

International Newsroom

Navistar Shareholders Reject Teamsters Proposal, Re-Elect Three Incumbents to Board at Annual Meeting

WARRENVILLE, Ill. (Feb. 15, 2011) – Navistar International Corporation (NYSE: NAV) announced that shareholders at the company's annual meeting today soundly supported the company's compensation practices and rejected a proposal submitted by the International Brotherhood of Teamsters to require shareholder approval for certain future severance agreements with senior executives.

The company's board of directors had recommended shareholders vote against the Teamsters proposal because it believes the proposal would limit the company's ability to provide "reasonable severance benefits to a very limited group of senior executives" after certain events, including a change of control of the company. Less than 32 percent of the shares cast were in favor of the Teamsters proposal and over 68 percent of the shares were voted against the Teamsters proposal.

Shareholders at the meeting also re-elected three incumbent directors for additional three year terms. They are:

John D. Correnti, a director since 1994 and chairman and chief executive officer of Steel Development Company, LLC, a steel mill operational and development company.

James H. Keyes, a director since 2002 and retired chairman of the board of Johnson Controls, Inc., an automotive system and facility management and control company.

Daniel C. Ustian, a director since 2002 and chairman, president and chief executive officer of Navistar International Corporation.

In another display of the shareholders' validation and support of the company's compensation policies, results from the annual meeting show over 94 percent of shareholders voting approve of Navistar's executive compensation.

"Navistar shareholders had their say today regarding the company's executive pay practices and we believe it is clear that they overwhelmingly approve of our management, directors and executive compensation practices," Ustian said.

Shareholders also approved an amendment to the company's restated articles of incorporation to increase the number of authorized shares from 110,000,000 to 220,000,000, ratified KPMG LLP as the company's independent registered public accounting firm for fiscal 2011 and voted in favor of an annual advisory vote on executive compensation. No other proposals were presented for action and approximately 90 percent of all the outstanding common shares of Navistar were voted at today's meeting.

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