

## **NAVISTAR INTERNATIONAL CORPORATION DISCLOSURE COMMITTEE CHARTER**

### **Committee Purpose:**

It is the policy of Navistar International Corporation (the "Company") that all public disclosures made by the Company should be accurate and complete, fairly present the Company's financial condition and results of operations in all material respects, and be made on a timely basis, as required by applicable laws and stock exchange requirements.

The Disclosure Committee (the "Committee") of the Company has been appointed by the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company to oversee the Company's disclosure activities and to assist them in fulfilling their responsibilities with respect to the accuracy and timeliness of the public disclosure of information.

To fulfill its purpose, the Committee will ensure that the Company implements and maintains internal procedures for the timely collection, evaluation and disclosure, as appropriate, of information potentially subject to public disclosure under the legal, regulatory and stock exchange requirements, and including the Sarbanes-Oxley Act of 2002. The Company's disclosure procedures are designed to capture information that is relevant to an assessment of the need to disclose developments and risks that pertain to the Company's various businesses. In addition, the Committee will review and consider items brought to its attention through the disclosure process, the management representation letter process and the Company's independent auditors.

### **Committee Responsibilities:**

The Committee responsibilities include the following:

- Review new developments, evaluate their materiality, and advise on the Company's disclosure obligations on a timely basis;
- Evaluate the effectiveness of the Company's disclosure controls and procedures, which may include the use of internal corporate resources, or outside consultants, on a timely basis and within the 90 days prior to the need to file the Company's regulatory reports when due.
- Review the Company's periodic and current reports, proxy statements, press releases containing financial information or earnings guidance, and oral presentations containing financial information or earnings guidance prior to their issuance, for accuracy, completeness and related disclosure implications.
- Review and consider and, where applicable, follow up on matters raised by other aspects of the disclosure process, including the independent auditors' "management letter" and their attestation on the internal control report under the Sarbanes-Oxley Act of 2002 as it pertains to disclosure matters.
- Discuss with the CEO and CFO, when appropriate, all other relevant information with respect to the Committee's proceedings, the preparation of periodic reports and information releases containing financial information and the effectiveness of the Company's disclosure controls.
- Provide a timely certification to the CEO and CFO prior to the filing with the SEC of a periodic report as to certain of the items required to be certified by them in connection with the related filing.
- Other responsibilities as may be assigned to the Committee from time to time by the CEO or CFO.

In carrying out its responsibilities the Committee shall have access to all Company books, records, facilities and personnel, including the corporate internal audit department. The Committee shall remain fully apprised of all material disclosures in order to evaluate and discuss those developments and advise on the appropriateness and timing of any required public disclosure.

Committee members shall offer their input on each potential disclosure matter brought before the Committee, but it shall be the joint responsibility of the Committee Chair and the Company's General Counsel to make a final determination as to whether a matter is recommended for disclosure and brought to the attention of the CEO and CFO for their input and approval.

**Membership:**

The membership of the Committee shall consist of the Company's:

- Senior Vice President and Controller,
- Senior Vice President and General Counsel,
- President, Financial Services and Treasurer,
- Vice President of Corporate Finance,
- Vice President of Finance, Truck Revenue
- Corporate Secretary,
- Assistant Corporate Secretary,
- Vice President, Corporate Affairs and Chief Communications Officer,
- Vice President, Internal Audit and Compliance,
- Vice President, Investor Relations,
- Vice President, Tax,
- Director of Corporate Accounting and External Reporting,
- Director of Truck, Parts & Global Segments Accounting,
- Director, Technical Accounting,
- Senior Manager, External Reporting, and
- Others with relevant interest and expertise as determined from time to time by the CEO and the CFO of the Company.

**Structure and Operations:**

The Committee will be chaired by the Company's Controller. It will meet as often as necessary to carry out the purpose and responsibilities established herein, but at least once each quarter, and at additional times at the request of a Committee member who deems it necessary in order to deal with a time sensitive matter.

The alternate Chair of the Committee will be the Director of Corporate Accounting and External Reporting or the Senior Manager, External Reporting who will preside over Committee meetings when the Controller is unable to attend. One member of the Committee will be appointed to record the minutes of the meeting.

A quorum of the Committee shall consist of at least three Committee members, one of which must be the Senior Vice President and General Counsel, Senior Vice President and Controller, Corporate Secretary, or Assistant Corporate Secretary.

The Committee shall designate two or more members of the Committee, at least one of whom shall be an attorney knowledgeable about SEC rules and regulations as they pertain to disclosure, and at least one of whom is knowledgeable about financial reporting, who can, acting together, approve routine filings, or disclosure statements when time does not permit for full Committee review and approval.

The Committee may consult with any officer or employee of the Company or the Company's outside counsel or external auditors as it deems necessary in carrying out its responsibilities. The Committee may solicit input from any officer of the Company as it deems necessary in carrying out its responsibilities. The activities of the Committee will be supported by internal policies and procedures such as the management representation and corporate disclosure policies.

Members of the Committee may participate by conference call, or by similar communications equipment, that will allow all participants of the meeting to speak and hear one another.

The Committee will review this Charter on an annual basis and recommend needed changes to the CEO and CFO for their approval.

AS APPROVED ON FEBRUARY 23, 2017