

**Titan International, Inc.**  
**Nominating Committee of the Board of Directors**  
**CHARTER**  
**Amended and Restated March 10, 2016**

**I. Membership**

The Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Titan International, Inc. (the "Company") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange ("NYSE").

The members of the Committee shall be appointed by the Board for one-year terms and shall serve for such term or terms as the Board may determine or until earlier removal as director pursuant to the Company's By-Laws or by the Board at any time with or without cause, resignation or death. The Board may remove any member from the Committee at any time with or without cause. The Board shall designate a member of the Committee as the chairperson.

**II. Purpose**

The primary purpose of the Committee is to recommend the criteria and implement the process of identifying, screening, and nominating candidates for election to the Board and overseeing the evaluation and composition of the Board and the Committees of the Board.

**III. Duties and Responsibilities**

The Committee shall have the following authority and responsibilities:

1. To identify and screen individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend that the Board select the director nominees for the next annual meeting of shareholders and to select and recommend individuals to fill any vacancies, which the Board has determined to fill, on the Board or any Committee pursuant to the Company's By-Laws.
2. Subject to the overriding emphasis on merit and the expected contributions that the selected candidates will make to the Board in relation to the needs of the Board, the Committee shall seek to address vacancies on the Board by actively considering candidates that bring a diversity of background and opinion from amongst those candidates who meet the criteria to serve as a director of the Company and meet the needs of the Board. The Committee's considerations shall include achieving an appropriate level of diversity, which shall be considered from a number of perspectives, including gender, race and ethnicity, as well as diversity of organizational experience, professional experience, education, cultural and other background, viewpoint, skills and other personal qualities and

attributes that are believed to enhance the Board's ability to manage and direct, in an effective manner, the affairs and business of the Company.

3. In recommending candidates to serve as new directors, the Committee shall:
  - (i) In identifying suitable candidates for recommendation, consider candidates on merit based on the criteria established from time to time by the Board and the expected contributions of the candidates in relation to the needs of the Board, with due regard for the benefits of diversity on the Board;
  - (ii) In reviewing the Board's composition, consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to maintain an appropriate range and balance of skills, experience and knowledge on the Board.
4. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and their composition and to oversee the conduct of such annual evaluation.
5. To review the Board's committee structure and composition and to make annual recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons.

#### **IV. Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain, terminate, and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the sole authority to set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel, and any other advisors, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **V. Review**

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

## **VI. Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **VII. Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

## **VIII. Meetings**

The Committee shall meet at such times as may be necessary to fulfill its responsibilities and shall report regularly to the Board regarding its conclusions and actions and make recommendations to the Board as appropriate. The meetings may be held in person or telephonically. The Chairperson of the Committee may call special meetings. The Committee shall be governed by the provisions in the Company's By-Laws generally applicable to committees regarding meetings, action without meetings, notice, waiver of notice, quorum, voting requirements and other matters; provided that the Committee shall have no authority to appoint another member of the Board to act at any meeting of the Committee in place of any absent or disqualified member of the Committee.