



MODINE MANUFACTURING COMPANY CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Committee Membership

The Corporate Governance and Nominating Committee (“Committee”) shall consist of all non-employee directors, the independence of whom shall, in the judgment of the Board of Directors, be in accordance with the rules and regulations of the Securities and Exchange Commission and New York Stock Exchange (NYSE), and the Company’s Guidelines on Corporate Governance. The Chairperson of the Committee and all other Committee members shall be designated by the Board of Directors and/or a nominating committee of the Board of Directors.

Committee Purpose

The purposes of the Committee shall be to develop and implement policies and processes relating to corporate governance matters and to report to the Board of Directors as needed.

Meetings

The Committee shall meet as often as it deems necessary to fulfill its responsibilities, but not less frequently than two times per fiscal year. The Committee may request any officer or employee of the Company to attend a meeting of the Committee, or to meet with any members of, or consultants to, the Committee.

All decisions of the Committee shall be made by majority vote.

The Committee shall appoint a secretary, who shall keep a record of all meetings.

Responsibilities and Authority

The Committee is responsible for and has the authority (including the authority to delegate to subcommittees comprised of independent members):

1. To be aware of and monitor the Company’s compliance with applicable rules and regulations relating to corporate governance.
2. To review, approve, and monitor compliance with the Company’s Guidelines on Corporate Governance, which shall at a minimum address Board committee structure, membership and operations.
3. Working with the Officer Nomination and Compensation Committee as appropriate: (a) to review and monitor succession plans relating to the CEO; and (b) to evaluate the performance of the CEO.
4. To perform at least annually a self-assessment of the Board of Directors and the Corporate Governance Committee to ensure continuing fulfillment of its responsibilities.
5. To select or to recommend that the Board select the director nominees for the next annual meeting of shareholders, and to review and present for approval the nomination of candidates for vacancies on the Company's Board of Directors. This activity shall be conducted only by the independent directors, as defined by the Company’s Guidelines on Corporate Governance. In completing this activity, the Committee shall have sole authority to retain and terminate any search firm used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms.