

**NAVISTAR INTERNATIONAL CORPORATION  
2021 ANNUAL MEETING OF STOCKHOLDERS  
RULES OF CONDUCT AND PROCEDURE**

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We welcome you to the 2021 Virtual Annual Meeting of Stockholders (the “**Meeting**”) of Navistar International Corporation (the “**Company**”). This is a legally required and important meeting of stockholders, with important business to be conducted. Accordingly, the rules of conduct and procedure set forth herein will be strictly observed and enforced. In fairness to all stockholders attending the Meeting and in the interest of having a fair, informative, orderly and constructive meeting, we require that you honor the following rules of conduct and procedure:

1. To attend the Meeting all stockholders and proxy holders should go to [www.virtualshareholdermeeting.com/NAV2021](http://www.virtualshareholdermeeting.com/NAV2021) 15 minutes prior to the Meeting start. If you are a stockholder of record, please enter your 16-digit control number. The Meeting will begin at 11:00 am Central.
2. The business of the Meeting will follow the order shown on the Agenda posted on the web portal. You need not vote at this Meeting if you have already sent in your proxy card or voted via telephone or the internet and you do not want to change your vote. However, if you have not yet voted or wish to revoke and change your vote you may do so before the polls are closed by clicking on the voting button on the web portal and following the instructions therein.
3. Pursuant to the Company’s Bylaws, only proposals included in the notice of the Meeting will be considered. Proposals for any other stockholder action presented at the Meeting will not be accepted.
4. Only stockholders of record of the Company’s common stock at the close of business on **January 22, 2021**, or their proxy holders, are entitled to vote at the Meeting and only stockholders of record or their proxy holders may ask questions during the question and answer period. Questions may be submitted in the designated field provided on the web portal during the Meeting. Please type your name in the provided field when submitting your question, so we know which stockholder is asking the question.
5. Stockholder questions or remarks must be relevant to the meeting and pertinent to the matters properly brought before the meeting. To allow us to answer questions from as many stockholders as possible, we will limit each stockholder to one question. It will help us if questions are succinct and cover only one topic per question. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together. Any questions that we are not able to get to will be summarized and answered in a document that will be posted on our Investor Relations website after the Meeting.
6. The Meeting is not to be used as a forum to present general economic, political or other views that are not directly related to the business of the Company. The views and comments of all stockholders are welcome. However, personal grievances or claims are not appropriate subjects for the Meeting. The Company does not intend to address any questions that are among other things:
  - irrelevant to the business of the Company or the conduct of its operations;
  - related to pending or threatened litigation;
  - derogatory references that are not in good taste;
  - substantially repetitious of statements made by other stockholders; or
  - discussions related to personal grievances.
7. Failure to follow the foregoing procedures may cause unnecessary delays and could jeopardize other stockholders’ rights to participate in the Meeting.
8. If there is any matter that is of individual concern to a stockholder and that is not an appropriate subject matter for general discussion, please send an email to [Investor.Relations@Navistar.com](mailto:Investor.Relations@Navistar.com) or call (331) 332-2143 to schedule time to discuss with an Officer of the Company.
9. Recording of the Meeting is prohibited. A webcast playback will be available at [www.virtualshareholdermeeting.com/NAV2021](http://www.virtualshareholdermeeting.com/NAV2021), approximately 24 hours after the completion of the Meeting.
10. The Chairman of the meeting shall have the authority necessary to preside over the meeting and may make any and all determinations with respect to whether a matter is relevant for stockholders and will be discussed at the Meeting, the conduct of the meeting and procedures to be followed during the Meeting.
11. If you encounter any difficulties accessing the Meeting during the check-in or meeting time, please call the technical support number that will be posted on the Meeting log-in page.

In the event of a technical malfunction or other significant problem that disrupts the Meeting, the Chairman may adjourn, recess, or expedite the Meeting, or take such other action that the Chairman determines is appropriate considering the circumstances.

Thank you for your cooperation.