



## **MODINE MANUFACTURING COMPANY CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

### Committee Membership

The Corporate Governance and Nominating Committee (“Committee”) shall consist of at least four (4) but not more than six (6) 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 recommend corporate governance policies and guidelines to the Board of Directors, in general and specifically around the selection of candidates to the Board and its committees; to assist the Board of Directors in fulfilling its oversight responsibilities relating to the Company’s ethical conduct, sustainability, environmental stewardship, corporate culture and employee health and safety; and to exercise and perform the authority, duties and responsibilities of the Committee set forth in this Charter.

### 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 meet by telephone, video conference or similar means of remote communication. 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.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a summary description of actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### 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 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 and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
2. To periodically review the committee structure of the Board and recommend to the Board the appointment of directors to Board committees, including chairs (other than the Committee).
3. To review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as “independent” as defined in the Company’s Corporate Governance Guidelines and the applicable rules of the NYSE.
4. To review and recommend to the Board of Directors any changes to the Company’s Certificate of Incorporation or By-laws.

5. To develop and recommend a Code of Conduct to the Board.
6. To work with the Human Capital 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.
7. 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.
8. To select or to recommend that the Board select the director nominees for the next annual meeting of shareholders, and to identify, evaluate and present for approval the nomination of candidates for vacancies on the Company's Board of Directors. 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.
9. To review and oversee new director orientation and continuing education for all directors.
10. To periodically review and reassess this Charter in light of the NYSE rules and federal securities laws and submit any recommended changes to the Board for its consideration.
11. To review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.
12. Generally, to consider and advise the Board as a whole on corporate social responsibility, environmental, and governance matters.
13. To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.