

Exhibit A

Subaccount A Resolution

ANNEX 2

**RESOLUTIONS OF THE
NAVISTAR, INC. RETIREE HEALTH BENEFIT AND LIFE INSURANCE PLAN
HEALTH BENEFIT PROGRAM COMMITTEE
RELATED TO SHY BASE PLAN SUBACCOUNT A**

At a meeting of the Navistar, Inc. Retiree Health Benefit and Life Insurance Plan (the “**Shy Plan**”) Health Benefit Program Committee (the “**Committee**”), held on October 14, 2021, the Committee duly adopted the following resolutions, and directed that this record of its action be filed with the minutes of the proceedings of the Committee.

WHEREAS, pursuant to Section 6.3(c) of the Shy Plan, the Committee retains the sole authority to make adjustments in the Contributing Participants’ Annual Contribution, as defined in the Shy Plan, as may be required to prevent the Contributing Participants’ Sub-account as defined in the Shy Plan (“**Subaccount A**”) from maintaining an unnecessary and inappropriate surplus or deficit for an extended period of time.

WHEREAS, Subaccount A currently has approximately \$48,000,000 in assets and, in connection with a proposed settlement (the “**Krzysiak Settlement**”) of the litigation in *Krzysiak, et al. v. Navistar International Corporation, et al.*, S.D. Ohio Case No. 3:16-CV-00443-WHR (the “**Krzysiak Action**”), Navistar, Inc. (“**Navistar**”) will be required to contribute an additional \$17,000,000 to Subaccount A, after which Subaccount A will have a total of approximately \$65,000,000 in assets.

WHEREAS, the Committee has determined that there is an unnecessary and inappropriate surplus in Subaccount A, and that such unnecessary surplus will increase after the Krzysiak Settlement is finalized, and that it is therefore prudent and appropriate for the Committee to exercise its authority to adjust the Contributing Participants’ Annual Contribution in order to reduce the assets in Subaccount A.

WHEREAS, the Shy Plan was created through the 1993 consent decree (the “**1993 Consent Decree**”) entered by the U.S. District Court for the Southern District of Ohio (the “**Court**”) in *Shy, et al. v. Navistar, Inc., et al.*, Case No. 3:92-cv-0333-WHR.

WHEREAS, Navistar has informed the Committee that the Krzysiak Settlement is part of a global settlement of both the Krzysiak Action and a dispute related to Navistar’s compliance with past and future obligations under the Supplemental Benefit Trust Profit Sharing Plan under the 1993 Consent Decree (such dispute, the “**Profit Sharing Arbitration**”; the proposed settlement of such profit sharing dispute, the “**Profit Sharing Settlement**”, and together with the Krzysiak Settlement, the “**Settlement**”).

WHEREAS, Navistar has also informed the Committee that the Settlement is contingent upon, among other things, the execution of a mutually acceptable letter of intent by and among Navistar, the Supplemental Benefit Program Committee, Wayne Krzysiak, Michael LaCour, and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, which will outline the terms of the Settlement (the “**Letter of Intent**”).

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NOW, THEREFORE, BE IT RESOLVED, that pursuant to the Committee's authority under Section 6.3(c) of the Shy Plan, effective January 1, 2022, the Committee approves the use of Subaccount A to reduce the Contributing Participants' Annual Contribution to \$5 per person per month until the total assets in Subaccount A reach \$5,000,000, upon which time the Committee will reassess future expenditures of Subaccount A assets, if any, pursuant to the Committee's fiduciary duties and authority under the Shy Plan.

BE IT FURTHER RESOLVED, that each of the above resolutions is contingent and will only become effective upon full execution of the Letter of Intent.

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The undersigned being the Secretary of the Committee certifies that the above resolutions were unanimously approved by the Committee at a meeting held on October 14, 2021.



Secretary