

Titan International, Inc.
Compensation Committee of the Board of Directors
CHARTER
Amended and Restated December 17, 2020

I. Purpose.

The primary function of the Compensation Committee is to provide oversight of all executive compensation and benefits programs. For purposes of this Charter, "executive officers" means the Company's President and CEO and all other Company "officers" for Section 16 purposes as defined by Rule 16a-1(f) under the Securities Exchange Act of 1934. The Compensation Committee's responsibilities include, but are not limited to, the responsibilities which are required by the Corporate Governance Rules of the New York Stock Exchange listing standards, including the direct responsibility to:

- Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of these goals and objectives, and determine and approve the CEO's compensation level based on this evaluation.
- Review and evaluate the performance of the non-CEO executive officers and, either alone or together with the Board of Directors, determine and approve non-CEO executive officer compensation.
- Make recommendations to the Board of Directors with respect to new or modified incentive-compensation plans and equity-based plans.
- Produce a Compensation Committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement.
- Conduct an annual performance evaluation of the Compensation Committee, including an evaluation of the adequacy of the Compensation Committee Charter.
- Approve, oversee and administer employee equity-based incentive compensation plans and other plans adopted by the Board of Directors that contemplate administration by the Compensation Committee.
- Adoption of benefit plans, including profit sharing and supplemental retirement plans.
- Adoption of executive perquisite programs.
- Annual evaluation and appraisal of President and CEO performance.
- Approval of employment, severance, separation and other similar agreements or arrangements for executive officers.
- Annual review of non-employee Director compensation program and recommend changes to the Board of Directors when appropriate.
- The Compensation Committee may engage attorneys, advisors and consultants whom it determines are necessary or appropriate to carry out its duties. The Compensation Committee shall make all decisions with respect to fees or other compensation paid to such attorneys, advisors and consultants, and the Company will fund such fees and other compensation. Any such attorneys, advisors and consultants shall report to the Committee and shall serve at the Company's expense. The Compensation Committee shall be directly responsible for the oversight of the work and termination of such attorneys, advisors and consultants. In selecting and retaining, or receiving advice from, attorneys, advisors and consultants (other than in-house attorneys or attorneys, advisors

and consultants whose role is limited as described in the New York Stock Exchange listing standards), the Compensation Committee must first take into consideration all factors relevant to that person's independence from management, including the factors described in the New York Stock Exchange listing standards.

- In its discretion, subject to applicable law, the Compensation Committee may establish subcommittees or delegate specific responsibilities to the Committee Chair or any other Committee member(s), or members of management, as applicable.

The further administration of all compensation and benefits will be the responsibility of management.

II. Composition.

The Compensation Committee shall be appointed by the Board of Directors annually and shall consist of three or more Directors, all of whom in the judgment of the Board of Directors shall be independent and satisfy the independence requirements of the New York Stock Exchange Corporate Governance Rules listing standards. The Board of Directors shall appoint one of the Committee members Chairman of the Compensation Committee. All members of the Compensation Committee shall qualify as "Non-Employee Directors" under Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934. Compensation Committee members may be replaced by the Board of Directors.

III. Meetings and Attendance.

The Compensation Committee shall meet at least once a year and at any other times as may be necessary. Meetings may be held in person or telephonically. The Chairman of the Compensation Committee or the Chairman of the Board can call special meetings of the Committee. A majority of the Committee members shall constitute a quorum. In addition to the members of the Compensation Committee, the President and CEO, other managers of the company and outside advisors may be invited to participate in Committee meetings. The Committee Chairman, Corporate Secretary or other person designated to act as Secretary for the meeting, will prepare minutes of the meeting. The Compensation Committee Chairman at the Board of Directors meetings, as appropriate, shall present an oral report.