

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549



FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended: September 30, 2025
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-12936

TITAN INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

1525 Kautz Road, Suite 600, West Chicago, IL
(Address of principal executive offices)

36-3228472
(I.R.S. Employer Identification No.)

60185
(Zip Code)
(630) 377-0486
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.0001 par value	TWI	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 23, 2025, there were 63,951,494 shares of Titan International, Inc. common stock, \$0.0001 par value, outstanding.

TITAN INTERNATIONAL, INC.

TABLE OF CONTENTS

	<u>Page</u>
<u>Part I.</u>	<u>Financial Information</u>
<u>Item 1.</u>	<u>Financial Statements (Unaudited)</u>
	<u>Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2025 and 2024</u>
	<u>1</u>
	<u>Condensed Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2025 and 2024</u>
	<u>2</u>
	<u>Condensed Consolidated Balance Sheets as of September 30, 2025 and December 31, 2024</u>
	<u>3</u>
	<u>Condensed Consolidated Statements of Changes in Equity for the Three and Nine Months Ended September 30, 2025 and 2024</u>
	<u>4</u>
	<u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2025 and 2024</u>
	<u>6</u>
	<u>Notes to Condensed Consolidated Financial Statements</u>
	<u>7</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
	<u>25</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
	<u>39</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>
	<u>40</u>
<u>Part II.</u>	<u>Other Information</u>
<u>Item 1.</u>	<u>Legal Proceedings</u>
	<u>41</u>
<u>Item 1A.</u>	<u>Risk Factors</u>
	<u>41</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>
	<u>42</u>
<u>Item 5.</u>	<u>Other Information</u>
	<u>42</u>
<u>Item 6.</u>	<u>Exhibits</u>
	<u>43</u>
<u>Signatures</u>	<u>44</u>

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

TITAN INTERNATIONAL, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) (All amounts in thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Net sales	\$ 466,466	\$ 447,985	\$ 1,418,004	\$ 1,462,364
Cost of sales	395,595	389,180	1,209,216	1,245,747
Gross profit	70,871	58,805	208,788	216,617
Selling, general, and administrative expenses	53,132	49,533	155,340	140,536
Acquisition related expenses	—	—	—	6,196
Research and development expenses	4,550	4,199	13,435	12,071
Royalty expense	3,445	2,266	8,310	7,613
Income from operations	9,744	2,807	31,703	50,201
Interest expense	(9,727)	(9,005)	(28,935)	(27,103)
Interest income	3,032	3,064	7,726	8,483
Foreign exchange loss	(2,009)	(2,525)	(6,389)	(2,338)
Other (loss) income	(2,433)	375	(159)	4,057
(Loss) income before income taxes	(1,393)	(5,284)	3,946	33,300
Provision for income taxes	1,066	12,915	9,987	38,103
Net loss	(2,459)	(18,199)	(6,041)	(4,803)
Net (loss) income attributable to noncontrolling interests	(197)	50	1,415	2,096
Net loss attributable to Titan and applicable to common shareholders	<u>\$ (2,262)</u>	<u>\$ (18,249)</u>	<u>\$ (7,456)</u>	<u>\$ (6,899)</u>
Loss per common share:				
Basic	\$ (0.04)	\$ (0.25)	\$ (0.12)	\$ (0.10)
Diluted	\$ (0.04)	\$ (0.25)	\$ (0.12)	\$ (0.10)
Average common shares and equivalents outstanding:				
Basic	63,895	72,013	63,635	69,900
Diluted	63,895	72,013	63,635	69,900

See accompanying Notes to Condensed Consolidated Financial Statements.

TITAN INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(All amounts in thousands)

	Three months ended	
	September 30,	
	2025	2024
Net loss	\$ (2,459)	\$ (18,199)
Derivative loss	(3)	(139)
Currency translation adjustment	(2,063)	11,064
Pension liability adjustments, net of tax	34	29
Comprehensive loss	(4,491)	(7,245)
Net comprehensive loss attributable to noncontrolling interests	(1,247)	(1,779)
Comprehensive loss attributable to Titan	<u>\$ (3,244)</u>	<u>\$ (5,466)</u>

	Nine months ended	
	September 30,	
	2025	2024
Net loss	\$ (6,041)	\$ (4,803)
Derivative loss	(54)	(211)
Currency translation adjustment	83,639	(19,667)
Pension liability adjustments, net of tax	99	16
Comprehensive income (loss)	77,643	(24,665)
Net comprehensive income attributable to noncontrolling interests	7,781	2,144
Comprehensive income (loss) attributable to Titan	<u>\$ 69,862</u>	<u>\$ (26,809)</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

TITAN INTERNATIONAL, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(All amounts in thousands, except share data)

	September 30, 2025	December 31, 2024
	(unaudited)	
Assets		
Current assets		
Cash and cash equivalents	\$ 205,381	\$ 195,974
Accounts receivable, net of allowance of \$5,447 and \$3,232, respectively	285,877	211,720
Inventories	465,907	437,192
Prepaid and other current assets	76,792	67,151
Total current assets	1,033,957	912,037
Property, plant and equipment, net	447,244	421,218
Operating lease assets	122,736	117,027
Goodwill	29,563	29,563
Intangible assets, net	11,058	11,985
Deferred income taxes	49,163	41,732
Other long-term assets	56,666	51,391
Total assets	\$ 1,750,387	\$ 1,584,953
Liabilities		
Current liabilities		
Short-term debt	\$ 21,555	\$ 12,479
Accounts payable	254,882	219,586
Operating leases	13,358	11,999
Other current liabilities	163,647	143,294
Total current liabilities	453,442	387,358
Long-term debt	556,770	552,966
Deferred income taxes	9,454	6,416
Operating leases	113,882	106,020
Other long-term liabilities	42,410	38,537
Total liabilities	1,175,958	1,091,297
Commitments and Contingencies		
Equity		
Titan shareholders' equity		
Common stock (\$0.0001 par value, 120,000,000 shares authorized, 78,447,035 issued and 63,895,267 outstanding at September 30, 2025; 78,447,035 issued and 63,139,435 outstanding at December 31, 2024)	—	—
Additional paid-in capital	737,335	740,223
Retained earnings	156,607	164,063
Treasury stock (at cost, 14,551,768 shares at September 30, 2025 and 15,307,600 shares at December 31, 2024)	(116,318)	(122,336)
Accumulated other comprehensive loss	(208,559)	(285,877)
Total Titan shareholders' equity	569,065	496,073
Noncontrolling interests	5,364	(2,417)
Total equity	574,429	493,656
Total liabilities and equity	\$ 1,750,387	\$ 1,584,953

See accompanying Notes to Condensed Consolidated Financial Statements.

TITAN INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)
(All amounts in thousands, except share data)

	Number of common shares	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive (loss) income	Total Titan Equity	Non- controlling interest	Total Equity
Balance January 1, 2025	63,139,435	\$ 740,223	\$ 164,063	\$ (122,336)	\$ (285,877)	\$ 496,073	\$ (2,417)	\$ 493,656
Net (loss) income			(649)			(649)	671	22
Currency translation adjustment, net					39,274	39,274	6,951	46,225
Pension liability adjustments, net of tax					90	90		90
Derivative loss					(8)	(8)		(8)
Stock-based compensation	453,842	(4,539)		3,614		(925)		(925)
Issuance of treasury stock under 401(k) plan	58,275	(68)		464		396		396
Balance March 31, 2025	<u>63,651,552</u>	<u>\$ 735,616</u>	<u>\$ 163,414</u>	<u>\$ (118,258)</u>	<u>\$ (246,521)</u>	<u>\$ 534,251</u>	<u>\$ 5,205</u>	<u>\$ 539,456</u>
Net (loss) income			(4,545)			(4,545)	941	(3,604)
Currency translation adjustment, net					39,012	39,012	465	39,477
Pension liability adjustments, net of tax					(25)	(25)		(25)
Derivative loss					(43)	(43)		(43)
Stock-based compensation	148,461	223		1,181		1,404		1,404
Issuance of treasury stock under 401(k) plan	52,963	9		422		431		431
Balance June 30, 2025	<u>63,852,976</u>	<u>\$ 735,848</u>	<u>\$ 158,869</u>	<u>\$ (116,655)</u>	<u>\$ (207,577)</u>	<u>\$ 570,485</u>	<u>\$ 6,611</u>	<u>\$ 577,096</u>
Net loss			(2,262)			(2,262)	(197)	(2,459)
Currency translation adjustment, net					(1,013)	(1,013)	(1,050)	(2,063)
Pension liability adjustments, net of tax					34	34		34
Derivative loss					(3)	(3)		(3)
Stock-based compensation	1,696	1,385		14		1,399		1,399
Issuance of treasury stock under 401(k) plan	40,595	102		323		425		425
Balance September 30, 2025	<u>63,895,267</u>	<u>\$ 737,335</u>	<u>\$ 156,607</u>	<u>\$ (116,318)</u>	<u>\$ (208,559)</u>	<u>\$ 569,065</u>	<u>\$ 5,364</u>	<u>\$ 574,429</u>

	Number of common shares	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive (loss) income	Total Titan Equity	Non- controlling interest	Total Equity
Balance January 1, 2024	60,715,855	\$ 569,065	\$ 169,623	\$ (52,585)	\$ (219,043)	\$ 467,060	\$ 355	\$ 467,415
Net income			9,201			9,201	773	9,974
Currency translation adjustment, net					(14,032)	(14,032)	(336)	(14,368)
Pension liability adjustments, net of tax					148	148		148
Derivative gain					2	2		2
Stock-based compensation	266,817	(2,388)		2,420		32		32
Issuance of treasury stock under 401(k) plan	29,523	174		267		441		441
Common stock repurchase	(100,000)			(1,402)		(1,402)		(1,402)
Common stock issuance	11,921,766	168,693				168,693		168,693
Balance March 31, 2024	<u>72,833,961</u>	<u>\$ 735,544</u>	<u>\$ 178,824</u>	<u>\$ (51,300)</u>	<u>\$ (232,925)</u>	<u>\$ 630,143</u>	<u>\$ 792</u>	<u>\$ 630,935</u>
Net income			2,149			2,149	1,273	3,422
Currency translation adjustment, net					(18,576)	(18,576)	2,213	(16,363)
Pension liability adjustments, net of tax					(161)	(161)		(161)
Derivative loss					(74)	(74)		(74)
Stock-based compensation	78,530	1,058		711		1,769		1,769
Issuance of treasury stock under 401(k) plan	36,753	118		333		451		451
Common stock repurchase	(775,000)			(6,360)		(6,360)		(6,360)
Balance June 30, 2024	<u>72,174,244</u>	<u>\$ 736,720</u>	<u>\$ 180,973</u>	<u>\$ (56,616)</u>	<u>\$ (251,736)</u>	<u>\$ 609,341</u>	<u>\$ 4,278</u>	<u>\$ 613,619</u>
Net (loss) income			(18,249)			(18,249)	50	(18,199)
Currency translation adjustment, net					12,893	12,893	(1,829)	11,064
Pension liability adjustments, net of tax					29	29		29
Derivative loss					(139)	(139)		(139)
Stock-based compensation		1,800				1,800		1,800
Issuance of treasury stock under 401(k) plan	59,784	(100)		536		436		436
Common stock repurchase	(1,050,000)			(8,344)		(8,344)		(8,344)
Sale of investment						—	(2,212)	(2,212)
Balance September 30, 2024	<u>71,184,028</u>	<u>\$ 738,420</u>	<u>\$ 162,724</u>	<u>\$ (64,424)</u>	<u>\$ (238,953)</u>	<u>\$ 597,767</u>	<u>\$ 287</u>	<u>\$ 598,054</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

TITAN INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(All amounts in thousands)

	Nine months ended September 30,	
	2025	2024
Cash flows from operating activities:		
Net loss	\$ (6,041)	\$ (4,803)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	49,288	40,059
Deferred income tax (benefit) provision	(2,854)	21,646
Loss on fixed asset and investment sale	19	625
Stock-based compensation	1,878	3,601
Issuance of stock under 401(k) plan	1,252	1,328
Gain from property insurance settlement	—	(3,537)
Foreign currency loss	9,148	1,375
(Increase) decrease in assets, net of acquisitions:		
Accounts receivable	(50,511)	28,886
Inventories	(2,397)	53,914
Prepaid and other current assets	(4,614)	10,856
Other assets	(7,220)	(2,431)
Increase (decrease) in liabilities, net of acquisitions:		
Accounts payable	14,512	(28,502)
Other current liabilities	12,195	8,317
Other liabilities	2,588	1,417
Net cash provided by operating activities	17,243	132,751
Cash flows from investing activities:		
Capital expenditures	(36,753)	(52,318)
Business acquisition, net of cash acquired	—	(143,643)
Proceeds from sale of investment	—	1,791
Proceeds from property insurance settlement	—	3,537
Proceeds from sale of fixed assets	319	1,603
Net cash used for investing activities	(36,434)	(189,030)
Cash flows from financing activities:		
Proceeds from borrowings	75,600	159,614
Repayments of debt	(66,034)	(66,601)
Payment of debt issuance costs	—	(3,115)
Repurchase of common stock	—	(16,106)
Other financing activities	(81)	(738)
Net cash provided by financing activities	9,485	73,054
Effect of exchange rate changes on cash	19,113	(9,733)
Net increase in cash and cash equivalents	9,407	7,042
Cash and cash equivalents, beginning of period	195,974	220,251
Cash and cash equivalents, end of period	\$ 205,381	\$ 227,293
Supplemental information:		
Interest paid	\$ 24,620	\$ 20,500
Income taxes paid, net of refunds received	14,089	16,422
Non cash financing activity:		
Issuance of common stock in connection with business acquisition	\$ —	\$ 168,693

See accompanying Notes to Condensed Consolidated Financial Statements.

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated interim financial statements include the accounts of Titan International, Inc. and its subsidiaries (Titan, the Company or we) and have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP) for interim financial information and in accordance with the rules and regulations of the United States Securities and Exchange Commission (the SEC). Accordingly, they do not include all of the information and footnotes required by US GAAP for complete financial statements. The accompanying unaudited condensed consolidated interim financial statements reflect all normal and recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the Company's financial position and the results of operations and cash flows for the periods presented, and should be read in conjunction with the consolidated financial statements and the related notes thereto included in the Company's latest Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 27, 2025 (the 2024 Form 10-K). All intercompany transactions have been eliminated in consolidation. These unaudited condensed consolidated interim financial statements include estimates and assumptions of management that affect the amounts reported in the condensed consolidated financial statements. Actual results could differ from these estimates. The Company's results of operations for the three and nine months ended September 30, 2025 are not necessarily indicative of the results to be expected for the year ending December 31, 2025.

Fair Value of Financial Instruments

The Company's financial assets measured at fair value on a recurring basis include investments in marketable equity securities of \$1.9 million as of September 30, 2025 and \$5.3 million as of December 31, 2024, which are Level 1 fair value measurements as the Company uses quoted market prices. Cash and cash equivalents are carried at cost, which approximates fair value because of the short-term maturities of these instruments. The Company's revolving credit facility and notes payable are carried at cost, which approximates fair value due to their short terms or stated rates, which are considered Level 2 fair value measurements. Our 7.00% senior secured notes due 2028 were carried at a cost of \$397.8 million at September 30, 2025 and \$397.2 million at December 31, 2024. The fair value of the senior secured notes due 2028, as determined with the assistance of an independent pricing platform using real-time trade data, was approximately \$400.5 million and \$390.0 million, at September 30, 2025 and December 31, 2024, respectively, which was determined to be a Level 2 fair value measurement.

Hyperinflation in Argentina and Turkey

In July 2018 and March 2022, the three-year cumulative rate of inflation for consumer prices and wholesale prices reached a level in excess of 100% for Argentina and Turkey, respectively. As a result, in accordance with Accounting Standards Codification (ASC) Topic 830, Foreign Currency Matters, Argentina and Turkey were considered hyperinflationary economies and the Company has applied the standard since December 31, 2023.

For the three months ended September 30, 2025 and 2024, the Company recognized a net monetary loss of \$1.2 million and \$0.8 million, respectively, recorded in foreign exchange loss in the consolidated statements of operations associated with the application of ASC 830.

For the nine months ended September 30, 2025 and 2024, the Company recognized a net monetary loss of \$3.5 million and \$2.5 million, respectively, recorded in foreign exchange loss in the consolidated statements of operations associated with the application of ASC 830.

Russia-Ukraine Military Conflict

In February 2022, in response to the military conflict between Russia and Ukraine, the United States, other North Atlantic Treaty Organization member states, as well as non-member states, announced targeted economic sanctions on Russia, certain Russian citizens and enterprises. The continuation of the conflict triggered additional economic and other sanctions enacted by the United States and other countries throughout the world. The scope of potential additional sanctions is unknown.

The Company currently owns 64.3% of Voltyre-Prom, a leading producer of agricultural and industrial tires in Volgograd, Russia, which represented approximately 6% and 5% of consolidated assets of Titan as of September 30, 2025 and December 31, 2024, respectively. The increase in asset percentage was primarily driven by foreign exchange rate fluctuations. The Russian operations represented 4% of consolidated global sales for the three months ended September 30, 2025 and 2024, respectively, and for the nine months ended September 30, 2025 and 2024, respectively. The military conflict between Russia

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

and Ukraine has not had a significant impact on the Company's global operations. The Company continues to monitor the potential impacts on the business including the increased cost of energy in Europe and the ancillary impacts that the military conflict could have on other global operations.

Share Repurchase Program

On December 16, 2022, the Board of Directors authorized a share repurchase program allowing for the expenditure of up to \$50.0 million (the Share Repurchase Program) for the repurchase of the Company's common stock. This authorization took effect immediately and will remain in place for up to three years. Titan did not repurchase any shares of its common stock under the Share Repurchase Program during the nine months ended September 30, 2025. Titan repurchased 1,050,000 shares of its common stock totaling \$8.3 million during the three months ended September 30, 2024, and 1,925,000 shares of its common stock totaling \$16.1 million during the nine months ended September 30, 2024. As of September 30, 2025, \$1.0 million remains available for future share repurchases under this program. The Company records treasury stock using the cost method.

Supplier Financing Program

A subsidiary of Titan participates in supplier financing programs pursuant to credit agreements between certain suppliers and financial institutions. The program enables those suppliers to receive payments from participating financial institutions prior to the payment date specified in the terms between Titan and the supplier. Titan does not incur annual service fees associated with its enrollment in the supplier financing program. The transactions are at the sole discretion of both the suppliers and the financial institution, and Titan is not a party to the agreement and has no economic interest in the supplier's decision to receive payment prior to the payment date. The terms between Titan and a supplier, including the amount due and scheduled payment dates, are not impacted by a supplier's participation in the program. Amounts due to suppliers who participate in the program are included in the accounts payable line item in Titan's consolidated balance sheets, and Titan's payments made under the program are reflected in cash flows from operating activities in Titan's consolidated statements of cash flows. For suppliers who participate in a supplier financing program, Titan will pay the financial institution directly rather than the supplier. The confirmed obligations under the supplier financing programs included in the accounts payable line item in Titan's consolidated balance sheet were \$12.7 million at September 30, 2025, and \$13.2 million at December 31, 2024.

New Accounting Pronouncements to be Adopted in Future Periods

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-09, Improvements to Income Tax Disclosures, which requires disclosure of disaggregated income taxes paid, prescribes standard categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosures. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, may be applied prospectively or retrospectively, and allows for early adoption. The Company plans to adopt this guidance on its consolidated financial statements and related disclosures for the annual period ending December 31, 2025 and we are currently evaluating the impact of the adoption.

In November 2024, FASB issued ASU 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosure (Subtopic 220-40): Disaggregation of Income Statement Expenses," which requires additional disclosure about the specific expense categories in the notes to financial statements for interim and annual reporting periods. The amendments in this ASU do not change or remove current expense disclosure requirements but affect where this information appears in the notes to financial statements. This ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. Upon adoption, the guidance can be applied prospectively or retrospectively. We are currently evaluating the impact that ASU 2024-03 will have on our consolidated financial statements.

In September 2025, FASB issued ASU No. 2025-06, "Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software", aimed at making it simpler and more consistent for businesses to track and disclose expenses related to software they build for their own operations. The guidance moves away from strict, phase-by-phase cost tracking, opting instead for a more flexible, modern approach that better reflects today's software development. This ASU allows for capitalizing software costs once two conditions are met: the company's management has approved and committed to funding the project, and it is likely the project will be finished, and the software will work as intended. This ASU is effective for annual reporting periods beginning after December 15, 2027, with early adoption permitted. Upon adoption, the guidance can be applied prospectively, retrospectively or modified. We are currently evaluating the impact that ASU 2025-06 will have on our consolidated financial statements.

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

2. BUSINESS COMBINATION

Acquisition of The Carlstar Group (now also known as Titan Specialty)

On February 29, 2024, we acquired 100% of the equity interests of The Carlstar Group, LLC (Carlstar, now also known as Titan Specialty) for the following purchase consideration, subject to a working capital adjustment based on an agreed upon working capital target (amounts in thousands):

	Purchase Consideration
Titan International, Inc. common stock	\$ 168,693
Base cash consideration, net of cash acquired of \$10,288	127,500
	\$ 296,193
Additional cash consideration for excess net working capital acquired	19,759
Other debt-like items	(3,616)
Total purchase consideration, net of cash acquired	\$ 312,336

Titan Specialty is a global manufacturer and distributor of wheels and tires for a variety of end-market verticals including outdoor power equipment, power sports, trailers, and small to midsize agricultural and construction equipment. Titan Specialty has 17 manufacturing and distribution facilities located in four countries and provides solutions to customers in North America, Europe and China. Since the acquisition, we refer to much of Carlstar's product line as "Titan Specialty" with all of Carlstar's operations now integrated as part of our One Titan platform.

The following table summarizes the final allocation of purchase price consideration to the major classes of assets and liabilities as of February 29, 2024 (amounts in thousands):

	Final Purchase Price Allocation
Accounts receivable	\$ 92,043
Inventories	150,900
Prepaid and other current assets	13,339
Property, plant, and equipment	115,090
Other long-term assets	111,864
Goodwill	29,563
Intangible assets	11,500
Fair value of assets acquired	\$ 524,299
Accounts payable	\$ 66,055
Other current liabilities	28,377
Operating leases	108,249
Deferred tax liabilities	7,773
Other long-term liabilities	1,509
Fair value of liabilities assumed	\$ 211,963
Purchase Price	\$ 312,336

Goodwill represents value we expect to be created by combining the operations of the acquired business with our operations, including the expansion of customer relationships, access to new customers, and potential cost savings and synergies. Goodwill related to the acquisition is deductible for tax purposes. The carrying value of goodwill by reportable segment as of September 30, 2025 and December 31, 2024 was as follows:

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

	Carrying Value
Agricultural	\$ 4,844
Earthmoving/construction	—
Consumer	24,719
Total	<u>\$ 29,563</u>

Through September 30, 2024, the actual revenue and income before taxes of Titan Specialty since the acquisition date of February 29, 2024 included in the consolidated statement of operations is as shown below (amounts in thousands). The net income includes the effect of fair value adjustments for the amortization of inventory, intangible assets, and depreciation of property, plant and equipment.

	From Acquisition Date to September 30, 2024
Titan Specialty revenue	\$ 316,496
Titan Specialty income before taxes	22,069

The following is the unaudited pro forma financial information for the three and nine months ended September 30, 2024 that reflects our results of our operations as if the acquisition of Titan Specialty had been completed on January 1, 2023. This unaudited pro forma financial information is provided for informational purposes only and is not necessarily indicative of what the actual results of operations would have been had the transactions taken place on January 1, 2023, nor is it indicative of the future consolidated results of operations or financial position of the combined companies (amounts in thousands, except per share data).

	Three months ended September 30, 2024	Nine months ended September 30, 2024
Pro forma revenues	\$ 447,985	\$ 1,564,182
Pro forma net (loss) income	(17,399)	18,798
Net (loss) income per common share, basic	\$ (0.24)	\$ 0.26
Net (loss) income per common share, diluted	(0.24)	0.26

These pro forma amounts have been calculated after applying our accounting policies and making certain adjustments, which primarily relate to: (i) severance-related costs, (ii) adjustments relating to the fair value step-ups to inventory and (iii) transaction-related costs of both Titan and Titan Specialty. These pro forma amounts were adjusted to be excluded from the unaudited pro forma information for the three and nine months ended September 30, 2024.

Total acquisition-related costs for the three and nine months ended September 30, 2024 was \$0.0 million and \$6.2 million, respectively.

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

3. ACCOUNTS RECEIVABLE, NET

Accounts receivable consisted of the following (amounts in thousands):

	September 30, 2025	December 31, 2024	September 30, 2024
Accounts receivable	\$ 291,324	\$ 214,952	\$ 276,954
Allowance for credit losses	(5,447)	(3,232)	(4,117)
Accounts receivable, net	<u>\$ 285,877</u>	<u>\$ 211,720</u>	<u>\$ 272,837</u>

Accounts receivable is reduced by an estimated allowance for credit losses which is based on known risks and historical losses.

Changes in the allowance for credit losses during the nine months ended September 30, 2025 and 2024, respectively, consisted of the following (amounts in thousands):

	2025	2024
Balance at January 1,	\$ 3,232	\$ 5,340
Provision charged to expense	703	141
Recoveries of accounts receivable	—	741
Other, including foreign currency translation and acquisition related activity	1,512	(2,105)
Balance at September 30,	<u>\$ 5,447</u>	<u>\$ 4,117</u>

4. INVENTORIES

Inventories consisted of the following (amounts in thousands):

	September 30, 2025	December 31, 2024
Raw material	\$ 106,113	\$ 103,616
Work-in-process	47,614	41,898
Finished goods	312,180	291,678
	<u>\$ 465,907</u>	<u>\$ 437,192</u>

Inventories are reduced by estimated provisions for slow-moving and obsolete inventory. These provisions reduce the cost basis of the asset.

5. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net consisted of the following (amounts in thousands):

	September 30, 2025	December 31, 2024
Land and improvements	\$ 47,697	\$ 42,534
Buildings and improvements	283,668	260,256
Machinery and equipment	765,004	703,899
Tools, dies and molds	121,270	118,569
Construction-in-process	50,766	46,997
	<u>1,268,405</u>	<u>1,172,255</u>
Less accumulated depreciation	<u>(821,161)</u>	<u>(751,037)</u>
	<u>\$ 447,244</u>	<u>\$ 421,218</u>

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Depreciation on property, plant and equipment was \$15.0 million and \$12.7 million for the three months ended September 30, 2025 and 2024, respectively and \$44.1 million and \$38.6 million for the nine months ended September 30, 2025 and 2024, respectively.

6. INTANGIBLE ASSETS, NET

The components of intangible assets, net consisted of the following (amounts in thousands):

	Weighted- Average Useful Lives (in Years)	September 30, 2025		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable intangible assets:				
Customer lists/relationships	12.50	\$ 6,000	\$ (760)	\$ 5,240
Trade names	10.00	5,500	(871)	4,629
Other intangibles	15.78	3,420	(2,231)	1,189
Total		<u>\$ 14,920</u>	<u>\$ (3,862)</u>	<u>\$ 11,058</u>

	Weighted- Average Useful Lives (in Years)	December 31, 2024		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable intangible assets:				
Customer lists/relationships	12.50	\$ 6,000	\$ (400)	\$ 5,600
Trade names	10.00	5,500	(458)	5,042
Other intangibles	15.52	3,523	(2,180)	1,343
Total		<u>\$ 15,023</u>	<u>\$ (3,038)</u>	<u>\$ 11,985</u>

Amortization related to intangible assets was \$0.4 million and \$(0.3) million for the three months ended September 30, 2025 and 2024, respectively, and \$1.0 million and \$0.8 million for the nine months ended September 30, 2025 and 2024, respectively. For the three months ended September 30, 2024, the Company recorded a favorable adjustment to amortization expense related to the reduction of amortizable intangible assets associated with a measurement period adjustment associated with the Carlstar purchase price allocation.

The estimated aggregate amortization expense at September 30, 2025, for each of the years (or other periods) set forth below was as follows (amounts in thousands):

October 1 - December 31, 2025	\$ 313
2026	1,253
2027	1,236
2028	1,153
2029	1,153
Thereafter	5,950
	<u>\$ 11,058</u>

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

7. OTHER CURRENT LIABILITIES

Other current liabilities consisted of the following (amounts in thousands):

	September 30, 2025	December 31, 2024
Compensation and benefits	\$ 60,449	\$ 47,735
Warranty	13,024	12,571
Accrued insurance benefits	19,795	20,218
Customer rebates and deposits	15,949	15,004
Accrued other taxes	15,080	12,142
Accrued interest	12,625	5,646
Foreign government grant ⁽¹⁾	3,708	3,672
Other	23,017	26,306
	<u>\$ 163,647</u>	<u>\$ 143,294</u>

⁽¹⁾ We received government subsidies in 2023 associated with capital expenditure investments in technological and digital innovation in Europe. The amount of the government subsidies is used to offset existing payables to governmental entities in the future. In addition, during August 2014, we received an approximately \$17.0 million capital grant from the Italian government for asset damages related to the earthquake that occurred in May 2012 at one of its Italian subsidiaries. The grant was recorded as deferred income in non-current liabilities which is being amortized over the life of the reconstructed building. There are no specific stipulations associated with the government grant.

8. WARRANTY

Changes in the warranty liability during the nine months ended September 30, 2025 and 2024, respectively, consisted of the following (amounts in thousands):

	2025	2024
Warranty liability at beginning of the period	\$ 22,392	\$ 21,710
Provision for warranty liabilities	10,708	11,689
Warranty payments made	(9,479)	(11,854)
Other adjustments, including acquisition of Titan Specialty	—	1,784
Warranty liability at end of the period	<u>\$ 23,621</u>	<u>\$ 23,329</u>

We provide limited warranties on workmanship on our products in all market segments. The majority of our products are subject to a limited warranty that ranges between less than one year and ten years, with certain product warranties being prorated after the first year. We calculate a provision for warranty expense based on past warranty experience. Warranty accruals are included as a component of other current liabilities and other long-term liabilities on the condensed consolidated balance sheets.

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

9. DEBT

Long-term debt consisted of the following (amounts in thousands):

	September 30, 2025		
	Principal Balance	Unamortized Debt Issuance	Net Carrying Amount
7.00% senior secured notes due 2028	\$ 400,000	\$ (2,190)	\$ 397,810
Revolving credit facility	149,000	—	149,000
Titan Europe credit facilities	21,321	—	21,321
Other debt	10,194	—	10,194
Total debt	580,515	(2,190)	578,325
Less amounts due within one year	21,555	—	21,555
Total long-term debt	\$ 558,960	\$ (2,190)	\$ 556,770

	December 31, 2024		
	Principal Balance	Unamortized Debt Issuance	Net Carrying Amount
7.00% senior secured notes due 2028	\$ 400,000	\$ (2,847)	\$ 397,153
Revolving credit facility	146,000	—	146,000
Titan Europe credit facilities	15,199	—	15,199
Other debt	7,093	—	7,093
Total debt	568,292	(2,847)	565,445
Less amounts due within one year	12,479	—	12,479
Total long-term debt	\$ 555,813	\$ (2,847)	\$ 552,966

The weighted average interest rates on short-term borrowings due within one year at September 30, 2025 and December 31, 2024, were approximately 3.7% and 4.1%, respectively.

Aggregate principal maturities of debt at September 30, 2025 for each of the years (or other periods) set forth below were as follows (amounts in thousands):

October 1 - December 31, 2025	\$ 13,395
2026	10,468
2027	4,100
2028	549,603
2029	567
Thereafter	2,382
	<u>\$ 580,515</u>

7.00% senior secured notes due 2028

On April 22, 2021, we issued \$400 million aggregate principal amount of 7.00% senior secured notes due April 2028 (the senior secured notes due 2028), guaranteed by certain of our subsidiaries. Including the impact of debt issuance costs, these notes had an effective yield of 7.27% at issuance. These notes are secured by the land and buildings of the following of our subsidiaries: Titan Wheel Corporation of Illinois, Titan Tire Corporation, Titan Tire Corporation of Freeport, and Titan Tire Corporation of Bryan.

Revolving Credit Facility

In connection with the acquisition of Titan Specialty, Titan entered into a domestic credit facility which was effective on February 29, 2024. The credit facility, with Bank of America as agent, consists of a \$225.0 million revolving line of credit and

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

is collateralized by accounts receivable and inventory of certain of the Company's domestic and Canadian subsidiaries. In addition, swingline loans and letters of credit are available under the facility up to an aggregate outstanding amount of \$20.0 million for swingline loans and \$50.0 million for letters of credit. The credit facility has a five-year term and can be expanded by up to \$50.0 million through an uncommitted accordion provision within the agreement. It is scheduled to mature on February 28, 2029 or 91 days prior to the maturity of our 7.00% secured notes due in 2028. The credit facility has terms similar to those contained in the previous credit facility as well as other enhancements to further improve the availability within the borrowing base. The interest rate of the credit facility is based on the prevailing SOFR rate subject to certain debt levels within each month. As of September 30, 2025, the weighted average interest rate was 6.20%.

The total amount available for borrowing under the credit facility at September 30, 2025 totaled \$212.5 million, based on eligible accounts receivable and inventory balances. With outstanding letters of credit totaling \$5.9 million and \$149.0 million in outstanding borrowings under the revolving credit facility, the net amount available for borrowing under the credit facility totaled \$57.6 million at September 30, 2025.

The total amount available for borrowing under the credit facility at December 31, 2024 totaled \$177.1 million, based on eligible accounts receivable and inventory balances. With outstanding letters of credit totaling \$9.9 million and \$146.0 million in outstanding borrowings under the revolving credit facility, the net amount available for borrowing under the credit facility totaled \$21.2 million at December 31, 2024.

Titan Europe Credit Facilities

The Titan Europe credit facilities include borrowings from various institutions totaling \$21.3 million and \$15.2 million in aggregate principal amount at September 30, 2025 and December 31, 2024, respectively. Maturity dates on this debt range from less than one year to five years. The interest rates range from 0.5% to 6.5%.

Other Debt

We have working capital loans at Titan Pneus do Brasil Ltda at varying interest rates between approximately 5.0% and 6.9%, which totaled \$10.2 million at September 30, 2025. Similarly, we had a working capital loan at Titan Pneus do Brasil Ltda at varying interest rates from approximately 6.9% to 7.6%, which totaled \$7.1 million at December 31, 2024. The maturity dates on these loans range from one year to two years. We expect to negotiate an extension of the maturity dates on these loans with the applicable financial institutions or to repay the loan, as needed.

Debt Restrictions

Our \$225.0 million revolving credit facility and indenture relating to the 7.00% senior secured notes due 2028 contain various restrictions, including:

- When remaining availability under the credit facility is less than the greater of (i) \$17.0 million and (ii) 10% of the credit facility's line cap (the line cap being the lesser of our borrowing base or the lenders' commitments under the credit facility), the Company will be required to maintain a minimum fixed charge coverage ratio of not less than 1.0 to 1.0 (calculated quarterly on a trailing four quarter basis);
- Limits on dividends and repurchases of the our stock;
- Restrictions on our ability to make additional borrowings, or to consolidate, merge, or otherwise fundamentally change the ownership of the Company;
- Limits on investments, dispositions of assets, and guarantees of indebtedness; and
- Other customary affirmative and negative covenants.

These covenants are subject to a number of exceptions and qualifications that are described in the credit and security agreement and the indenture relating to the 7.00% senior secured notes due 2028. These restrictions could limit our ability to respond to market conditions, provide for unanticipated capital investments, raise additional debt or equity capital, pay dividends, repurchase stock or take advantage of business opportunities, including future acquisitions. We were in compliance with these debt covenants at September 30, 2025.

10. LEASES

We lease certain buildings and equipment under both operating and finance leases. Certain lease agreements provide for renewal options, fair value purchase options, and payment of property taxes, maintenance, and insurance by the

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Company. Under ASC Topic 842, Leases, we made an accounting policy election, by class of underlying asset, not to separate non-lease components such as those previously stated from lease components and instead will treat the lease agreement as a single lease component for all asset classes. Operating right-of-use (ROU) assets represent our right to use an underlying asset for the lease term and lease liabilities represent Titan's obligations to make lease payments arising from the lease. The majority of our leases are operating leases. Operating lease ROU assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit interest rate, we used our incremental borrowing rate (7.27%), based on the information available at the lease commencement date, in determining the present value of lease payments. Operating lease expense is recognized on a straight-line basis over the lease term and is included in cost of sales and selling, general and administrative expenses on the condensed consolidated statements of operations. Amortization expense associated with finance leases is included in cost of sales and selling, general and administrative expenses, and interest expense associated with finance leases is included in interest expense in the condensed consolidated statements of operations.

Supplemental balance sheet information related to leases was as follows (amounts in thousands):

	Balance Sheet Classification	September 30, 2025	December 31, 2024
Operating lease ROU assets	Operating lease assets	\$ 122,736	\$ 117,027
Operating lease current liabilities	Operating leases current liabilities	13,358	11,999
Operating lease long-term liabilities	Operating leases long-term liabilities	113,882	106,020
Total operating lease liabilities		<u>\$ 127,240</u>	<u>\$ 118,019</u>
Finance lease, gross	Property, plant & equipment, net	\$ 7,958	\$ 6,801
Finance lease accumulated depreciation	Property, plant & equipment, net	(4,300)	(4,442)
Finance lease, net		<u>\$ 3,658</u>	<u>\$ 2,359</u>
Finance lease current liabilities	Other current liabilities	\$ 1,574	\$ 986
Finance lease long-term liabilities	Other long-term liabilities	2,245	1,483
Total finance lease liabilities		<u>\$ 3,819</u>	<u>\$ 2,469</u>

At September 30, 2025, maturities of lease liabilities were as follows (amounts in thousands):

	Operating Leases	Finance Leases
October 1 - December 31, 2025	\$ 7,427	\$ 565
2026	22,149	1,669
2027	19,291	1,233
2028	17,165	628
2029	15,710	150
Thereafter	121,557	87
Total lease payments	<u>\$ 203,299</u>	<u>\$ 4,332</u>
Less imputed interest	76,059	513
	<u>\$ 127,240</u>	<u>\$ 3,819</u>
Weighted average remaining lease term (in years)	12.38	2.80
Weighted average discount rate	7.27 %	7.27 %

Supplemental cash flow information related to leases for the nine months ended September 30, 2025 were as follows: operating cash flows from operating leases were \$5.6 million.

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Supplemental cash flow information related to leases for the nine months ended September 30, 2024 were as follows: operating cash flows from operating leases were \$5.5 million.

11. EMPLOYEE BENEFIT PLANS

We have three frozen defined benefit pension plans covering certain employees or former employees of three U.S. subsidiaries. We also have pension plans covering certain employees of several foreign subsidiaries. We also sponsor a number of defined contribution plans in the U.S. and at foreign subsidiaries. We contributed approximately \$0.8 million to the pension plans during the nine months ended September 30, 2025 and expects to contribute \$0.1 million to these pension plans during the remainder of 2025.

The components of net periodic pension cost consisted of the following for the periods set forth below (amounts in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Service cost	\$ 139	\$ 89	\$ 429	\$ 455
Interest cost	941	917	2,822	2,820
Expected return on assets	(1,358)	(1,299)	(4,072)	(3,901)
Amortization of unrecognized prior service cost	(16)	(14)	(45)	(44)
Amortization of net unrecognized loss	17	68	49	204
Net periodic pension benefit	<u>\$ (277)</u>	<u>\$ (239)</u>	<u>\$ (817)</u>	<u>\$ (466)</u>

Service cost is recorded as cost of sales in the condensed consolidated statements of operations while all other components are recorded in other income.

12. VARIABLE INTEREST ENTITIES

We hold variable interests in certain variable interest entities (VIEs) that are not consolidated because we are not the primary beneficiary. Our involvement with these entities is in the form of direct equity interests and prepayments related to purchases of materials. The maximum exposure to loss represents the loss of assets recognized by us relating to non-consolidated entities and amounts due to the non-consolidated assets. The assets and liabilities recognized in Titan's condensed consolidated balance sheets related to our interest in these non-consolidated VIEs and our maximum exposure to loss relating to non-consolidated VIEs as of the dates set forth below were as follows (amounts in thousands):

	September 30, 2025	December 31, 2024
Investments	\$ 10,611	\$ 7,919
Total VIE assets	10,611	7,919
Accounts payable to the non-consolidated VIEs	3,793	2,646
Maximum exposure to loss	<u>\$ 14,404</u>	<u>\$ 10,565</u>

13. ROYALTY EXPENSE

We have trademark license agreements with The Goodyear Tire & Rubber Company to manufacture and sell certain farm, ATV and truck tires under the Goodyear brand. These agreements cover sales in North America, Latin America, Europe, the Middle East, Africa, Australia, New Zealand, Russia, and other Commonwealth of Independent States countries. The farm and ATV agreement is scheduled to expire at the end of 2029 with annual renewal options following the initial term. The truck tires royalty agreement expires December 31, 2025. We also have a trademark license agreement with Carlisle Companies, Inc. to manufacture and sell certain tires under the Carlisle® brand. This trademark license agreement is scheduled to expire in 2033. Total royalty expenses were \$3.4 million and \$2.3 million for the three months ended September 30, 2025 and 2024, respectively, and \$8.3 million and \$7.6 million for the nine months ended September 30, 2025 and 2024, respectively.

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

14. OTHER (LOSS) INCOME

Other (loss) income consisted of the following (amounts in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Gain on property insurance settlement ⁽¹⁾	\$ —	\$ 520	\$ —	\$ 2,433
Loss on sale of investment ⁽²⁾	—	(1,032)	—	(1,032)
Loss for life insurance policy termination ⁽³⁾	(2,852)	—	(2,852)	—
Equity investment income	241	165	645	733
Gain (loss) on sale of assets	19	19	(19)	407
Pension plan income	527	404	1,580	1,214
Other (loss) income	(368)	299	487	302
	<u>\$ (2,433)</u>	<u>\$ 375</u>	<u>\$ (159)</u>	<u>\$ 4,057</u>

⁽¹⁾ The gain on property insurance settlement relates to the receipt of insurance proceeds of \$3.5 million offset by costs to repair one of the Company's operating facilities in Italy related to a 2023 hail storm weather event. During the three months ended September 30, 2024, the Company also received insurance proceeds of \$0.5 million associated with certain equipment at our North American wheel facility.

⁽²⁾ In September 2024, the Company sold its remaining ownership interest in an Indian undercarriage business and incurred a loss of \$1.0 million as a result of the sale. The sale agreement includes a commitment to purchase approximately \$1.7 million of products from the purchaser of the Company's interest in the Indian undercarriage business over a two year period.

⁽³⁾ In September 2025, the Company recorded a write-off of asset balances that were associated with the reimbursement of premiums paid under certain life insurance policies held for certain owners of a previously acquired business. The write-off was based on the company's re-assessment that it will likely not be able to recover the net book value of the assets.

15. INCOME TAXES

We recorded income tax expense of \$1.1 million and \$12.9 million for the three months ended September 30, 2025 and 2024, respectively. For the nine months ended September 30, 2025 and 2024, we recorded income tax expense of \$10.0 million and \$38.1 million, respectively. The income tax expense differed for each period primarily due to an overall decrease in pre-tax income. Our effective income tax rate was (76.5)% and (244.4)% for the three months ended September 30, 2025 and 2024, respectively, and 253.1% and 114.4% for the nine months ended September 30, 2025 and 2024, respectively.

Our 2025 and 2024 income tax expense and rates differed from the amount of income tax determined by applying the U.S. Federal income tax rate to pre-tax income primarily as a result of foreign income tax rate differential on the mix of earnings, the valuation allowance on the interest expense carryforward, and certain foreign inclusion items on the domestic provision.

We continue to monitor the realization of our deferred tax assets and assess the need for a valuation allowance. We analyze available positive and negative evidence to determine if a valuation allowance is needed based on the weight of the evidence. This objectively verifiable evidence primarily includes the past three years' profit and loss positions. This process requires management to make estimates, assumptions, and judgments that are uncertain in nature. We have established valuation allowances with respect to certain deferred tax assets in the U.S. and certain foreign jurisdictions and continue to monitor and assess the need for valuation allowances in all its jurisdictions.

The Organization for Economic Co-operation and Development (OECD) introduced Base Erosion and Profit Shifting (BEPS) Pillar 2 rules that impose a global minimum tax rate of 15%. Numerous countries, including European Union member states, have enacted or are expected to enact legislation to be effective as early as January 1, 2024, with general implementation of a global minimum tax by January 1, 2025. We will continue to evaluate the potential impact on the consolidated financial statements and related disclosures but does not anticipate a material impact. We did not record any tax associated with Pillar 2 in the September 30, 2025 financial statements.

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

The One, Big, Beautiful Bill Act (“OBBA Act”) was signed into law on July 4th, 2025. The OBBA Act contains significant tax law changes with various effective dates, with certain provisions effective in 2025 and others implemented through 2027, affecting business taxpayers. Among the tax law changes that will impact the Company are those that relate to the timing of certain tax deductions including depreciation expense, R&D expenditures, and interest expense. The Company is analyzing the impacts of the law change and does not expect a material impact on the consolidated financial statements.

16. LOSS PER SHARE

Loss per share were as follows (amounts in thousands, except per share data):

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Net loss attributable to Titan and applicable to common shareholders	\$ (2,262)	\$ (18,249)	\$ (7,456)	\$ (6,899)
Determination of shares:				
Weighted average shares outstanding (basic)	63,895	72,013	63,635	69,900
Effect of restricted stock and stock options	—	—	—	—
Weighted average shares outstanding (diluted)	63,895	72,013	63,635	69,900
Loss per common share:				
Basic	\$ (0.04)	\$ (0.25)	\$ (0.12)	\$ (0.10)
Diluted	\$ (0.04)	\$ (0.25)	\$ (0.12)	\$ (0.10)

The effect of restricted stock and stock options has been excluded for the three and nine months ended September 30, 2025, as the effect would have been antidilutive. The weighted average shares excluded for equity awards for the three and nine months ended September 30, 2025 was 0.2 million and 0.3 million, respectively.

The effect of restricted stock and stock options has been excluded for the three and nine months ended September 30, 2024, as the effect would have been antidilutive. The weighted average shares excluded for equity awards for the three and nine months ended September 30, 2024 was 0.4 million and 0.5 million, respectively.

17. LITIGATION

We are a party to routine legal proceedings arising out of the normal course of business. Due to the difficult nature of predicting unresolved and future legal claims, we cannot anticipate or predict the material adverse effect on its consolidated financial condition, results of operations, or cash flows as a result of efforts to comply with, or liabilities pertaining to, legal judgments. In the opinion of management, we are not currently involved in any legal proceedings which, individually or in the aggregate, could have a material effect on our financial position, results of operations, or cash flows.

18. SEGMENT INFORMATION

We have aggregated our operating segments into reportable segments based on our three customer markets: agricultural, earthmoving/construction, and consumer. These segments are based on the information used by the chief operating decision maker (CODM) to make certain operating decisions, allocate portions of capital expenditures and assess segment performance. The accounting policies of the segments are the same as those described in Note 1, “Basis of Presentation and Significant Accounting Policies” to these Notes to the Condensed Consolidated Financial Statements. Segment external revenues, expenses, and income from operations are determined on the basis of the results of operations of operating units of manufacturing facilities.

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

We are organized primarily on the basis of products being included in three marketing segments, with each reportable segment including wheels, tires, wheel/tire assemblies, and undercarriage systems and components. Given the integrated manufacturing operations and common administrative and marketing support, a substantial number of allocations primarily based on segment sales data must be made to determine operating segment data.

The CODM of Titan is Paul Reitz (our President and CEO). The CODM utilizes both forecasted and actual expense information on a consolidated basis to manage operations. The CODM utilizes segment gross profit and segment operating profit (loss), both in comparison to the prior year and the current forecasted level of gross profit, for purposes of analyzing the segment's financial performance. The assessment of each segment's financial performance by the CODM is then utilized to contemplate and execute on business decisions to allocate resources to manage the growth and profitability of each reportable segment and for the Company as a whole. The CODM does not review asset information by segment to manage operations or allocate resources. Therefore, segment assets are not disclosed.

The tables below present information about certain operating results, separated by market segments, for the three and nine months ended September 30, 2025 and 2024 (amounts in thousands):

	Three months ended September 30, 2025				
	Agriculture	Earthmoving/Construction	Consumer	Corporate & Unallocated	Total
Net sales	\$ 188,737	\$ 145,368	\$ 132,361	\$ —	\$ 466,466
Cost of sales	163,505	130,205	101,885	—	395,595
Gross profit	\$ 25,232	\$ 15,163	\$ 30,476	\$ —	\$ 70,871
Selling, general and administrative expenses	14,268	12,583	19,593	6,688	53,132
Research and development expenses	1,412	1,566	1,102	470	4,550
Royalty expense	2,043	657	745	—	3,445
Segment profit (loss)	\$ 7,509	\$ 357	\$ 9,036	\$ (7,158)	\$ 9,744
Interest expense				(9,727)	(9,727)
Interest income				3,032	3,032
Foreign exchange loss				(2,009)	(2,009)
Other loss				(2,433)	(2,433)
Loss before income taxes				\$ (18,295)	\$ (1,393)

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Nine months ended September 30, 2025

	Agriculture	Earthmoving/Construction	Consumer	Corporate & Unallocated	Total
Net sales	\$ 579,706	\$ 441,005	\$ 397,293	\$ —	\$ 1,418,004
Cost of sales	501,707	393,475	314,034	—	1,209,216
Gross profit	\$ 77,999	\$ 47,530	\$ 83,259	\$ —	\$ 208,788
Selling, general and administrative expenses	40,213	36,098	57,596	21,433	155,340
Research and development expenses	4,095	5,067	2,905	1,368	13,435
Royalty expense	5,287	1,338	1,685	—	8,310
Segment profit (loss)	\$ 28,404	\$ 5,027	\$ 21,073	\$ (22,801)	\$ 31,703
Interest expense				(28,935)	(28,935)
Interest income				7,726	7,726
Foreign exchange loss				(6,389)	(6,389)
Other loss				(159)	(159)
(Loss) income before income taxes				\$ (50,558)	\$ 3,946

Three months ended September 30, 2024

	Agriculture	Earthmoving/Construction	Consumer	Corporate & Unallocated	Total
Net sales	\$ 175,439	\$ 136,313	\$ 136,233	\$ —	\$ 447,985
Cost of sales	158,719	124,660	105,801	—	389,180
Gross profit	\$ 16,720	\$ 11,653	\$ 30,432	\$ —	\$ 58,805
Selling, general and administrative expenses	12,201	11,577	17,679	8,076	49,533
Research and development expenses	1,248	1,645	908	398	4,199
Royalty expense	1,361	342	563	—	2,266
Segment profit (loss)	\$ 1,910	\$ (1,911)	\$ 11,282	\$ (8,474)	\$ 2,807
Interest expense				(9,005)	(9,005)
Interest income				3,064	3,064
Foreign exchange loss				(2,525)	(2,525)
Other income				375	375
Loss before income taxes				\$ (16,565)	\$ (5,284)

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Nine months ended September 30, 2024					
	Agriculture	Earthmoving/Construction	Consumer	Corporate & Unallocated	Total
Net sales	\$ 631,442	\$ 467,085	\$ 363,837	\$ —	\$ 1,462,364
Cost of sales	541,800	411,156	292,791	—	1,245,747
Gross profit	\$ 89,642	\$ 55,929	\$ 71,046	\$ —	\$ 216,617
Selling, general and administrative expenses	39,522	35,654	44,479	20,881	140,536
Acquisition related expenses	—	—	—	6,196	6,196
Research and development expenses	3,640	5,125	2,078	1,228	12,071
Royalty expense	4,788	1,180	1,645	—	7,613
Segment profit (loss)	\$ 41,692	\$ 13,970	\$ 22,844	\$ (28,305)	\$ 50,201
Interest expense				(27,103)	(27,103)
Interest income				8,483	8,483
Foreign exchange loss				(2,338)	(2,338)
Other income				4,057	4,057
(Loss) income before income taxes				\$ (45,206)	\$ 33,300

The tables below present net sales by products and reportable segments for the three and nine months ended September 30, 2025 and 2024 (amounts in thousands):

	Agricultural	Earthmoving/Construction	Consumer	Total
Three months ended September 30, 2025				
Wheels and Tires [including assemblies]	\$ 177,578	\$ 54,672	\$ 125,008	\$ 357,258
Undercarriage systems and components	11,159	90,696	7,353	109,208
Total	\$ 188,737	\$ 145,368	\$ 132,361	\$ 466,466
Nine months ended September 30, 2025				
Wheels and Tires [including assemblies]	\$ 548,803	\$ 163,223	\$ 374,744	\$ 1,086,770
Undercarriage systems and components	30,903	277,782	22,549	331,234
Total	\$ 579,706	\$ 441,005	\$ 397,293	\$ 1,418,004
	Agricultural	Earthmoving/Construction	Consumer	Total
Three months ended September 30, 2024				
Wheels and Tires [including assemblies]	\$ 165,017	\$ 45,424	\$ 130,691	\$ 341,132
Undercarriage systems and components	10,422	90,889	5,542	106,853
Total	\$ 175,439	\$ 136,313	\$ 136,233	\$ 447,985
Nine months ended September 30, 2024				
Wheels and Tires [including assemblies]	\$ 599,760	\$ 171,021	\$ 344,275	\$ 1,115,056
Undercarriage systems and components	31,682	296,064	19,562	347,308
Total	\$ 631,442	\$ 467,085	\$ 363,837	\$ 1,462,364

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Depreciation and amortization expense by segment were as follows as of the periods set forth below (amounts in thousands):

	Agricultural	Earthmoving/Construction	Consumer	Corporate & Unallocated	Total
Three months ended September 30, 2025	\$ 6,555	\$ 5,048	\$ 4,596	\$ 595	\$ 16,794
Nine months ended September 30, 2025	19,453	14,825	13,278	1,732	49,288
Three months ended September 30, 2024	4,833	3,756	3,754	293	12,636
Nine months ended September 30, 2024	16,583	12,314	9,792	1,370	40,059

19. ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME

Accumulated other comprehensive (loss) income consisted of the following (amounts in thousands):

	Currency Translation Adjustments	Gain (Loss) on Derivatives	Unrecognized Losses and Prior Service Cost	Total
Balance at July 1, 2025	\$ (211,392)	\$ 454	\$ 3,361	\$ (207,577)
Currency translation adjustments	(1,013)	—	—	(1,013)
Defined benefit pension plans:				
Amortization of unrecognized losses and prior service cost, net of tax	—	—	34	34
Derivative loss	—	(3)	—	(3)
Balance at September 30, 2025	<u>\$ (212,405)</u>	<u>\$ 451</u>	<u>\$ 3,395</u>	<u>\$ (208,559)</u>

	Currency Translation Adjustments	Gain (Loss) on Derivatives	Unrecognized Losses and Prior Service Cost	Total
Balance at January 1, 2025	\$ (289,678)	\$ 505	\$ 3,296	\$ (285,877)
Currency translation adjustments	77,273	—	—	77,273
Defined benefit pension plans:				
Amortization of unrecognized losses and prior service cost, net of tax	—	—	99	99
Derivative loss	—	(54)	—	(54)
Balance at September 30, 2025	<u>\$ (212,405)</u>	<u>\$ 451</u>	<u>\$ 3,395</u>	<u>\$ (208,559)</u>

	Currency Translation Adjustments	Gain (Loss) on Derivatives	Unrecognized Losses and Prior Service Cost	Total
Balance at July 1, 2024	\$ (250,063)	\$ 668	\$ (2,341)	\$ (251,736)
Currency translation adjustments	12,893	—	—	12,893
Defined benefit pension plans:				
Amortization of unrecognized losses and prior service cost, net of tax	—	—	29	29
Derivative loss	—	(139)	—	(139)
Balance at September 30, 2024	<u>\$ (237,170)</u>	<u>\$ 529</u>	<u>\$ (2,312)</u>	<u>\$ (238,953)</u>

TITAN INTERNATIONAL, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

	Currency Translation Adjustments	Gain (Loss) on Derivatives	Unrecognized Losses and Prior Service Cost	Total
Balance at January 1, 2024	\$ (217,455)	\$ 740	\$ (2,328)	\$ (219,043)
Currency translation adjustments, net	(19,715)	—	—	(19,715)
Defined benefit pension plans:				
Amortization of unrecognized losses and prior service cost, net of tax	—	—	16	16
Derivative loss	—	(211)	—	(211)
Balance at September 30, 2024	<u><u>\$ (237,170)</u></u>	<u><u>\$ 529</u></u>	<u><u>\$ (2,312)</u></u>	<u><u>\$ (238,953)</u></u>

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis of financial condition and results of operations (MD&A) is designed to provide a reader of the financial statements included in this quarterly report with a narrative from the perspective of the management of Titan International, Inc. (Titan, the Company or we) on our financial condition, results of operations, liquidity, and other factors that may affect our future results. The MD&A in this quarterly report should be read in conjunction with the condensed consolidated financial statements and other financial information included elsewhere in this quarterly report and the MD&A and audited consolidated financial statements and related notes in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 27, 2025 (the 2024 Form 10-K).

Acquisition of Carlstar Group (now also known as "Titan Specialty")

On February 29, 2024, we acquired 100% of the equity interests of Carlstar, whose products are also known as Titan Specialty. The results of Titan Specialty's operations have been included in our consolidated financial statements since February 29, 2024. Total acquisition-related costs for the Carlstar/Titan Specialty acquisition for the three and nine months ended September 30, 2024 were \$0.0 million and \$6.2 million, respectively.

The purchase consideration for the Carlstar/Titan Specialty acquisition was allocated to the estimated fair value of assets acquired and liabilities assumed as of February 29, 2024. For further information, refer to Note 2 to our Notes to condensed consolidated financial statements.

FORWARD-LOOKING STATEMENTS

This Form 10-Q contains forward-looking statements, which are covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. Readers can identify these statements by the fact that they do not relate strictly to historical or current facts. Titan has tried to identify forward-looking statements in this report by using words such as "anticipates," "estimates," "expects," "intends," "plans," and "believes," and similar expressions or future or conditional verbs such as "will," "should," "would," "may," and "could." These forward-looking statements include, among other items, statements relating to the following:

- the Company's financial performance;
- anticipated trends in the Company's business and that of our customers;
- expectations with respect to the end-user markets into which the Company sells its products (including agricultural equipment, earthmoving/construction equipment, and consumer products);
- future expenditures for capital projects and future stock repurchases;
- the Company's ability to continue to control costs and maintain quality;
- geopolitical uncertainties, including with respect to the Russia/Ukraine military conflict and hostilities in the Middle East;
- possible changes in domestic and international laws and policies which have created substantial economic uncertainties, including the imposition and announcement of tariffs by various governments of large, industrialized countries on imported goods;
- the Company's ability to meet conditions of loan agreements, indentures and other financing documents;
- the Company's business strategies, including its intention to introduce new products;
- expectations concerning the performance and success of the Company's existing and new products; and
- the Company's intention to consider and pursue acquisition and divestiture opportunities and the expectations related to acquisitions that the Company has recently effected, in particular the acquisition of Titan Specialty, which could significantly impact the Company's financial results if actual results from the Titan Specialty acquisition differ from anticipated results.

Readers of this Form 10-Q should understand that these forward-looking statements are based on the Company's current expectations and assumptions about future events and are subject to a number of risks, uncertainties, and changes in circumstances that are difficult to predict, including those described in "Item 1A – Risk Factors" in Part I of the 2024 Form 10-K and "Item 1A – Risk Factors" in Part II of this quarterly report on Form 10-Q, certain of which are beyond the Company's control.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Actual results could differ materially from those expressed in, or implied by, these forward-looking statements as a result of various factors, including:

- uncertainties from political or electoral changes in the United States, Europe and elsewhere, including the imposition of tariffs by various countries on imported goods and responses thereto and resulting impacts;
- the effect of a recession on the Company and its customers and suppliers;
- the effect of the market demand cycles on the Company's sales, which may have significant fluctuations;
- changes in the Company's end-user markets into which the Company sells its products as a result of domestic and world economic or regulatory influences or otherwise;
- changes in the marketplace, including new products and pricing changes by the Company's competitors;
- the Company's ability to maintain satisfactory labor relations;
- availability and price of raw materials;
- the Company's ability to operate in accordance with its business plan and strategies;
- unfavorable outcomes of legal proceedings;
- the Company's ability to comply with current or future regulations applicable to the Company's business and the industry in which it competes or any actions taken or orders issued by regulatory authorities;
- availability and price of supply chain logistics and freight;
- levels of operating efficiencies;
- the effects of the Company's indebtedness and its compliance with the terms of its various indentures and credit agreements;
- changes in the interest rate environment and their effects on the Company's outstanding indebtedness;
- unfavorable product liability and warranty claims;
- geopolitical and economic uncertainties relating to the countries in which the Company operates or does business;
- the effect of the geopolitical instability resulting from the military conflicts between Russia and Ukraine on our Russian and global operations;
- risks associated with acquisitions, including difficulty in integrating operations and personnel, disruption of ongoing business, and increased expenses;
- results of investments, and the realization of projected synergies;
- the effects of potential processes to explore various strategic transactions, including potential dispositions;
- fluctuations in currency translations;
- climate change and related laws and regulations;
- risks associated with environmental laws and regulations;
- risks related to the termination of the standstill provisions of the Shareholder Agreement with American Industrial Partners following the Company's 2025 annual meeting of stockholders, as well as the impact of any sales of the Company's shares currently held by affiliates of American Industrial Partners pursuant to the registration statement filed with and declared effective by the Securities and Exchange Commission (the SEC) in December 2024;
- risks relating to our manufacturing facilities, including that any of our material facilities may become inoperable; and
- risks related to financial reporting, internal controls, tax accounting, and information systems, including cybersecurity threats.

Any changes in these factors could lead to significantly different results than those currently expected by Titan. Any assumptions that are inaccurate or do not prove to be correct could have a material adverse effect on the Company's ability to

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

achieve the results as indicated in the forward-looking statements. Forward-looking statements speak only as of the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. In light of these risks and uncertainties, there can be no assurance that the forward-looking information and assumptions contained in this report will in fact transpire. The reader should not place undue reliance on the forward-looking statements included in this report or that may be made elsewhere from time to time by the Company, or on its behalf. All forward-looking statements attributable to Titan are expressly qualified by these cautionary statements.

OVERVIEW

Titan is a global wheel, tire, and undercarriage industrial manufacturer and supplier that services customers across the globe. As a leading manufacturer in the off-highway industry, Titan produces a broad range of products to meet the specifications of original equipment manufacturers (OEMs) and aftermarket customers in the agricultural, earthmoving/construction, and consumer markets. Titan manufactures and sells certain tires under the Goodyear Farm Tire, Titan Tire, Carlstar and Voltyre-Prom Tire brands and has research and development facilities to validate tire and wheel designs. Carlstar sells tire products under the Carlisle® brand under a long-term license agreement that expires in 2033 and also sells tires under other recognized brand names, including ITP®, Trail Wolf®, Links®, USA Trail® and Carlisle Radial Trail HD™ highway trailer tires.

Agricultural Segment: Titan's agricultural wheels, tires, and components are manufactured for use on various agricultural equipment, including tractors, combines, skidders, plows, planters, and irrigation equipment, and are sold directly to OEMs and to the aftermarket through independent distributors, equipment dealers, and Titan's distribution centers. The wheels range in diameter from nine inches to 54 inches, with the 54-inch diameter being the largest agricultural wheel manufactured in North America. Basic configurations are combined with distinct variations (such as different centers and a wide range of material thickness) allowing the Company to offer a broad line of products to meet customer specifications. Titan's agricultural tires range from approximately one foot to approximately seven feet in outside diameter and from five inches to 55 inches in width. Agricultural tires are offered under the Goodyear Farm Tire, Titan Tire, Carlstar, ACES and Voltyre-Prom brands with a full portfolio of sizes, load carrying capabilities, and tread patterns necessary for the markets served. The Company offers the added value of delivering a complete wheel and tire assembly to OEM and aftermarket customers.

Earthmoving/Construction Segment: The Company manufactures wheels, tires, and undercarriage systems and components for various types of Off-The-Road (or OTR) earthmoving, mining, military, construction, and forestry equipment, including skid steers, aerial lifts, cranes, graders and levelers, scrapers, self-propelled shovel loaders, articulated dump trucks, load transporters, haul trucks, backhoe loaders, crawler tractors, lattice cranes, shovels, and hydraulic excavators. The Company provides OEM and aftermarket customers with a broad range of earthmoving/construction wheels ranging in diameter from 15 to 63 inches and in weight from 125 pounds to 7,000 pounds. The 63-inch diameter wheel is the largest manufactured for the global earthmoving/construction market. Titan's earthmoving/construction tires are offered in the Titan brand and range from approximately three feet to approximately 13 feet in outside diameter and in weight from 50 pounds to 12,500 pounds. Earthmoving/construction tires offered by Titan serve virtually every off-road application in the industry with some of the highest load requirements in the most severe applications. The Company also offers the added value of wheel and tire assembly for certain applications in the earthmoving/construction segment.

Consumer Segment: In February 2024, Titan acquired Carlstar, also now known as Titan Specialty, which is a global manufacturer and distributor of wheels and tires for a variety of end-market verticals including outdoor power equipment, power sports, and high speed trailers. Titan Specialty is primarily concentrated in the consumer segment, but also manufactures and sells small to midsize agricultural tires. Products are offered in Carlstar, ITP, Black Rock, and Unique brands with portfolios commensurate to supporting these markets. The Company also offers the added value of wheel and tire assemblies for many of these products to select OEM customers.

Titan manufactures bias truck tires in Latin America and light truck tires in Russia. Titan also offers select products for ATVs, side-by-sides, rock climbers, and turf, and has recently expanded its offering into the lawn and garden segment with a major OEM customer. This segment also includes sales that do not readily fall into the Company's other segments, such as custom rubber stock mixing sales to a variety of OEMs in tangential industries.

The Company's top customers, including global leaders in agricultural and construction equipment manufacturing, have been purchasing products from Titan or its predecessors for numerous years. Customers, including AGCO Corporation, Caterpillar

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Inc., CNH Global N.V., Deere & Company, Hitachi, Ltd., Kubota Corporation, Liebherr and Volvo, have helped sustain Titan's market leading position in wheel, tire, assembly, and undercarriage products.

MARKET CONDITIONS AND OUTLOOK

Agricultural Market Outlook

The agricultural market is affected by related commodity prices and farmer income, among other variables. While current commodity price levels are lower than historical highs, net farmer income is forecasted to increase, supported by an expected rise in domestic government subsidies to farmers. The agricultural markets in North America and Europe are currently experiencing a significant slowdown in customer demand and this is further exacerbated by the imposition of tariffs by the United States and other countries throughout the world, and responses thereto, which has created uncertainty in the global markets including impact on farmer sentiment. The Company believes, however, that agricultural markets in South America may currently be showing early signs of a market recovery as customer demand appears to be growing. Amid the evolving global tariff situation, Titan is in a uniquely advantaged position among its competitors, having manufacturing capabilities that are strategically located in the key markets we serve. In addition, some mid to long term global market trends anticipate population growth, a shift in consumer preference toward higher protein diets, and the pressures to replace an aging large equipment fleet in favor of newer and higher productivity technology, underlying Titan's belief that market conditions may improve to support renewed and continued demand for our products in the mid to long term time horizon. The Company is hopeful that the underlying market trends mentioned above will provide future support for the mid to long-term demand for the Company's products. However, many variables, including weather, volatility in the price of commodities, grain prices, the demand for used equipment, export markets, foreign currency exchange rates, interest rates, government policies, subsidies, and uncertainty surrounding tariffs imposed by the United States and reciprocated by other countries, can greatly affect the Company's performance in the agricultural market in a given period.

Earthmoving/Construction Market Outlook

The earthmoving/construction segment is affected by many variables, including commodity prices, uncertainty surrounding the imposition of tariffs as mentioned above, road construction, infrastructure, government appropriations, housing starts, and other macroeconomic drivers. The construction market is primarily driven by country-specific GDP and the need for infrastructure developments. The earthmoving/construction markets are currently experiencing a slowdown in OEM demand, but we expect the market to stabilize over the mid to long term given the expected level of mining capital budgets and forecasted GDP growth in many of the countries in which Titan's earthmoving/construction products are sold. The mining industry has experienced growth given the increased demand in natural resources industries. Mineral commodity prices are at relatively high levels, which also supports the forecasted mid- to long-term growth. However, as noted above, numerous variables can affect the Company's sales of earthmoving/construction products in any given period.

Consumer Market Outlook

The consumer market consists of several distinct product lines within different regions. These products include specialty tires and products under several leading brands, including Carlstar, ITP and Marastar brands within powersports, outdoor power equipment and high-speed trailers. The consumer market also includes light truck tires sold into Latin America and other specialty products, including custom mixing of rubber stock, and train brakes. Some aspects of the consumer market are presently experiencing a slowdown, particularly in the Americas. The consumer segment pace of growth can vary from period to period and is affected by many macroeconomic variables including but not limited to inflationary impacts, consumer spending, interest rates, government policies, and uncertainty surrounding tariffs, as mentioned above. Titan has a manufacturing facility in China and is actively assessing the evolving retaliatory tariff situation, with a view to making timely decisions on supply chain and production plans, which may include re-sourcing products to its factories in the United States or to other third party suppliers in countries with less tariff impacts. As previously stated, we believe that our ownership of manufacturing capabilities that are strategically located in key markets we serve, puts us in a uniquely advantaged position to allow us to respond to some of the challenges presented by the current tariff situation.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

RESULTS OF OPERATIONS

	Three months ended September 30,			Nine months ended September 30,		
	2025	2024	% Increase	2025	2024	% Increase/(Decrease)
(Amounts in thousands, except percentages)						
Net sales	\$ 466,466	\$ 447,985	4.1 %	\$ 1,418,004	\$ 1,462,364	(3.0)%
Cost of sales	395,595	389,180	1.6 %	1,209,216	1,245,747	(2.9)%
Gross profit	70,871	58,805	20.5 %	208,788	216,617	(3.6)%
Gross profit %	15.2 %	13.1 %	16.0 %	14.7 %	14.8 %	(0.7)%
Selling, general and administrative expenses	53,132	49,533	7.3 %	155,340	140,536	10.5 %
Acquisition related expenses	—	—	0.0 %	—	6,196	(100.0)%
Research and development expenses	4,550	4,199	8.4 %	13,435	12,071	11.3 %
Royalty expense	3,445	2,266	52.0 %	8,310	7,613	9.2 %
Income from operations	\$ 9,744	\$ 2,807	247.1 %	\$ 31,703	\$ 50,201	(36.8)%

Net Sales

Net sales for the three months ended September 30, 2025 were \$466.5 million, compared to \$448.0 million in the comparable period of 2024. The increase was primarily driven by pricing related to passing on increases in input costs. Additionally, foreign currency translation contributed approximately 1.2% to the growth, largely due to the strengthening of the euro as compared to the U.S. dollar.

Net sales for the nine months ended September 30, 2025 were \$1,418.0 million, compared to \$1,462.4 million in the comparable period of 2024. The year-over-year change was primarily attributable to reduced sales in the agricultural and earthmoving/construction segments, particularly in North America and Europe, due to softer end-market demand. This decrease was partially offset by increased contributions from the Titan Specialty business, acquired in February 2024, as well as favorable price driven by higher input costs and product mix. Foreign currency translation negatively impacted net sales by approximately 0.9%, primarily due to the depreciation of the Brazilian real.

Gross Profit

Gross profit for the three months ended September 30, 2025 was \$70.9 million, or 15.2% of net sales, compared to \$58.8 million, or 13.1% of net sales, for the three months ended September 30, 2024. The improvement in gross profit was primarily driven by the impact of increases in net sales, favorably impacting fixed cost leverage at certain production facilities in the Americas. The improvement in gross margin was also driven by enhanced fixed cost leverage as previously mentioned. Further, gross profit and margin were favorably impacted by cost reduction and productivity initiatives continued to be executed across our global production facilities.

Gross profit for the nine months ended September 30, 2025 was \$208.8 million, or 14.7% of net sales, compared to \$216.6 million, or 14.8% of net sales, for the nine months ended September 30, 2024. The change in gross profit and margin was due to lower fixed cost leverage related to lower volumes and inflationary pressures on raw materials and other input costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses (SG&A) for the three months ended September 30, 2025 were \$53.1 million, or 11.4% of net sales, compared to \$49.5 million, or 11.1% of net sales, for the three months ended September 30, 2024. The increase in SG&A expenses was primarily driven by general inflationary cost impacts, including higher personnel-related costs. Further, SG&A expenses for the three months ended September 30, 2024 were favorably impacted by an amortization expense measurement period adjustment related to the reduction of amortizable intangible assets associated with the Titan Specialty purchase price allocation.

Selling, general and administrative expenses (SG&A) for the nine months ended September 30, 2025 were \$155.3 million, or 11.0% of net sales, compared to \$140.5 million, or 9.6% of net sales, for the nine months ended September 30, 2024. The year-over-year increase was largely attributable to the inclusion of two additional months of SG&A expenses associated with the

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Titan Specialty business, which was acquired in February 2024. These incremental costs included expenses related to the operation of distribution centers and higher depreciation and amortization resulting from the acquisition.

Acquisition Related Expenses

Acquisition related expenses for the three and nine months ended September 30, 2024 were \$0.0 million and \$6.2 million, respectively, associated with the one-time transaction costs for the acquisition of Titan Specialty.

Research and Development Expenses

Research and development (R&D) expenses for the three months ended September 30, 2025 were \$4.6 million, or 1.0% of net sales, compared to \$4.2 million, or 0.9% of net sales, for the comparable period in 2024. R&D expenses for the nine months ended September 30, 2025 were \$13.4 million, or 0.9% of net sales, compared to \$12.1 million, or 0.8% of net sales, for the comparable period in 2024. Increases in R&D spending reflect initiatives to improve product designs and an ongoing focus on innovation and quality.

Royalty Expense

The Company has trademark license agreements with The Goodyear Tire & Rubber Company to manufacture and sell certain farm, ATV and truck tires under the Goodyear brand. These agreements cover sales in North America, Latin America, Europe, the Middle East, Africa, Australia, New Zealand, Russia, and other Commonwealth of Independent States countries. The farm and ATV agreement is scheduled to expire in 2029 with annual renewal options following the initial term. The truck tires royalty agreement expires December 31, 2025. The Company also has a trademark license agreement with Carlisle Companies, Inc. to manufacture and sell certain tires under the Carlisle® brand. This trademark license agreement is scheduled to expire in 2033. Royalty expenses for the three months ended September 30, 2025 were \$3.4 million, or 0.7% of net sales, compared to \$2.3 million, or 0.5% of net sales, for the three months ended September 30, 2024. Royalty expenses for the nine months ended September 30, 2025 were \$8.3 million, or 0.6% of net sales, compared to \$7.6 million, or 0.5% of net sales, for the nine months ended September 30, 2024.

Income from Operations

Income from operations for the three months ended September 30, 2025 was \$9.7 million, compared to income from operations of \$2.8 million for the three months ended September 30, 2024. The increase in income from operations for the three months ended September 30, 2025 was primarily driven by higher gross profit, reflecting improved sales.

Income from operations for the nine months ended September 30, 2025 was \$31.7 million, compared to income from operations of \$50.2 million for the nine months ended September 30, 2024. The reduction in income from operations for the nine months ended September 30, 2025 as compared to the prior year period was primarily attributable to lower gross profit, impacted by inflationary pressures on input costs, as well as the net effect of the other factors discussed above.

OTHER PROFIT/LOSS ITEMS**Interest Expense**

Interest expense was \$9.7 million and \$9.0 million for the three months ended September 30, 2025 and 2024, respectively. The increase was primarily driven by higher borrowings under our credit facility, which was used to finance the repurchase of shares from entities affiliated with MHR Fund Management LLC in October 2024.

Interest expense was \$28.9 million and \$27.1 million for the nine months ended September 30, 2025 and 2024, respectively. The year-over-year increase was largely attributable to higher debt levels associated with our credit facility used to fund the Titan Specialty acquisition and the MHR share repurchase.

Interest Income

Interest income was comparable at \$3.0 million and \$3.1 million for the three months ended September 30, 2025 and 2024, respectively.

Interest income was \$7.7 million and \$8.5 million for the nine months ended September 30, 2025 and 2024, respectively. The year-over-year change was mainly due to a reduction in short-term financial investments in Brazil and Argentina.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Foreign Exchange Loss

Foreign exchange loss was \$2.0 million for the three months ended September 30, 2025, compared to \$2.5 million for the three months ended September 30, 2024. The improvement was primarily driven by favorable translation of intercompany balances at certain foreign subsidiaries. These balances, which are denominated in local currencies rather than the Company's reporting currency, the U.S. dollar, are remeasured each reporting period based on current exchange rates, as they are expected to be settled in the future.

Foreign exchange loss was \$6.4 million for the nine months ended September 30, 2025, compared to \$2.3 million for the nine months ended September 30, 2024. The year-over-year change was primarily due to unfavorable translation of intercompany balances at certain foreign subsidiaries. These balances are remeasured each period based on current exchange rates, consistent with their expected future settlement.

Other (Loss) Income

Other loss was \$2.4 million for the three months ended September 30, 2025, as compared to other income of \$0.4 million in the comparable period of 2024. This change was primarily attributable to a \$2.9 million charge related to the write-off of assets that were associated with the reimbursement of premiums paid under certain life insurance policies held for certain owners of a previously acquired business. The write-off was based on the company's re-assessment that it will likely not be able to recover the premium's previously paid.

Other loss was \$0.2 million for the nine months ended September 30, 2025, as compared to other income of \$4.1 million in the comparable period of 2024. The year-over-year change was mainly due to the \$2.9 million asset write-off recorded in 2025, previously discussed, and a \$1.9 million gain recognized in the prior year period from a property insurance settlement. The 2024 gain reflected insurance proceeds received, net of costs incurred, to repair one of the Company's operating facilities in Italy.

Provision for Income Taxes

We recorded income tax expense of \$1.1 million and \$12.9 million for the three months ended September 30, 2025 and 2024, respectively. For the nine months ended September 30, 2025 and 2024, we recorded income tax expense of \$10.0 million and \$38.1 million, respectively. The income tax expense differed for each period primarily due to an overall decrease in pre-tax income. Our effective income tax rate was (76.5)% and (244.4)% for the three months ended September 30, 2025 and 2024, respectively, and 253.1% and 114.4% for the nine months ended September 30, 2025 and 2024, respectively.

Our 2025 and 2024 income tax expense and rates differed from the amount of income tax determined by applying the U.S. Federal income tax rate to pre-tax income primarily as a result of foreign income tax rate differential on the mix of earnings, the valuation allowance on the interest expense carryforward, and certain foreign inclusion items on the domestic provision.

Net Loss and Loss per Share

Net loss for the three months ended September 30, 2025 was \$2.5 million, compared to net loss of \$18.2 million for the same period in 2024. Basic and diluted loss per share was \$(0.04) for the three months ended September 30, 2025, compared to basic and diluted loss per share of \$(0.25) in the prior year period. The improvement in net loss and loss per share was primarily driven by the factors discussed above, including higher sales and increased gross profit.

Net loss for the nine months ended September 30, 2025 was \$6.0 million, compared to net loss of \$4.8 million in the comparable period of 2024. For the nine months ended September 30, 2025 and 2024, basic and diluted loss per share was \$(0.12), compared to basic and diluted loss per share of \$(0.10) in the prior-year period. The increase in net loss and loss per share was primarily attributable to the previously discussed factors.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

SEGMENT INFORMATION

Segment Summary (amounts in thousands, except percentages):

Three months ended September 30, 2025	Agricultural	Earthmoving/ Construction	Consumer	Corporate/ Unallocated Expenses	Consolidated Totals
Net sales	\$ 188,737	\$ 145,368	\$ 132,361	\$ —	\$ 466,466
Gross profit	25,232	15,163	30,476	—	70,871
Profit margin	13.4 %	10.4 %	23.0 %	—	15.2 %
Income (loss) from operations	7,509	357	9,036	(7,158)	9,744
Three months ended September 30, 2024					
Net sales	\$ 175,439	\$ 136,313	\$ 136,233	\$ —	\$ 447,985
Gross profit	16,720	11,653	30,432	—	58,805
Profit margin	9.5 %	8.5 %	22.3 %	—	13.1 %
Income (loss) from operations	1,910	(1,911)	11,282	(8,474)	2,807
Nine months ended September 30, 2025					
Net sales	\$ 579,706	\$ 441,005	\$ 397,293	\$ —	\$ 1,418,004
Gross profit	77,999	47,530	83,259	—	208,788
Profit margin	13.5 %	10.8 %	21.0 %	—	14.7 %
Income (loss) from operations	28,404	5,027	21,073	(22,801)	31,703
Nine months ended September 30, 2024					
Net sales	\$ 631,442	\$ 467,085	\$ 363,837	\$ —	\$ 1,462,364
Gross profit	89,642	55,929	71,046	—	216,617
Profit margin	14.2 %	12.0 %	19.5 %	—	14.8 %
Income (loss) from operations	41,692	13,970	22,844	(28,305)	50,201

Agricultural Segment Results

Agricultural segment results for the periods presented below were as follows (amounts in thousands, except percentages):

	Three months ended September 30,			Nine months ended September 30,		
	2025	2024	% Increase	2025	2024	% Decrease
Net sales	\$ 188,737	\$ 175,439	7.6 %	\$ 579,706	\$ 631,442	(8.2)%
Gross profit	25,232	16,720	50.9 %	77,999	89,642	(13.0)%
Profit margin	13.4 %	9.5 %	41.1 %	13.5 %	14.2 %	(4.9)%
Income from operations	7,509	1,910	293.1 %	28,404	41,692	(31.9)%

Net sales in the agricultural segment were \$188.7 million for the three months ended September 30, 2025, as compared to \$175.4 million for the comparable period in 2024. The increase was primarily driven by higher sales volumes in the Americas. Additionally, the increase was supported by favorable pricing driven by higher input costs and product mix. Foreign currency translation, primarily due to the strengthening of multiple currencies, also contributed positively to net sales by approximately 0.6%.

Gross profit in the agricultural segment was \$25.2 million for the three months ended September 30, 2025, as compared to \$16.7 million in the comparable period in 2024. The improvement in gross profit was driven by increased sales volumes, which enhanced leverage of fixed manufacturing costs, and favorable product mix.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Income from operations in the Company's agricultural segment was \$7.5 million for the three months ended September 30, 2025, as compared to income of \$1.9 million for the three months ended September 30, 2024. The overall increase in income from operations was primarily due to higher gross profit.

Net sales in the agricultural segment were \$579.7 million for the nine months ended September 30, 2025, as compared to \$631.4 million for the comparable period in 2024. The net sales change was primarily due to lower sales volumes in North America and Europe, driven by reduced global demand for agricultural equipment. This was influenced by lower farmer income, higher financing costs, and inventory reduction initiatives by OEM customers. Additionally, foreign currency translation negatively impacted net sales by approximately 2.0%, primarily due to the depreciation of the Brazilian real and Turkish lira compared to the U.S. dollar. These impacts were partially offset by favorable pricing and product mix related to increased input costs.

Gross profit in the agricultural segment was \$78.0 million for the nine months ended September 30, 2025, as compared to \$89.6 million in the comparable period in 2024. The change in gross profit was primarily due to lower sales volumes and the resulting reduced fixed cost leverage.

Income from operations in the Company's agricultural segment was \$28.4 million for the nine months ended September 30, 2025, as compared to income of \$41.7 million for the nine months ended September 30, 2024. The overall change in income from operations was primarily a result of decreased gross profit.

Earthmoving/Construction Segment Results

Earthmoving/construction segment results for the periods presented below were as follows (amounts in thousands, except percentages):

	Three months ended September 30,			Nine months ended September 30,		
	2025	2024	% Increase	2025	2024	% Decrease
Net sales	\$ 145,368	\$ 136,313	6.6 %	\$ 441,005	\$ 467,085	(5.6)%
Gross profit	15,163	11,653	30.1 %	47,530	55,929	(15.0)%
Profit margin	10.4 %	8.5 %	22.4 %	10.8 %	12.0 %	(10.0)%
Income (loss) from operations	357	(1,911)	118.7 %	5,027	13,970	(64.0)%

The Company's earthmoving/construction segment net sales were \$145.4 million for the three months ended September 30, 2025, as compared to \$136.3 million in the comparable period in 2024. The increase was primarily driven by higher sales volumes in the Americas, notably from construction OEM customers. Additionally, net sales benefited from a 2.7% favorable foreign currency translation impact, mainly due to the strengthening of the euro compared to the U.S. dollar, as well as positive price and product mix.

Gross profit in the earthmoving/construction segment was \$15.2 million for the three months ended September 30, 2025, as compared to \$11.7 million for the three months ended September 30, 2024. This improvement was largely attributable to higher sales volumes and enhanced fixed cost leverage.

The Company's earthmoving/construction segment income from operations was \$0.4 million for the three months ended September 30, 2025, compared to a loss of \$1.9 million for the three months ended September 30, 2024. The improvement was primarily driven by the increase in gross profit.

The Company's earthmoving/construction segment net sales were \$441.0 million for the nine months ended September 30, 2025, as compared to \$467.1 million in the comparable period in 2024. The reduction was primarily due to lower sales volumes in North America and in the undercarriage business, reflecting reduced demand from construction OEMs. These impacts were partially offset by favorable pricing and product mix.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Gross profit in the earthmoving/construction segment was \$47.5 million for the nine months ended September 30, 2025, as compared to \$55.9 million for the nine months ended September 30, 2024. The decrease was mainly due to lower volumes and reduced fixed cost leverage.

The Company's earthmoving/construction segment income from operations was \$5.0 million for the nine months ended September 30, 2025, as compared to \$14.0 million for the nine months ended September 30, 2024. The reduction was primarily due to the reduction in gross profit resulting from lower sales volumes.

Consumer Segment Results

Consumer segment results for the periods presented below were as follows (amounts in thousands, except percentages):

	Three months ended September 30,			Nine months ended September 30,		
	2025	2024	% Increase/ (Decrease)	2025	2024	% Increase/ (Decrease)
Net sales	\$ 132,361	\$ 136,233	(2.8)%	\$ 397,293	\$ 363,837	9.2 %
Gross profit	30,476	30,432	0.1 %	83,259	71,046	17.2 %
Profit margin	23.0 %	22.3 %	3.1 %	21.0 %	19.5 %	7.7 %
Income from operations	9,036	11,282	(19.9)%	21,073	22,844	(7.8)%

Consumer segment net sales were \$132.4 million for the three months ended September 30, 2025, as compared to \$136.2 million for the three months ended September 30, 2024. This change was mainly due to lower sales volumes in the Americas region of the legacy Titan business, reflecting challenging market conditions and reduced OEM demand amid broader economic pressures. These declines were partially offset by favorable price reflecting higher input costs and product mix and a 0.7% positive foreign currency translation impact, mainly due to the strengthening of the euro as compared to the U.S. dollar.

Gross profit was comparable for the consumer segment at \$30.5 million and \$30.4 million for the three months ended September 30, 2025 and 2024, respectively.

Consumer segment income from operations was \$9.0 million for the three months ended September 30, 2025, as compared to income of \$11.3 million for the three months ended September 30, 2024. The change was primarily due to higher SG&A expenses, largely driven by a favorable measurement period adjustment to amortization expense associated with the Titan Specialty purchase price allocation for the three months ended September 30, 2024.

Consumer segment net sales were \$397.3 million for the nine months ended September 30, 2025, as compared to \$363.8 million for the nine months ended September 30, 2024. The increase was primarily attributable to the inclusion of two additional months of sales from the Titan Specialty acquisition, as well as favorable pricing and product mix. These gains were partially offset by lower volumes in the Americas region of the legacy Titan business during 2025 due to continued market softness, and a 0.3% negative foreign currency translation impact.

Gross profit from the consumer segment was \$83.3 million for the nine months ended September 30, 2025, as compared to \$71.0 million for the nine months ended September 30, 2024. The improvement was largely driven by the Titan Specialty acquisition, particularly its strong aftermarket presence, which contributed to margin expansion.

Consumer segment income from operations was \$21.1 million for the nine months ended September 30, 2025, as compared to income of \$22.8 million for the nine months ended September 30, 2024. The decrease was primarily due to higher SG&A expenses, reflecting the inclusion of two additional months of operating costs associated with the Titan Specialty business, which was acquired in February 2024.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Corporate & Unallocated Expenses

Income from operations on a segment basis did not include unallocated corporate expenses of \$7.2 million and \$22.8 million for the three and nine months ended September 30, 2025, respectively, as compared to \$8.5 million and \$28.3 million for the three and nine months ended September 30, 2024, respectively.

Unallocated expenses primarily consist of corporate-level selling, general, and administrative (SG&A) costs. The decrease for the three-month period was mainly driven by lower SG&A expenses, particularly related to an overall reduction in professional service fees. The year-over-year decline for the nine-month period was primarily due to \$6.2 million in transaction-related costs incurred in the first quarter of 2024 in connection with the Titan Specialty acquisition, which did not recur in 2025.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

As of September 30, 2025, the Company reported \$205.4 million of cash, which increased as compared to the December 31, 2024 balance of \$196.0 million, due to the net effect of the following items:

Operating Cash Flows

Summary of cash flows from operating activities:

(Amounts in thousands)

	Nine months ended September 30,		
	2025	2024	Change
Net loss	\$ (6,041)	\$ (4,803)	\$ (1,238)
Depreciation and amortization	49,288	40,059	9,229
Deferred income tax (benefit) provision	(2,854)	21,646	(24,500)
Gain from property insurance settlement	—	(3,537)	3,537
Foreign currency loss	9,148	1,375	7,773
Accounts receivable	(50,511)	28,886	(79,397)
Inventories	(2,397)	53,914	(56,311)
Prepaid and other current assets	(4,614)	10,856	(15,470)
Accounts payable	14,512	(28,502)	43,014
Other current liabilities	12,195	8,317	3,878
Other liabilities	2,588	1,417	1,171
Other operating activities	(4,071)	3,123	(7,194)
Cash provided by operating activities	<u>\$ 17,243</u>	<u>\$ 132,751</u>	<u>\$ (115,508)</u>

During the nine months ended September 30, 2025, cash flows provided by operating activities were \$17.2 million. This was primarily driven by non-cash adjustments, including \$49.3 million in depreciation and amortization expenses. The cash inflow was partially offset by an increase in working capital. The increase in accounts receivable was largely attributable to seasonal factors, as sales increased by \$82.9 million during the third quarter of 2025 compared to the fourth quarter of 2024. In response to higher operating activity, accounts payable also increased during 2025 in comparison to the end of 2024. Inventory levels rose as well, reflecting efforts to support seasonal demand through proactive inventory management.

Operating cash flows decreased by \$115.5 million when comparing the nine months ended September 30, 2025 to the comparable period in 2024. This decrease was primarily due to increased investment in working capital to support elevated operating activity. Key drivers of the working capital increase included a \$79.4 million rise in accounts receivable and a \$56.3 million increase in inventory, partially offset by a \$43.0 million increase in accounts payable.

Summary of the components of cash conversion cycle:

	September 30, 2025	December 31, 2024	September 30, 2024
Days sales outstanding	56	51	56
Days inventory outstanding	112	123	111
Days payable outstanding	(61)	(62)	(57)
Cash conversion cycle	<u>107</u>	<u>112</u>	<u>110</u>

Cash conversion cycle decreased by 3 days when comparing September 30, 2025 to September 30, 2024. This improvement was primarily driven by higher accounts payable balances at the end of the current period, which contributed to the overall reduction in the cycle duration.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Investing Cash Flows

Summary of cash flows from investing activities:

(Amounts in thousands)

	Nine months ended September 30,		
	2025	2024	Change
Capital expenditures	\$ (36,753)	\$ (52,318)	\$ 15,565
Business acquisition, net of cash acquired	—	(143,643)	143,643
Proceeds from sale of investment	—	1,791	(1,791)
Proceeds from property insurance settlement	—	3,537	(3,537)
Proceeds from sale of fixed assets	319	1,603	(1,284)
Cash used for investing activities	<u>\$ (36,434)</u>	<u>\$ (189,030)</u>	<u>\$ 152,596</u>

During the nine months ended September 30, 2025, Titan reported a net cash outflow from investing activities of \$36.4 million, as compared to the \$189.0 million outflow recorded in the corresponding period of 2024. This change was primarily due to the acquisition of Titan Specialty in February 2024, which included \$143.6 million in cash consideration. Additionally, Titan invested \$36.8 million in capital expenditures in the nine months of 2025, lower than the \$52.3 million in the corresponding period of 2024. These expenditures were aimed at replacing and enhancing plant equipment, as well as acquiring new tools, dies, and molds to support new product development initiatives. The capital outlay in 2025 reflected Titan's strategic efforts to improve existing facilities, enhance manufacturing capabilities, and drive operational efficiency and labor productivity gains. The reduction in capital spending in 2025 also reflects Titan's efforts to optimize cash management in response to lower product demand in the marketplace.

Financing Cash Flows

Summary of cash flows from financing activities:

(Amounts in thousands)

	Nine months ended September 30,		
	2025	2024	Change
Proceeds from borrowings	\$ 75,600	\$ 159,614	\$ (84,014)
Payment on debt	(66,034)	(66,601)	567
Payment of debt issuance costs	—	(3,115)	3,115
Repurchase of common stock	—	(16,106)	16,106
Other financing activities	(81)	(738)	657
Cash provided by financing activities	<u>\$ 9,485</u>	<u>\$ 73,054</u>	<u>\$ (63,569)</u>

During the nine months ended September 30, 2025, \$9.5 million of cash was provided by financing activities. This inflow was primarily driven by \$75.6 million in borrowings to support increased working capital requirements, partially offset by \$66.0 million in debt repayments.

During the nine months ended September 30, 2024, \$73.1 million of cash was provided by financing activities. This significant inflow was mainly due to the acquisition of Titan Specialty on February 29, 2024, for which Titan borrowed \$147.0 million under our domestic credit facility. This cash inflow was partially offset by \$66.6 million in debt repayments and \$16.1 million used for repurchases of common stock under our share repurchase program.

Additionally, Titan issued common stock worth \$168.7 million during the nine months ended September 30, 2024 in connection with the Titan Specialty acquisition. This issuance was reflected as "Non cash financing activity" in the Condensed Consolidated Statements of Cash Flows.

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Debt Restrictions

Our \$225 million revolving credit facility and indenture relating to the 7.00% senior secured notes due 2028 contain various restrictions, including:

- When remaining availability under the credit facility is less than the greater of (i) \$17 million and (ii) 10% of the credit facility's line cap (the line cap being the lesser of our borrowing base or the lenders' commitments under the credit facility), the Company will be required to maintain a minimum fixed charge coverage ratio of not less than 1.0 to 1.0 (calculated quarterly on a trailing four quarter basis);
- Limits on dividends and repurchases of the Company's stock;
- Restrictions on the ability of the Company to make additional borrowings, or to consolidate, merge, or otherwise fundamentally change the ownership of the Company;
- Limits on investments, dispositions of assets, and guarantees of indebtedness; and
- Other customary affirmative and negative covenants.

These covenants are subject to a number of exceptions and qualifications that are described in the credit and security agreement and the indenture relating to the 7.00% senior secured notes due 2028. These restrictions could limit the Company's ability to respond to market conditions, provide for unanticipated capital investments, raise additional debt or equity capital, pay dividends, repurchase stock or take advantage of business opportunities, including future acquisitions. The Company was in compliance with these debt covenants at September 30, 2025.

Guarantor Financial Information

The Company's 7.00% senior secured notes due 2028 are guaranteed by the following 100% owned subsidiaries of the Company: Titan Tire Corporation, Titan Tire Corporation of Bryan, Titan Tire Corporation of Freeport, and Titan Wheel Corporation of Illinois (together, the Guarantors). The note guaranties are full and unconditional, joint and several obligations of the guarantors. The guaranties of the guarantor subsidiaries are subject to release in limited circumstances only upon the satisfaction of certain customary conditions.

The following summarized financial information of both the Company and the Guarantors is presented on a combined basis after elimination of (i) intercompany transactions and balances between the parent and the Guarantors and (ii) equity in earnings from investments in any subsidiary that is a non-Guarantor. The information is presented in accordance with the requirements of Rule 13-01 under the SEC's Regulation S-X. The financial information may not necessarily be indicative of results of operations or financial position had the Guarantor operated as an independent entity.

Summarized Balance Sheets:

(Amounts in thousands)

	September 30, 2025	December 31, 2024
Assets		
Current assets	\$ 61,770	\$ 58,860
Property, plant, and equipment, net	90,437	91,100
Intercompany accounts receivable from non-guarantor subsidiaries, net	683,462	703,454
Other long-term assets	96,465	89,038
Liabilities		
Current liabilities	85,974	74,164
Long-term debt	546,810	543,153
Other long-term liabilities	9,450	9,647

TITAN INTERNATIONAL, INC.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Summarized Statement of Operations:

(Amounts in thousands)

		Nine months ended September 30, 2025
Net sales	\$	366,639
Gross profit		33,170
Loss from operations		(19,139)
Net loss		(36,557)

Liquidity Outlook

The Company does not anticipate significant liquidity constraints during the foreseeable future. At September 30, 2025, the Company reported \$205.4 million of cash and cash equivalents. This amount included \$181.2 million held in foreign countries.

As of September 30, 2025, there were \$149.0 million of borrowings outstanding under the Company's \$225.0 million credit facility. Titan's availability under this credit facility may be less than \$225.0 million as of any particular date, as a result of outstanding letters of credit and eligible accounts receivable and inventory balances at certain domestic and Canadian subsidiaries. Based on eligible accounts receivable and inventory balances, the Company's total amount available for borrowing under the credit facility at September 30, 2025 totaled \$212.5 million. With outstanding letters of credit totaling \$5.9 million and \$149.0 million in borrowings under the revolving credit facility, the net amount available for borrowing under the credit facility at September 30, 2025 totaled \$57.6 million.

The Company is expecting full year capital expenditures to be between approximately \$50 million and \$55 million. These capital expenditures are anticipated to be used primarily to continue to enhance the Company's existing facilities and manufacturing capabilities and drive productivity gains, along with the purchase of new tools, dies and molds related to new product development.

Cash payments for interest are currently forecasted to between \$16 million and \$17 million for the remainder of 2025 based on September 30, 2025 debt balances and debt maturities. The forecasted interest payments are comprised primarily of the semi-annual interest payments totaling approximately \$14 million to be paid in October for the 7.00% senior secured notes, and between \$2 million and \$3 million of payments on the credit facility, which are variable dependent upon on the prevailing SOFR rate and outstanding debt levels within each month.

Cash and cash equivalents along with anticipated internal cash flows from operations and utilization of availability on global credit facilities, are expected to provide sufficient liquidity for working capital needs, debt maturities, and capital expenditures. Potential divestitures and unencumbered assets may also be a means to provide for future liquidity needs.

CRITICAL ACCOUNTING ESTIMATES

There were no material changes in the Company's Critical Accounting Estimates since the filing of the 2024 Form 10-K. As discussed in the 2024 Form 10-K, the preparation of the Condensed Consolidated Financial Statements in conformity with US GAAP requires management to make estimates, assumptions, and judgments that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results may differ from those estimates and assumptions. Refer to Note 1. "Basis of Presentation and Significant Accounting Policies" in the Notes to Condensed Consolidated Financial Statements in Part I, Item 1, of this Form 10-Q, for a discussion of the Company's updated accounting policies.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Titan is exposed to market risks, including changes in foreign currency exchange rates and interest rates, and commodity price fluctuations. Our exposure to market risk has not changed materially since December 31, 2024. For quantitative and qualitative disclosures about market risk, see Item 7A - Quantitative and Qualitative Disclosures About Market Risk included in the 2024 Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Titan management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934 (the Exchange Act)) as of September 30, 2025. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2025, Titan's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by Titan in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported accurately and within the time frames specified in the SEC's rules and forms and accumulated and communicated to Titan management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls

There were no changes in internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the third quarter of fiscal year 2025 and that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Inherent Limitations on the Effectiveness of Controls

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is subject, from time to time, to certain legal proceedings and claims arising out of the normal course of its business, which cover a wide range of matters, including environmental issues, product liability, contracts, and labor and employment matters. See Note 17 "Litigation" of the Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this Form 10-Q for further discussion, which is incorporated herein by reference.

Item 1A. Risk Factors

Except for the additional risk factor set forth below, there have been no material changes from the risk factors disclosed in Item 1A. "Risk Factors" of the 2024 Form 10-K.

The Company faces substantial uncertainties related to newly imposed tariffs, including increased competition from domestic and international companies, increased costs and potential reductions in customer demand.

The Company competes with several domestic and international competitors, some of which are larger and have greater financial and marketing resources than Titan. Titan competes on the basis of price, quality, sales support, customer service, design capability, and delivery time. The Company's ability to compete with international competitors may be adversely affected by various factors including, currency fluctuations and tariffs imposed by domestic and foreign governments. In addition, certain OEM customers could elect to manufacture certain products to meet their own requirements or to otherwise compete with Titan. The success of the Company's business depends in large part on its ability to provide comprehensive wheel and tire assemblies to its customers. The development or enhancement by Titan's competitors of similar capabilities could adversely affect its business.

There can be no assurance that Titan's businesses will not be adversely affected by increased competition in the Company's markets, or that competitors will not develop products that are more effective or less expensive than Titan products or which could render certain of Titan's products less competitive. From time to time certain competitors have reduced prices in particular product categories, which has caused Titan to reduce prices. There can be no assurance that in the future Titan's competitors will not further reduce prices or that any such reductions would not have a material adverse effect on Titan's business.

On April 2, 2025, the United States government issued a series of reciprocal tariffs affecting the importing of goods into the United States from approximately 185 foreign countries. While the imposition of these tariffs are fluid and changing, the tariffs affect a substantial portion of our supply chain and could materially impact the Company's financial performance as a result of the following:

1. **Increased Costs:** The tariffs have led to higher costs for raw materials and components sourced from affected countries. This increase in costs may not be fully passed on to our customers, potentially reducing our profit margins.
2. **Supply Chain Disruptions:** We rely on a global supply chain, and the tariffs may cause disruptions in the availability of certain materials. This may lead to delays in production and increased lead times, which could affect our ability to meet customer demand.
3. **Market Uncertainty:** The ongoing trade tensions and the potential for retaliatory tariffs by other countries create an unpredictable market environment. This uncertainty has led to reduced consumer confidence and lower demand for our products.
4. **Mitigation Strategies:** To address the foregoing risks, we are exploring various strategies to mitigate the impact of tariffs, including seeking alternative suppliers, reclassifying goods to reduce tariff exposure, and negotiating with suppliers and customers to manage the increased costs. However, there is no assurance that these strategies will be successful.

Given these factors, we are continuing to assess the impact of these tariffs and the Company is uncertain as to its impact on our business, financial condition, and results of operations given the fluid and changing nature of the tariffs being imposed.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

We did not effect any stock repurchases during the three months ended September 30, 2025.

On December 16, 2022, our Board of Directors authorized a share repurchase program allowing for the expenditure of up to \$50.0 million for the repurchase of our Common Stock. As of September 30, 2025, \$1.0 million remains available for future share repurchases under this program.

The stock repurchase program is authorized through December 16, 2025, but the program may be suspended or terminated at any time at the discretion of the Board of Directors.

Refer to “Liquidity and Capital Resources” in Part I, Item 2 of this Form 10-Q for information on debt restrictions associated with payment of dividends.

Item 5. Other Information

Rule 10b5-1 Trading Plans Adopted by Officers and Directors in the Third Quarter

During the fiscal quarter ended September 30, 2025, none of our directors or officers as defined in Rule 16a-1 under the Exchange Act adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as those terms are defined in Item 408 of Regulation S-K.

Item 6. Exhibits

31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications pursuant to Section 1350 of Chapter 63 of Title 18 U.S.C.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	The cover page from this Current Report on Form 10-Q formatted as inline XBRL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TITAN INTERNATIONAL, INC.
(Registrant)

Date:	<u>November 5, 2025</u>	By:	<u>/s/ PAUL G. REITZ</u> Paul G. Reitz President and Chief Executive Officer (Principal Executive Officer)
		By:	<u>/s/ DAVID A. MARTIN</u> David A. Martin SVP and Chief Financial Officer (Principal Financial Officer)

CERTIFICATION

I, Paul G. Reitz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Titan International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2025

By: /s/ PAUL G. REITZ

Paul G. Reitz

President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, David A. Martin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Titan International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2025

By: /s/ DAVID A. MARTIN

David A. Martin
SVP and Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
with Respect to the Quarterly Report on Form 10-Q
for the Period ended September 30, 2025
of Titan International, Inc.**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Titan International, Inc., a Delaware corporation (the “Company”), does hereby certify, to such officer’s knowledge, that:

1. The Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2025 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
2. Information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

**TITAN INTERNATIONAL, INC.
(Registrant)**

Date: November 5, 2025

By: /s/ PAUL G. REITZ

Paul G. Reitz
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 5, 2025

By: /s/ DAVID A. MARTIN

David A. Martin
SVP and Chief Financial Officer
(Principal Financial Officer)

The certification set forth above is being furnished as an exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the Form 10-Q or as a separate disclosure document of the Company or the certifying officers.