's stockholders, the Board hereby establishes the stock ownership guidelines below.

Recommended Ownership Level. The Board recommends that the Directors who are non-employee Board members should, within three years of becoming a Director, own and hold at a minimum a number of shares of Common Stock equal in value to the lesser of:

- three times the Director's annual cash retainer; or
- 7,000 shares.

The minimum number of shares to be held by Directors will be calculated on the first trading day of each fiscal year based on the Fair Market Value of the Common Stock. Fair Market Value shall be calculated as follows: the average closing price of one share of Common Stock averaged over each trading day for the immediately preceding fiscal year. Any subsequent change in the value of the shares will not affect the amount of Common Stock Directors should hold during that fiscal year. In the event the annual cash retainer increases, Directors will have three years from the time of the increase to acquire any additional shares needed to meet these Guidelines.

The following will be counted in determining the market value of the Director's stock ownership:

- shares of Common Stock owned outright by the Director and his or her immediate family members, whether held individually or jointly, however acquired; and
- vested and unvested restricted stock units issued by the Corporation.

The Board will periodically review and update the Guidelines as deemed appropriate, and may reevaluate these Guidelines in cases where a Board member may incur a hardship due to his or her unique financial situation.

8. Codes of Conduct

The Corporation's Board has adopted a Code of Business Conduct for Employees applicable to all of the Corporation's employees, which is posted on its website. Each employee must annually certify compliance with the Code. The Audit Committee oversees compliance of the Code.

The Board has also adopted a Code of Ethics for Senior Management and the Board and a Conflicts of Interest Policy applicable to outside members of the Board. The Code of Ethics and Conflicts of Interest Policy are also posted on the Corporation's website. Each Director must annually certify compliance with the Code of Ethics and Conflicts of Interest Policy. The Audit Committee oversees compliance with the Code of Ethics and Conflicts of Interest Policy. Any waiver of, or change to, the Code of Ethics or Conflicts of Interest Policy for an outside Director or for an executive officer of the Corporation must be approved by the Audit Committee or the Board and will be reported by the Corporation.

9. CEO Evaluation and Management Succession

CEO Review. The Compensation and Option Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board of Directors will review the Compensation and Option Committee's report in order to confirm that the CEO is providing effective leadership for the Corporation in the long- and short-term. The Lead Independent Director and one additional independent director will communicate the results of the annual review to the CEO on behalf of the Board of Directors.

Succession Planning. The Board shall determine the Corporation's succession plan, which at a minimum shall include appropriate contingencies in case the CEO retires, is incapacitated or otherwise becomes unable to serve as the Corporation's CEO. The Board will periodically evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

10. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Corporation and specifically focus on areas in which the Board or management believes that the Board could improve.