



BUSINESS CONDUCT POLICY

Effective: 01/05

To Directors, Officers, Employees and Consultants:

The attached Business Conduct Policy and Corporate Compliance Policy has been developed to set forth a general statement of the Company's fundamental requirements for business conduct and related obligations.

The policy is intended to provide uniform guidance concerning standards which the Company expects all personnel to observe in the course of their employment and, in the case of certain obligations, to continue to observe notwithstanding any termination of their employment. It discusses expected levels of business conduct and certain legal requirements in general terms. It is not intended to be an all-inclusive list of rules governing every situation in which employees may be called upon to exercise sound business judgment in accordance with standards of good faith, loyalty, honesty and fair dealing, nor does it attempt to provide the detail necessary in order to assess and resolve legal complexities.

In recent years, the number and complexity of the laws and regulations affecting business have increased dramatically. In many instances these laws and regulations are ambiguous or difficult to interpret, and sometimes they may be in apparent or actual conflict with other laws or regulations. Legal assistance is available to the employees of Titan International, Inc. and each of its subsidiaries and divisions through the corporate legal department of the Company. Employees are required to seek such advice and assistance whenever legal questions relating to matters covered in this policy may be involved.

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I. DEFINITIONS

- A. The term "Company" shall mean and include Titan International, Inc. and all of its domestic and foreign divisions and subsidiaries.
- B. The term "employee" shall mean and include each director, officer and employee of the Company.
- C. The term "Approving Authority" shall mean Titan's Board of Directors for the Chairman and the President, the Chairman or President for corporate officers and staff; and the Chairman or President for subsidiary and division presidents and general managers. For all other employees the Approving Authority shall mean the Corporate Compliance Committee.
- D. The term "Key Employee" shall mean and include directors and officers, subsidiary and division presidents, general managers and department heads, and any other employee designated as a Key Employee by an Approving Authority (normally including all salespersons and purchasing agents).
- E. "He, his or himself" shall mean and include any employee of either gender.
- F. "Immediate family" shall mean and include the employee's spouse, their parents, brothers, sisters and children, and any person residing in the employee's home.

II. GENERAL STATEMENT OF POLICY

It is the Company's policy to conduct its business in accordance with all applicable laws of each jurisdiction in which it operates and in accordance with high standards of ethics. The Company seeks to maximize its value to its shareholders through the aggressive pursuit of legitimate business opportunities. However, achievements are not sought at the expense of honesty and fair dealing, and their pursuit does not justify illegal or unethical conduct. Observance of this policy will preserve the Company's reputation for integrity in the communities which it serves and will help to secure the welfare of all who depend on the Company's continued good health, including its employees, shareholders, customers and suppliers.

It is recognized that customs and standards of conduct vary among the different localities in which the Company operates. Activities conducted outside of the United States must conform to applicable local standards as well as standards imposed by U.S. law. For example, where a particular type of conduct is prohibited by United States laws but is deemed to be acceptable in another jurisdiction in which the activity would be carried on, the permissibility of such conduct by the Company would be governed by the application of U.S. laws, it being recognized that the Company is bound by most strict standards.

Without limiting the generality of the above, the following sections set forth more specific standards and guidelines for employees to observe when conducting business on behalf of the Company. This policy statement is intended to give general guidance to the Company's personnel to help ensure that neither the Company nor its employees will become subject to criticism, embarrassment or legal sanction by reason of alleged or real conflicts of interest or questionable, unethical or unlawful business practices. It is the individual obligation of each employee to comply with the policy set forth herein, in any questionable matter, to seek and receive advice and counsel in advance of any action

Any employee who violates this policy will be subject to disciplinary actions within the Company up to and including discharge and forfeiture of incentives and benefits. In addition, violation of this policy can expose the Company and each employee involved to criminal actions, fines, injunctions, lawsuits for restitution and/or damages and other legal sanctions, some of which are mentioned in the following sections.

III. STANDARDS AND GUIDELINES

A. *Relationships With The Company.*

1. *Duty of Loyalty*

The Company conducts its business in corporate form. Technically, a "corporation" is a legal form of business organization that has evolved to enable individuals to combine their talents and resources in ways not achievable under earlier business forms such as a sole proprietorship or a partnership. In reality, however, a corporation is its people--its employees, officers, directors and shareholders. The welfare of each is dependent, in part, upon the contributions of the others and each owes a duty of loyalty to the others. More specifically, each employee has access to corporate opportunities and is entrusted with corporate resources (assets, information, services and talents) necessary to help that employee contribute effectively to the group effort. No employee should divert or misappropriate these corporate opportunities or resources for his own personal use or benefit. Further, no employee should permit himself to be placed in a position of conflicting interests or divided loyalties which could impair objectively or willingness to contribute to the group effort.

2. *Conflicts of Interests*

Each employee of the Company has a duty to avoid relationships, activities, investments or other interests which might conflict with his responsibility to the company or deprive the Company of his complete loyalty and impartiality when dealing on its behalf. The Company is entitled to the best efforts and uncompromised performance of its employees. Accordingly, each employee must disclose to the Company each outside relationship, activity, investment and other interest which might create a potential conflict or might conceivably give rise to criticism of the Company or the individual if it were to be disclosed to the public. In those cases in which, despite a potential conflict or the

appearance of such, the Company will not be harmed and the Company and/or the employee may receive legitimate benefits, a particular relationship, activity, investment or other interest may be approved upon independent review as provided in Section V below.

While it is impossible to identify every type of relationship, activity, investment or other interests which might constitute a potential conflict, the following examples illustrate some types which must be disclosed:

- Employment, or paid or unpaid service, including service as a director, consultant or in any operating role or any other capacity, by a supervisory level employee (department heads and above) with any other business, whether or not in competition with the Company.
- Ownership by an employee or any member of his immediate family of a direct or indirect financial interest in a concern which does business with, or is an actual or potential competitor of, the Company, except where such interest consists of ownership of less than 1% of a class of regularly traded securities of a publicly-owned company.
- Employment, or paid or unpaid service, including service as a director, consultant, or in any other operating role or any other capacity, of an employee or any member of his immediate family with a concern which does or is seeking to do business with, or is an actual or potential competitor of, the Company.
- Acceptance by an employee or any member of his immediate family of compensation, loans (other than from established banks or financial institutions under customary terms), gratuities not expressly permitted elsewhere in this policy, or other benefits or favors from an outside concern which does or seeks to do business with, or is an actual or potential competitor of, the Company.
- Exercise of any discretionary authority on behalf of either party or representation of either party by an employee in any loan, purchase, sale, lease or other transaction between the Company and another party if the employee or any member of his immediate family has a direct or indirect interest in such transaction, or in the property or services involved, or in the other party, except where such interest consists of ownership of less than 1% of a class of regularly traded securities of a publicly-owned company.
- Disclosure of confidential Company information to any unauthorized person (persons other than those employed or retained by the Company who need to know such information for the proper discharge of the duties), or the use of nonpublic Company information for the profit or advantage of anyone other than the Company.

- Competition with the Company by an employee, directly or indirectly, in connection with any purchase, sale or other transaction or business.

The fact that an activity or relationship is not specifically identified in this policy does not mean that a potential conflict of interest does not exist. In determining whether a relationship, activity, investment or other interest might constitute a potential conflict, each employee should consider whether he or the Company might be subject to criticism or embarrassment if such relationship, activity, investment or other interest were to become a matter of public knowledge and if viewed in the most unfavorable light. If so, the relationship, activity, investment or interest should be treated as a potential conflict and disclosed as provided in Section V below.

3. *Bribes or Kickbacks.*

The Company's employees are forbidden from authorizing, accepting, receiving, paying or making any bribe, kickback, special personal discount or personal price concession, or other consideration or inducement, whether in money, property, services or other value (either Company or personal) for purposes of securing favored treatment from or for the Company. Use of an intermediary or any other indirect means to receive or make any such consideration or inducement or to disguise same in any manner such as a commission or refund, is also prohibited.

Forbidden payments include fees to agent or consultants which are excessive and/or are made while knowing or having reason to believe that any portion of such payment will be used, directly or indirectly, as a bribe, kickback, or similar inducement which would violate this policy if made directly by the employee.

Any improper payment can have adverse tax consequences for the Company, and can subject the individual involved and the Company to possible civil and criminal action. Should an employee become involved in or obtain knowledge of any situation where a request or offer is made for a bribe, kickback, or any other payment of questionable propriety, or where payments being made appear to be in excess of reasonable fees for services rendered, it is the employee's responsibility to report the situation immediately to his Approving Authority and to the President or Chairman.

The above provisions are not intended to preclude ordinary social courtesies such as providing reasonable business entertainment or gratuities in instances where such are permitted elsewhere under this policy.

4. *Entertainment and Gratuities*

Except as expressly permitted in this section, employees shall not exceed or provide any business entertainment or gratuities.

Acceptance or payment by an employee of a cash or cash equivalent consideration from or to another party is strictly forbidden in all cases. Any other consideration, regardless of form, offered for the purpose of soliciting specific business transactions or concessions, or of affecting business related decisions, also is not permissible.

It is permissible to accept or to provide reasonable and customary entertainment from or to existing and potential suppliers, customers or other person or entities with whom the Company has done, does or is seeking to do business in a manner appropriate to a business relationship and associated with business decisions. Small gratuities, such as Christmas gifts or sporting event tickets, are also considered proper provided they (1) have an individual value of \$250.00 or less, (2) are neither unique to the particular employee nor part of an ongoing arrangement or understanding to provide business related concessions, and (3) are in the spirit of general business relations. When any offer of entertainment or gratuity that exceeds the above guidelines is made, the recipient should report the matter to his Approving Authority as provided in Section V below.

Beyond the foregoing, there are no clear guidelines which define the point at which the value of entertainment or gratuities has escalated to a level where it may be regarded as questionable or inappropriate. However, if the giver or the recipient might be subject to embarrassment or criticism if the action were to become a matter of public knowledge and if viewed in the most unfavorable light, the conduct must be avoided. If any questions as to what is authorized or appropriate arise, an employee should, in advance, consult his Approving Authority or the Company's Legal Counsel.

5. Book and Records

Both Company policy and the Foreign Corrupt Practices Act requires that the Company keep books, records and accounts which, in reasonable detail, accurately and fairly reflect all transactions and dispositions of the Company's assets. Further, the Company must ensure that transactions are executed, and access to assets is permitted, only with management authorization, that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles or other applicable criteria and to maintain accountability for assets, and that recorded accountability for assets is periodically compared with existing assets and appropriate action is taken with respect to any differences.

In furtherance of this requirement, the Company requires each employee to take all appropriate actions and, where necessary, to obtain accounting advice, to ensure that false, misleading, inaccurate or incomplete entries are not made on the Company's books and records, and that false, misleading, inaccurate or incomplete documents are not used in effecting its transactions. Customer invoices should reflect actual prices, quantities and other terms. They may not be falsified, even at the customer's request or with its concurrence, in order to reflect inaccurate information. Discounts, credits, allowances and other price variances may be granted to customers only when it is lawful to do so. No payment shall be made by the Company with the intention or understanding that all or

any part of such payment is being made for reasons or purposes other than those described in the supporting documents for the transaction. All bank accounts and other deposits of the Company's funds shall be completely and accurately described and fully accounted for in the Company's books and records, and shall be supported by duly authorized banking resolutions. All payments from such accounts and deposits shall be made by check, draft, bank wire transfer or other properly documented means. No numbered bank accounts and no undisclosed or unrecorded fund or asset of the Company shall be established or maintained for any purpose whatsoever.

6. *Use of Corporate Assets*

Personal use of Company funds is strictly prohibited. Unauthorized personal use of Company assets is also prohibited.

7. *Proprietary or Confidential Information*

Information is an asset of the Company. In the course of involvement in the Company's operations, its employees acquire or develop much valuable information. Theft, misappropriate or unauthorized use or disclosure of confidential commercial information is unethical and unlawful. All employees should take all necessary precautions to protect the confidentiality of the Company's commercially sensitive information, including but not limited to: plans, drawings and designs; information on programs, processes, costs, product developments, markets, customers, suppliers and personnel; and business results, historical financial information, plans, forecasts and budgets.

At the time of employment, all salaried employees whose employment related activities may require access to confidential information will be required to sign an agreement concerning such confidential information and inventions. The agreement provides that any idea or invention relating to the Company's business developed during employment (whether at work, at home or elsewhere) belongs to the Company, that the employee will not reveal any confidential information about the Company's business or technology to any unauthorized person either during or after his employment, and that he will not take any documents or records belonging to the Company.

Employees shall afford the same respect to confidential information to which they may have had access as employees of former employers, unless such information is made available with the consent of the former employer or has otherwise become publicly available.

8. *Compliance With Security Laws*

The Company and its employees are bound by Federal laws and the rules and regulations of the Securities and Exchange Commissions regarding the use of "material inside information" concerning the Company. Many states have similar legal requirements. Material inside information is information about the Company which has not been publicly disclosed or become generally available to the public and which might affect a

prudent independent investor's decision. These rules, which impose liability on persons who purchase or sell securities based on such information, are intended to ensure that all investors and potential investors will have equal access to important information concerning the Company and a reasonable period of time within which to evaluate that information. Consequently, employees must not purchase or sell the Company's securities when they are aware of material inside information. Because the prohibition on trading on such information applies to anyone in possession of it, not just employees, employees should not disclose such information to others, even to family and friends. Such disclosure may migrate and be used for personal profit by others who, being remote from the employee, do not consider themselves bound by the original confidence. There is no precise definition which will clearly identify information as either "immaterial" in every instance. However, information concerning sales, earnings, acquisitions, mergers, joint ventures, dividends, stock splits and other distributions, purchases or dispositions of significant assets, new equity or debt securities offerings, and significant products additions, changes or deletions are examples of information which is generally regarded as material.

Additional laws govern transactions in Company securities by officers or directors and require that reports be filed disclosing their transactions in securities issued by the Company.

B. Relationships with Co-Employees.

It is the Company's policy to extend equal employment opportunity to all employees and applicants. The Company will in no way discriminate against any employee or applicant for employment because of age, religion, sex, race, color, national origin, or handicap. In recognition of the employee's individual dignity, the Company will not tolerate harassment of individuals with words or actions relating to these characteristics.

Each responsible employee shall ensure that all personal actions, such as recruitment, employment, promotion, compensation, benefits, transfers, layoffs and training, and all social and recreational programs, will be administered in accordance with the principle of equal opportunity.

C. Health and Safety Compliance

It is the Company's policy that the health and safety of all employees is a matter of prime concern. It is the Company's policy to provide safe working conditions, protect its property from damage and waste, ensure compliance with the company rules and governments regulations pertaining to the safety and health of employees and to audit the effectiveness of the safety programs. Safety is the shared responsibility with all employees, supervisors and management. Any employee or member of supervision or management who knowingly commits or knowingly allows an employee to commit an unsafe act or work under an unsafe condition may be disciplined up to and including termination. All levels of management and supervision shall make accident and injury prevention a matter of high priority.

The Company recognizes that the prevention of injuries and illnesses is good management. Everyone in the Company is expected to actively participate in and give their full support and commitment to the safety program.

D. Relationships with Customers, Suppliers, Competitors and Labor Organizations.

1. *Conflicts of Interest; Unauthorized Benefits.*

As discussed in paragraphs A1, 2 and 3 of this section above, each employee has a duty to avoid interests, relationships and activities which might conflict with his responsibility to the Company or deprive the Company of the employee's complete loyalty and impartiality when dealing on its behalf. Accordingly, any investments, associations or other relationships, or substantial or unusual entertainment or gratuities involving customers, suppliers, competitors, labor organizations or others, which would or might conflict with the employee's responsibility to act objectively and in the Company's best interest, must be avoided.

2. *Competitive Information*

While it is essential for the Company to have continual access to information concerning the competitive environments in which it operates, there are limitations on the methods which may be employed in obtaining such information. Illegal or improper means may not be used to acquire trade secrets or other confidential or proprietary information belonging to customers, suppliers, competitors, labor organizations or others. Such means of industrial espionage include making payments or providing other considerations to, or recruiting employees of these organizations, in order to cause such individuals to breach their duty to keep confidential their employee's trade secrets.

3. *Antitrust Law Compliance.*

The Company believes in fair, lawful, and open competition and accordingly requires that if employees must, at all times, strictly comply with all applicable antitrust laws.

Extremely severe criminal and civil sanctions against the Company, any involved employees and their superiors may result from antitrust law violations. Any infraction of the Company's policy of compliance with these laws will result in disciplinary action by the Company. Neither good intentions, claimed ignorance of the law, financial constraints, market pressures, nor failure to seek timely legal advice can excuse violation of this policy.

The following paragraphs discuss some of the basic principles of United States antitrust laws. Many states also have adopted antitrust laws applicable to activities within their respective jurisdiction. In addition, many foreign countries and the European Economic Community have adopted antitrust laws or regulations which, in some instances, are more strict than United States requirements. All employees, and particularly marketing and

sales personnel, are individually responsible for observance of the legal requirements applicable to their activities.

a. *Relationships with Competitors:* Agreements or understandings among competitors to increase, decrease, stabilize, fix or affect prices in any other way or to restrict production, allocate or share customers, divide territories, control product quality or refuse to deal with customers or suppliers constitute the most grave violations of antitrust laws and will result in the most severe penalties. Note that for antitrust purposes "price" can include all terms and conditions of sale, including credit terms and freight and promotional allowances. Even if prices are decreased rather than increased, are "reasonable," are not fixed exactly, or are stabilized to avoid ruinous competition, any agreements among competitors to affect prices always violate antitrust laws.

Compliance with a few basic guidelines on contacts with competitors will go a long way to insulate employees and the Company from accusations of criminal conduct.

- Under no circumstances discuss or exchange with a competitor information as to prices or costs. There is no lawful, valid business reason for this practice.
- If a competitor's price list is obtained, make a record of how it was lawfully obtained (such as from publicly filed information or third parties).
- Under no circumstances discuss with a competitor any bid which the Company or the competitor may be preparing. Collusion will be inferred.
- Telephone conversation with competitors should be limited to the few lawful topics which can be discussed such as permissible trade association activities and safety matters. *Under no circumstances should marketing or selling related matters be discussed.* Note that telephone records of each of these calls may be subpoenaed. Any significant number of such calls or any pattern in making them, coupled with suspect commercial conduct, will lead to an obvious inference.

b. *Relationships with Customers and Suppliers:* In general, the Company may not restrict or otherwise deprive its customers (including dealers and distributors) of their freedom to determine the price at which, the customers to whom, or the territories within which they may sell their products. Neither may a customer be compelled to (1) purchase one product from the Company as a condition to the purchase of another; (2) purchase all requirements for the product from the Company; (3) refrain from the purchasing products from competitors; or (4) make reciprocating sales to the Company. The Company may not agree with a customer to impose sanctions against or to cease to do business with that customer's competitor. It is also generally unlawful to engage in price discrimination, a prohibition which applies to the Company both as a seller and a buyer.

Complex problems arise if the Company is selling its products to customers

(including dealers and distributors) at more than one level in the chain of distribution in a particular market. Changes in distribution structure, and variations in distributor prices and allowances, should be reviewed in advance with the Company's Legal Counsel.

c. Consequences of Antitrust Violations: Violations of the antitrust laws can result in the Company being fined up to \$1,000,000 and made to pay amounts equal to three times the damages actually suffered by each person adversely affected. Each co-conspirator may be individually responsible for triple damage payments due all parties damaged by all participants in a conspiracy among competitors. Violations can also result in a felony conviction against the employee, fines (up to \$100,000) and/or imprisonment (up to three years). Because the Company and its employees risk incurring these heavy penalties, particularly in cases of price fixing and other illegal agreements among competitors, all employees must avoid even the appearance of being involved in these illegal agreements. Those employees who attend and participate in trade association and other meetings where competitors are present must be particularly sensitive to circumstances from which questionable practices may be inferred.

4. Anti-boycott Law Compliance

Participation in or cooperation with international boycotts may create serious problems for the Company. Not only must a report be made to various agencies of the United States Government, but punitive action may be taken against the Company if it participates in such activities.

The law provides that participation in or cooperation with international boycotts may include the following:

- Refraining from doing business with or in a boycotted country.
- Refraining from doing business with any United States citizen engaged in trade in a boycotted country.
- Refraining from doing business with any company whose ownership or management is composed, in whole or in part, of individuals of a particular nationality, race or religion.
- Refraining from employing individuals of a particular nationality, race or religion.
- As a condition of the sale of a product, refraining from shipping that product on a carrier owned, leased, or operated by a person or entity who does not participate in or cooperate with an international boycott, or insuring that product with a person or entity who does not participate in or cooperate with an international boycott.

If an employee is approached with any proposal to participate in or cooperate with an international boycott, or if any information is sought from an employee which is believed to be boycotting reasons, the Company's Legal Counsel must be consulted before any action is taken. This consultation is important even though the proposal or request from the other party was unsolicited and rejected, since a United States Government report may have to be filed with respect to the request.

D. Relationships with Governments and Communities.

1. Improper Payments.

The prohibition against bribes, kickbacks and unreasonable business entertainment and gratuity practices described in paragraphs A2 and 3 of the section above likewise applies to any such payment, whether in money, property, services or other value, to or for the benefit of any government official or employee, domestic or foreign, for the purpose of affecting such person's action or the action of any government, or of any agency or instrumentality of any government such person represents, to obtain business or favored treatment for the Company. Under the United States law, it is a felony offense punishable by fines and/or imprisonment for not more than five years for any U.S. company, directly or indirectly, to offer or pay or authorize an offer or payment of anything of value to any foreign official, political party, party officials or candidate for foreign political office to obtain business for the Company.

In order to ensure legal compliance, agreements with consultants and agents retained to assist the Company in obtaining business with, or discretionary approval for any transaction or program from, any governmental authority must be in writing, contain the entire agreement between the parties, describe in reasonable detail the duties and services to be performed, and contain the representation of the consultant or agent that such services will be performed in compliance with applicable law and that no portion of any payments to the consultant or agent will be offered, directly or indirectly, to any representative of any government or political party for purposes of influencing any governmental or political act or decision in order to assist the Company in obtaining or retaining business.

Many government agencies have regulations which prohibit or discourage their employees from accepting any gratuities including all sales promotion items regardless of value, and even occasional meals. If such gratuities are contemplated, the Company's Legal Counsel should be consulted to determine whether any such regulations apply.

2. Political Contributions

Both Company policy and the Federal Election Campaign Act forbid payment of political contributions or expenditures in the United States, directly or indirectly, for candidates for federal office, whether in cash or through the use of credit, property, employee services or otherwise. It is also Company policy in the United States not to make political

contributions to political parties or candidates for state or local office, even though it may be legal to do so in certain states. Neither will the Company solicit employees, suppliers or customers for such contributions. It is, however, Company policy to encourage employees to vote and to make voluntary contributions to candidates of their choice. The Company will not reimburse any employee directly or indirectly for any political contributions made by the employee, and the employee must not represent that his contribution, endorsement or other political activity was made or engaged in on behalf of the Company.

In other countries, it is the policy of the Company not to make political contributions unless they (a) comply with the Company's policy regarding improper payments, with U.S. legal requirements, and with both public policy and the laws of the country involved, (b) are recommended by the Board of Directors, or a committee on non-employee directors of the appropriate affiliate, (c) are reasonable in amount, (d) are made in approximate equal amounts to the major parties which support the private enterprise system and which solicit contribution, and (e) are disclosed in advance to the Company's Legal Counsel and Vice President of Finance and Administration.

Under the Foreign Corrupt Practices Act an employee or agent who willfully pays, offers or authorizes the payment or offer of anything of value to a foreign political party, party officials or candidates for foreign political office, for the purpose of obtaining business for the Company, will be guilty of a felony punishable by fine and imprisonment.

3. Currency Transfers

International payments made by or on behalf of the Company must be made through established channels, usually by wire transfers through banks or checks. They may not be made in violation of either applicable foreign currency control requirements of the host country or United States rules and regulations which prohibit physical transportation of money or certain monetary instruments in excess of \$5,000 into or out of the United States.

In addition to coins and currencies, monetary instruments include traveler's checks, bearer negotiable instruments and bearer investment securities. Questions concerning funds transfer procedures should be discussed, in advance, with the Company's Vice President of Finance.

4. Financial Records

Federal laws require accurate record keeping and accounting controls, and impose civil criminal penalties on any individuals and companies who violate these requirements. Both federal law and Company policy require that no "off book" or undisclosed funds or accounts shall be established for any purpose. Please refer to paragraph A5 of this section above for further discussion. Any questions concerning this matter must be discussed with the Company's Legal Counsel or Vice President of Finance.

5. Tax Evasion

It is Company policy to comply with all applicable tax statutes and to take all actions necessary to pay, on a timely basis, all legally due taxes and duties on the Company's operations. It is against Company policy to take any illegal action which would cause misrepresentation of an employee's income, failure to withhold applicable taxes or evasion of taxes on or with respect to income from the Company.

No employee should knowingly assist any company, organization, or individual with whom the Company has business dealings to illegally evade taxes or duties payable by that company, organization, or individual. Any questions in this regard must be reviewed in advance with the Company's Legal Counsel or Vice President of Finance.

6. Civic and Charitable Activities

Participation by employees in civic or charitable activity is encouraged to the extent that such participation does not encroach significantly on the individual's working time or impair his mental or physical efficiency in the performance of his duties with the Company.

7. Government Request For Information

It is the Company's policy to cooperate with every reasonable government request for information. At the same time, the Company is entitled to all the safeguards provided by law for the benefit of persons under investigation, including particularly the representation of counsel at the outset of any such investigation. Therefore, if a representative of the United States Department of Justice or the Federal Trade Commission, or any representatives of any other government agency requests an interview with any employee, requests data or copies of documents or access to files, or otherwise seeks to obtain information from the Company, but that the matter must first be referred to the Company's Legal Counsel. This procedure should be followed whether the request is written or oral. All requests must be reported to the Company's Legal Counsel by telephone immediately. Advice as to further action will be provided.

8. Whistleblowing

A Whistleblower as defined by this policy is an employee of the Company who reports an activity that he/she considers to be illegal or dishonest to one or more of the parties specified in this Business Conduct Policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting.

If an employee has knowledge of or a concern of illegal or dishonest fraudulent activity, the employee is to contact his/her immediate supervisor or the Human Resources Manager. The employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.

Whistleblower protections are provided in two important areas—confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The Company will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact the Human Resources Manager immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

All reports of illegal and dishonest activities will be promptly submitted to General Counsel of the Company who is responsible for investigating and coordinating corrective action.

The Company will protect employees who report in good faith what they reasonably believe to be a violation of state or federal law or conditions or practices that would put the health or safety of employees at risk.

IV. REPORTING OF VIOLATIONS.

Inasmuch as acts and practices which are in violation of this policy may harm the reputation of the Company and its employees, the individuals responsible for the management of the Company must be kept informed of any such violations. Concealment from management of violative conduct may be considered by others as a signal that the Company's policies may be ignored. Such conduct will not be tolerated. Accordingly, each employee is encouraged to communicate such matters to management, even when it might appear that less candor may be more desirable in order to protect a particular operation, department or individual involved. Discovery of an event of a potentially fraudulent or illegal nature must be reported directly to the Company's Legal Counsel. **If you are or become aware of any violation of any of these Company policies, it is your responsibility to report to your manager or if you prefer, to the Company's Legal Department, Corporate Human Resources or to Internal Audit.** If, after having had such a matter brought to their attention, your manager does not take appropriate action immediately you must personally report the matter to **the Company's General Counsel.** If the reporting person(s) fears reprisals, this concern should be expressed at the time of the report. In such circumstances, the identity of the person(s) will be kept in the strictest confidence.

V. COMPLIANCE PROCEDURES

A copy of this policy shall be delivered to each new salaried employee at the time of employment. **Each salaried employee, or hourly employee, as so designated by management shall sign, upon employment, a certificate in the form of Exhibit A, a copy of which shall be placed in the employee's personnel file. On or before January 1 of each year, each salaried employee, or hourly, as so designated by management, shall complete an Annual Compliance Agreement in the form of Exhibit B, in which a copy will be placed in the employee's personnel file.**

Upon employment, those employees designated in Section III, paragraph A7 shall sign an agreement concerning confidential information and inventories.

Prior to any employee accepting a payment which is required to be reported under Section III, paragraph A3 or acquiring an investment or interest in or entering into a relationship with any other person or company, or engaging in any conduct, which creates a potential conflict of interest within the meaning of Section III, paragraph A2, such person shall submit to his Approving Authority three copies of a request in the form of Exhibit C. Promptly after receipt of each such request, return one copy to the employee, place one copy in the employee's personnel file and forward the remaining copy to the Company's Legal Counsel. If, and only if, prior approval is not practicable, for example when the creation of a potential conflict of interest arises through marriage or inheritance, full disclosure must be made within 30 days after the event creating the conflict. Conflicts in existence prior to the time employment with the Company commences must be approved or eliminated prior to such employment date. In the event a conflict is disapproved, the person concerned shall promptly take all action necessary to eliminate the conflict as a condition of employment. Each Approving Authority should review each request with care and consider whether acceptance of the payment or maintenance of the reported activity or interest is likely to damage the business of the Company or adversely affect its reputation for integrity and ethical business practices. In case of doubt as to whether approval of a particular request will conform with the letter and spirit of the Company's policy, Approving Authorities are required to consult with the Company's Legal Counsel, who shall review all referrals and consults, as required, with the Chief Executive Office and the Vice President of Finance.

Each Approving Authority shall be responsible for insuring that approvals granted comply with the spirit and intent of the policy. In the event of bad faith, collusion or willful misconduct involving an employee and an Approving Authority with the intention of subverting this policy, approvals granted by the Approving Authority may be nullified by the President or Chairman.

EXHIBIT A

CERTIFICATE OF COMPLIANCE

I hereby certify that I have read and understand the Business Conduct Policy and Corporate Compliance Policy of Titan International, Inc. and agree to comply with it.

Signature

Please sign legibly:

Name: _____

Location: _____

Date: _____

EXHIBIT B
ANNUAL COMPLIANCE STATEMENT

I hereby certify that I have reviewed the Business Conduct Policy and Corporate Compliance Policy of Titan International and to the best of my knowledge, information and belief, with respect to the year beginning January 1, 20 ____ . I and the employees for whom I am responsible will be in compliance therewith.

As of the date hereof, I have the following relationships, activities or interests which constitute potential conflicts under said Policy which have been approved by the appropriate Approving Authority:

(If none, so state.)

Signature

Name: _____
Location: _____
Date: _____

EXHIBIT C

DISCLOSURE AND REQUEST FOR APPROVAL OF POTENTIAL CONFLICT

In accordance with the Business Conduct Policy and the Corporate Compliance Policy of Titan International, Inc. the following information is submitted with respect to the acceptance of payments and/or with respect to the existence to relationships, activities, investments or interests which might be considered potential conflicts as set forth in the Business Conduct Policy and Corporate Compliance Policy and approval to accept such payments and/or enter into or continue such relationships, activities or interests is hereby requested.

[Here set forth details of each such payment, relationship, activity or interest. Use continuation sheet if necessary]

Signature

Name: _____

Location: _____

Date: _____

The above is hereby

_____ **APPROVED** _____ **DISAPPROVED**

Date: _____

Approving Authority

Corporate Approving Authority

CORPORATE COMPLIANCE POLICY

Titan International, Inc. – July 1, 2000

NEED FOR POLICY:

To advise Titan employees of their obligations to fully comply with the requirements of applicable laws and regulations.

POLICY STATEMENT:

It is the policy of Titan International, Inc. and all of its operating companies, subsidiaries and affiliates, to comply fully with applicable laws and regulations.

Titan International, Inc. (the “Company”) and each of its subsidiaries will establish and maintain an effective compliance program that conforms to the standards established in the Sentencing Guidelines for Organizational Defendants effective November 1, 1991 (the “Guidelines”). Such programs will be designed, implemented and enforced with the purpose of preventing and detecting violations of Federal, state and foreign laws. It remains the policy of the Company and each subsidiary to operate as good corporate citizens and comply with all laws and regulations applicable to its businesses at all governmental levels worldwide. This policy applies to all employees and agents of the Company and its subsidiaries worldwide and must be strictly observed. All employees and agents should be informed and periodically reminded of this policy.

RESPONSIBILITIES:

Within the scope of their business duties, each employee is responsible to ensure that the business of the Corporation, and all of its operating companies, subsidiaries and affiliates, is conducted in compliance with applicable laws and regulations.

Management is responsible for the implementation of this policy and associated compliance mechanisms and standards.

The Corporate Compliance Committee is responsible for oversight of the assessment, development, implementation and improvement of corporate compliance programs and processes.

Actual or suspected violations of this policy should normally be reported to the employee’s supervisor. They may be reported to Internal Audit at Titan International, Inc. by calling toll free 1-800-51-TITAN (1-800-518-4826) or by calling the Director of Internal Audit at 1-800-USA-BEAR or the Legal Department and Ext. 4715 or Corporate Human Resources at Ext. 4483.

RESERVATIONS OF AUTHORITY

The Company and its subsidiaries have already adopted various compliance policies. Those policies include Health and Safety, Equal Employment Opportunity, Prevention of Sexual Harassment, Discrimination, etc., and they all continue to be part of the overall compliance efforts of the Company and its subsidiaries. It is specifically contemplated that additional compliance policies may be issued in accordance with this Program.

Amendments to this policy may be made by the Chief Executive Officer of Titan International, Inc. Any questions regarding interpretation of this policy or applicable procedures should be referred to the office of the General Counsel.

REPORTING OF VIOLATIONS OF COMPLIANCE PROGRAM

I. Policy

It is the policy of Titan International, Inc., (the “Company”) that the Company and each of its subsidiaries and each Company and subsidiary employee comply with all applicable laws, Federal, state, local and foreign, as set forth in the Titan International, Inc.’s Compliance Program (“Compliance Program”) and that each such employee be responsible for reporting any violations thereof.

II. Purpose

To ensure that (i) violation or potential violations of the Compliance Program are reported, investigated and remedied and (ii) appropriate disciplinary action is imposed upon employees who violate the Compliance Program.

III. Applicability

The Company and its subsidiaries.

IV. Reporting Requirements

- A. If any employee of the Company or a subsidiary becomes aware of any issue or practice that:
 1. involves a violation or potential violation of Federal, state, local or foreign laws or other violation or potential violation of the Compliance Program; or
 2. is materially detrimental to the best interest of the Company or any subsidiary;

it must be reported immediately to their Supervisor. They may also report it to the Internal Audit Department, Legal Department, or Corporate Human Resources on the attached form.

V. WHISTLEBLOWING

The Company will protect employees who report in good faith what they reasonable believe to be a violation of state or federal law or conditions or practices that would put the health or safety of employees at risk.

We ask that the employee first report the alleged violation, condition or practice to a person with supervisory authority over the employee and give the Company time to remedy the situation. No employees will be discharged, threatened or discriminated against in any manner for reporting what they perceive to be wrongdoing. These complaints can be brought to the attention of Internal Audit, the Legal Department and Corporate Human Resources at the numbers given above in Section II. These matters will be kept in the strictest of confidence.

