



## **MODINE MANUFACTURING COMPANY TECHNOLOGY COMMITTEE CHARTER**

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

### Committee Membership

The Technology Committee shall consist of at least three (3) but not more than four (4) non-employee directors. 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. The Committee has the authority to select, retain and direct such independent experts and such other persons as it deems necessary in the performance of its duties. Corporate staff supporting the Committee may include the Chief Executive Officer, the Chief Operating Officer, and such other Company personnel as desired by the Committee or the Company.

### Committee Responsibilities

The responsibilities of the Technology Committee shall be as follows:

1. Support the company's ongoing transformation by reviewing technology, research and innovation related to thermal management, manufacturing processes, and any other adjacencies including controls and software development.
2. Oversee topics related to (a) the Company's approach, emphasis, and direction to research and technical and commercial innovation and opportunities, (b) the technology acquisition and development process to ensure ongoing business growth and profitability, and (c) measurement and tracking systems important to successful innovation.
3. Facilitate and support the development of relationships with third parties such as universities, science and technology incubators and trade associations to provide the Company with flexibility to accelerate and scale the Company's research and innovation activity, with a focus on emerging technologies.
4. Advise on the Company's various research and innovation processes, including prioritization of innovation objectives.
5. Ensure alignment of the Company's development activities with the overall strategies of the Company.
6. Monitor and evaluate external trends in technology related to the Company's business.
7. Review Company's Intellectual Property strategy.
8. Report to the full Board on its activities, so that the Board may consider the operational, financial and strategic impacts.
9. 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.

### Administration

The Technology Committee shall meet as often as it deems necessary but at least twice annually, and shall report regularly to the Board of Directors on matters that fall within its areas of responsibility. 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. At least annually, the Committee shall perform a self-assessment to ensure continuing fulfillment of its responsibilities.