

NAVISTAR INTERNATIONAL CORPORATION FINANCE COMMITTEE CHARTER

PURPOSE:

The Finance Committee (the "Committee") is established by the Board of Directors (the "Board" and each such director thereof a "Director") of Navistar International Corporation (the "Corporation") to oversee the Corporation's financial policies, strategies and capital structure and take such action and make such reports and recommendations to the Board as it deems advisable.

MEMBERSHIP:

The Committee shall be composed of no fewer than two members. Committee members shall be designated by the Board and shall serve until their successors shall be duly designated or until such member's early resignation or removal. Committee members may be replaced by the Board at any time with or without cause. A majority of the members of the Committee shall be Independent Directors (as defined in the Board's Corporate Governance Guidelines and as set forth in the listing standards applicable to the Corporation, or if the Corporation's securities are not listed on a national securities exchange, as set forth in the committee standards adopted by the New York Stock Exchange ("NYSE"), and as both may be amended from time to time). The Committee shall be chaired by an Independent Director appointed by the Board.

MEETINGS:

The Committee shall meet as often as it determines to be necessary or appropriate. All meetings of the Committee shall be held pursuant to the by-laws of the Corporation and shall be governed by the same rules regarding meetings (including meetings by telephone conference or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as contained in the by-laws of the Corporation and applicable to the Board. The Committee shall cause to be kept adequate minutes of its proceedings and the results of Committee meetings shall be reported to the full Board.

AUTHORITY:

In carrying out its responsibilities, the Committee shall have full access to the independent auditor, the internal auditors, any of the Corporation's attorneys and advisors and such executive and other personnel of the Corporation as in its judgment seems appropriate. The Committee shall recommend to the Board for its approval (1) the retention of such independent consulting, legal and other advisors as the Committee deems appropriate and (2) the retention terms, fees and expenses of such advisors, which fees and expenses shall be paid by the Corporation upon the Board's approval thereof.

SUBCOMMITTEES:

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee and, to the extent not expressly reserved to the Committee by the Board, or by applicable law, rule or regulation, to any other committee of the Board, which may or may not be composed of members of the Committee; provided, however, that all subcommittee members must be composed entirely of members who satisfy the membership criteria set forth above.

RESPONSIBILITIES:

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

1. Review and evaluate the financial position of the Corporation, and, oversee, on a periodic basis, the Corporation's treasury functions and policies, including but not limited to cash management, investment activities, credit exposure, hedging and securities lending;
2. Review with management the Corporation's financing requirements and to the extent deemed necessary, recommend to the Board programs for obtaining funds;
3. Review with management the Corporation's estimates of cash balances and cash flow;

4. Review and approve the financeability of, and review the merits of and recommend to the Board for its approval, an annual capital expenditure budget and financial plan of the Corporation with respect to the next succeeding fiscal year;
5. Review and approve the financeability of, and review the merits of and recommend to the Board for its approval, the following matters in excess of \$20 million:
 - (a) Financing plans (e.g. debt, guarantees, sale-leasebacks, and issuances and repurchases of debt securities), other than financing plans related to the issuance or repurchase of equity securities or convertible debt securities; and
 - (b) Any individually proposed capital expenditure plan;
6. Review and approve the financeability of, and review the merits of and recommend to the Board for its approval, the following matters in excess of \$10 million:
 - (a) Investments (e.g. acquisitions, joint ventures, partnerships, and strategic alliances); and
 - (b) Divestitures (based on net book value);
7. Review and approve the financeability of, and review the merits of and recommend to the Board for its approval, plans relating to proposed changes in the capital structure of the Corporation;
8. Review and recommend to the Board the issuances and repurchases of equity or convertible debt securities of the Corporation;
9. Review and approve the financeability of, and review the merits of and recommend to the Board for its approval the Corporation's dividend policy;
10. Oversee the Corporation's policies with respect to financial risk assessment and financial risk management including, without limitation, risks relating to liquidity/access to capital and macroeconomic trends/environment risks;
11. Periodically review with management the asset return performance and funding of the various pension, retirement savings, welfare benefit, and retiree health benefit plans of the Corporation in order to evaluate the financial obligations that those plans impose on the Corporation. Neither the Board nor the Committee shall serve or otherwise act as a fiduciary for any such purposes, and the Committee shall not review the plans for any fiduciary purpose;
12. Annually review the Corporation's worldwide insurance program, including the credit quality of its insurance carriers and reinsurers, and the scope and limitations of coverage;
13. Conduct and present to the Board an annual performance evaluation of the Committee;
14. Reassess the charter of the Committee at least annually and present to the Board for its review and approval any proposed changes;
15. Provide recommendations to the Board regarding any proposal received from any stockholder concerning any of the foregoing matters which the stockholder proposes to present for action by the Corporation's stockholders; and
16. Perform such other duties and responsibilities as may be assigned to the Committee by law, the Corporation's certification of incorporation or by-laws or the Board.

AS ADOPTED BY THE BOARD OF DIRECTORS ON APRIL 19, 2016