



## 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 review 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 public accountants, 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 have the authority to retain such independent consulting, legal and other advisors as the Committee deems appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

### 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 directors of the Corporation appointed by it, which may or may not be composed of members of the Committee.

### RESPONSIBILITIES:

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

1. Review with management the Corporation's financing requirements and to the extent deemed necessary, recommend to the Board programs for obtaining funds;
2. Annually review the Corporation's estimates of cash balances and cash flow;
3. Review and recommend to the Board the financeability of capital appropriations in excess of \$5 million for the purpose of investments or expenditures;
4. Review and recommend to the Board the disposition of capital assets in excess of \$5 million;
5. Review and recommend to the Board guarantees and other financial commitments to third parties in excess of \$5 million;
6. Review and recommend to the Board plans relating to proposed changes in the capital structure of the Corporation;
7. Review and recommend to the Board the issuances and repurchases of equity or debt securities of the Corporation;

8. Review and recommend to the Board the Corporation's dividend policy;
9. Periodically review with management the Corporation's investment practices for foreign exchange, investments and derivatives;
10. Periodically review with management the Corporation's funding of, and the policies and programs for the custody, management and investment of assets which fund the Corporation's pension, retirement savings, welfare benefit, and retiree health benefit plans
11. Conduct and present to the Board an annual performance evaluation of the Committee;
12. Reassess the charter of the Committee at least annually and present to the Board for its review and approval any proposed changes
13. Review and recommend to the Board 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
14. Such other duties and responsibilities as may be assigned to the Committee by law, the Corporation's charter or by-laws or the Board

AS REVISED BY THE BOARD OF DIRECTORS ON OCTOBER 21, 2008