

**TITAN INTERNATIONAL, INC.**  
**COMPENSATION COMMITTEE CHARTER**  
January 20, 2004

I. Purpose.

The primary function of the Compensation Committee is to provide oversight of all executive compensation and benefits programs. 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.
- Make recommendations to the Board of Directors with respect to non-CEO compensation, 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.
- Salary actions for the President and CEO and all vice presidents and any other individuals reporting directly to the President and CEO.
- Adoption of stock option and other long-term incentive plans and approval of individual grants and awards.
- Adoption of executive annual incentive plans, and approval of total incentive payments and individual awards to the President and CEO and all vice presidents and any other individuals reporting directly to the President and CEO.
- 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 agreements for President and CEO and other executives.
- 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. Any such attorneys, advisors and consultants shall report to the Committee and shall serve at the Company's expense.

- In its discretion, the Compensation Committee may establish subcommittees or delegate specific responsibilities to the Committee Chair or any other Committee member(s).

The 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 and as "Outside Directors" under Treasury Regulations adopted pursuant to Section 162(m) of the Internal Revenue Code. 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.