



NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE:

The Nominating and Governance 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 assist the Board in the implementation of sound corporate governance principles and practices 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. All 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. Recommendations to the Board regarding the number of Directors;
2. Recommendations to the Board as to the number of standing committees of the Board and the structure and charters for them;
3. Recommendations to the Board as to the criteria to be used by the Board in making decisions about:
 - a. the membership of the standing committees;
 - b. the appointment of committee chairs; and
 - c. the membership of the Board.

4. In accordance with the Corporate Governance Guidelines, the chair of the Committee shall also chair the meetings of the Independent Directors to evaluate the structure, processes and performance of the Board;
5. Recommendations to the Board regarding the determination of which of the Directors are Independent Directors;
6. To lead the search for individuals qualified to become members of the Board and to make recommendations to the Board regarding:
 - a. nominees to be proposed to the Corporation's stockholders for election to the Board;
 - b. nominees to be appointed by the Board pursuant to the by-laws;
 - c. on the removal of a Director where appropriate;
 - d. an offer by a Director to resign; and
 - e. the assignment of Directors to classes in accordance with the Corporation's certificate of incorporation.
7. Recommendations to the Board regarding the appointment of Directors to the Board's standing committees;
8. Preparation of an annual report for the Board regarding the compensation of the Directors, which shall include comparisons of the Directors' compensation with the compensation received by directors of other companies, and recommendations to the Board regarding changes in compensation of the Directors, including the compensation of the chair of the Board;
9. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation and monitor compliance with such guidelines;
10. Recommendations to the Board regarding the processes and criteria to be used in evaluating the performance of the Board and management, and at least annually, and as circumstances otherwise dictate, oversee evaluation of the Board;
11. Consider the adequacy of the by-laws and certificate of incorporation of the Corporation and recommend to the Board, as conditions dictate, that it adopt amendments to the by-laws and that it propose amendments to the certificate of incorporation for consideration by stockholders;
12. Conduct and present to the Board an annual performance evaluation of the Committee;
13. Reassess the charter of the Committee at least annually and present to the Board for its review and approval any proposed changes;
14. 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 stockholder; and
15. 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 ADOPTED BY THE BOARD OF DIRECTORS ON OCTOBER 21, 2008