

**Titan International, Inc.**  
**Nominating/Corporate Governance Committee of the Board of Directors**  
**CHARTER**  
**January 20, 2004**

I. Purpose

The primary purpose of the Nominating/Corporate Governance Committee of Titan International, Inc. is to provide guidance and assistance to the Board of Directors in discharging its duties and responsibilities relating to the corporate governance principles and practices of the Board of Directors and the Company. The Committee develops the criteria and implements the process of identifying, screening and nominating candidates for election to the Board of Directors and oversees the evaluation and composition of the Board of Directors, and the Committees of the Board of Directors.

II. Composition and Qualifications

The Nominating/Corporate Governance Committee shall consist of at least three members who are independent Directors in the judgment of the Board of Directors and satisfy the independence requirements of the New York Stock Exchange Corporate Governance Rules listing standards and one of whom shall be appointed by the Board as Chairman of the Nominating/Corporate Governance Committee. The Chairman and members of the Nominating/Corporate Governance Committee shall be appointed and replaced by the Titan International, Inc. Board of Directors.

III. Responsibilities

The Nominating/Corporate Governance Committee 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 following:

- Identify individuals who are qualified to become Directors of the Company, consistent with criteria approved by the Board.
- Make recommendations to the Board of persons to serve as Directors of the Company.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- Oversee the evaluation of the Board and management.
- Conduct an annual performance evaluation of the Nominating/Corporate Governance Committee, including an evaluation of the adequacy of the Nominating/Corporate Governance Committee Charter.
- Make recommendations to the Board of Directors concerning the appropriate size and needs of the Board and for considering the nomination and screening of Board member candidates.
- Make recommendations to the Board of Directors with respect to the appointment of Directors to serve as Chairmen and members of Committees of the Board.
- Oversee Committee membership and qualifications, training and orientation of Directors, the performance of members of the Board, and an annual performance evaluation of the Board to determine whether Board and its Committees are functioning effectively.

- Review and recommend changes in Committee structure and operations and Committee reporting to the Board.
- Review and recommend changes in the general Corporate Governance Principles of the Company.
- The Nominating/Corporate Governance Committee shall have sole authority to retain and terminate any search firm to be used to identify Director candidates, including the sole authority to approve the search firm's fees and other retention terms.
- The Nominating/Corporate Governance Committee may engage attorneys; advisors and consultants whom it determines are necessary or appropriate to carry out its duties. The Committee shall make all decisions with respect to fees and 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 Nominating/Corporate Governance Committee may establish subcommittees or delegate specific responsibilities to the Committee chair or any other Committee member(s).

#### IV. Meetings and Attendance

The Nominating/Corporate Governance Committee shall meet at such times as may be necessary. The meetings may be held in person or telephonically. The Chairman of the Nominating/Corporate Governance Committee or the Chairman of the Board may call special meetings. A majority of the Committee members shall constitute a quorum.

In addition to the members of the Nominating/Corporate Governance Committee, the President and CEO, other managers of the Company and outside advisors may be invited to participate in Committee meetings.

The Nominating/Corporate Governance Committee Chairman, Corporate Secretary or other person designated to act, as Secretary will prepare minutes of the meetings.

The Nominating/Corporate Governance Committee Chairman shall present an oral report at Board of Directors meetings, as appropriate.