



MODINE MANUFACTURING COMPANY TECHNOLOGY COMMITTEE CHARTER

This Charter provides guidelines outlining the Committee's composition, duties and responsibilities, and shall be reviewed periodically and updated by the Committee as required.

Committee Membership

The Technology Committee shall consist of at least 3 directors. The Chairperson of the Technology Committee and all other Committee members shall be designated by the Board of Directors and/or a nominating committee of the Board of Directors.

The Technology Committee has the authority to select, retain and direct such independent technology experts and such other persons, including persons recognized for their expertise in various fields of technology, as it deems necessary in the performance of its duties.

Corporate Staff supporting the Committee may include, but may not necessarily be limited to, the Chief Executive Officer, the Chief Operating Officer, and the Chief Technology Officer.

Committee Purpose

The purposes of the Technology Committee shall be as follows:

1. **Align Research, Product Development and Innovation with Corporate Objectives.** To review and make recommendations to the Board on major strategies and other subjects related to:
 - a. The Company's approach, emphasis, and direction to technical and commercial innovation and opportunities;
 - b. The technology acquisition process to assure ongoing business growth; and
 - c. Measurement and tracking systems important to successful innovation.
2. **Other Activities.** To perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's Bylaws, and applicable law.

Meetings

The Technology Committee shall meet as often as it deems necessary to fulfill its responsibilities. The Technology 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

1. Contribute to maintaining a strong technology pipeline, with special attention given to new generation ("Push") technologies, as well as shorter term ("pull") technologies that address imminent business needs.
2. Obtain a good understanding of how the technologies work, potential markets and competitive pressures.

3. Assess strengths and weaknesses of Modine's organization and processes for technology/product development, including those used to secure, protect and avoid infringement upon intellectual property.
4. Review the status of Modine's technology/product development objectives, assess prospects for short- and long-term commercialization, and prioritize specific activities.
5. Foster innovation, and monitor emerging technologies that could augment or disrupt Modine's business.
6. Contribute to the technology strategy formation process, including the impact of potential acquisitions.
7. Focus greater attention of the Board on technology pathways that enhance prospects for business growth and profitability.
8. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company's research and development.
9. Perform at least annually a self-assessment of the Technology Committee to ensure continuing fulfillment of its responsibilities.
10. Report to the full Board as needed on the matters that fall within the Technology Committee's areas of responsibility.