

	Audit Committee	Global Policy		
	Board of Directors			
Title:	Hiring employees or former employees of the outside audit firm	Responsible Party: General Counsel		
Next Review Date:	October 2018	Last Review Date:	October 2016	Page 1 of 3

1.0 PURPOSE

Pursuant to its Charter, the Audit Committee of the Company's Board of Directors is responsible for approving policies regarding the hiring of employees or former employees of the Audit Firm¹. The purpose of this policy is to define a clear hiring policy to be utilized when the Company is considering hiring employees or former employees of its Audit Firm in order to ensure that the Company's hiring practices do not impair the independence of the Audit Firm and to avoid any conflict of interest, actual or apparent, or other prohibition under any applicable laws, regulations or listing exchange standards.

2.0 SCOPE

This policy applies to the directors, officers, and employees of Modine Manufacturing Company and its worldwide subsidiaries, as stated herein.

3.0 POLICY STATEMENT

a. The Company shall not hire a former Covered Person or a Close Family Member of such a Covered Person for a position with the Company in an Accounting Role or a Financial Reporting Oversight Role if such Covered Person was the lead or concurring partner or any other member of the audit engagement team who provided more than 10 hours of audit, review or attest services for the Company (collectively "Audit Engagement Team Member"), unless (i) in each case the Audit Engagement Team Member's employment with and any continuing financial interest in the Audit Firm terminated at least one year prior to the date that audit procedures commenced for the fiscal period that includes the date of initial employment of the former Audit Engagement Team Member or his/her Close Family Member; and (ii) the hiring decision is first reviewed and approved by the Internal Review Committee.

b. Subject and in addition to the prohibitions and allowances contained in paragraph 1, the Company shall not hire a current or former Covered Person for a position with the Company in an Accounting Role or Financial Reporting Oversight Role unless the hiring decision is first reviewed and approved by the Internal Review Committee.

c. The Company may hire any other current or former Covered Person and/or their Close Family Members without further procedures imposed by this Policy, unless questions or concerns regarding independence or conflict of interest arise, in which case the hiring decision must be reviewed and approved by the Internal Review Committee.

d. The Company's CFO shall report to the Audit Committee or the Audit Committee Chair on at least a quarterly basis any decisions of the Internal Review Committee.

e. The following exemptions shall apply to this hiring policy:


¹ See accompanying definitions for specifically defined terms.

	Audit Committee	Global Policy		
	Board of Directors			
Title:	Hiring employees or former employees of the outside audit firm	Responsible Party: General Counsel		
Next Review Date:	October 2018	Last Review Date:	October 2016	Page 2 of 3

- (i) Individuals employed by the Company as a result of a business combination between any entity that is also an audit client of the Audit Firm and the Company, provided employment was not a factor in the business combination decision and the Audit Committee is aware of the prior employment relationship, if such relationship would otherwise violate this policy; or
- (ii) Individuals employed by the Company due to an emergency or other unusual circumstance, provided only that the Audit Committee determines that the relationship does not contradict any applicable laws or regulations and is otherwise in the interest of the shareholders.

4.0 OTHER - DEFINITIONS

- a. Audit Firm: Each public accounting firm that is required to be “independent” with respect to the Company under applicable rules and regulations for purposes of auditing the Company’s consolidated financial statements and the effectiveness of the Company’s internal control over financial reporting and includes the principal accounting firm, any audit firm named in the audit report as having been relied upon by the principal auditing firm and any auditing firm that has audited separate subsidiary financial statements (such as following an acquisition).
- b. Close Family Member: parent, sibling, spouse or child.
- c. Company: Modine Manufacturing Company and its worldwide subsidiaries.
- d. Covered Person: partner, principal, stockholder, director, manager, professional employee or similarly situated employee of the Audit Firm.
- e. Accounting Role: a role in which a person is in a position to or does exercise more than minimal influence over the contents of the Company’s material accounting records and anyone who plays more than a minor role in preparing those records.
- f. Financial Reporting Oversight Role: a role in which an individual is in a position to or does exercise influence over the contents of the Company’s financial statements or related information (such as Management’s Discussion and Analysis) to be filed with the Securities and Exchange Commission or over anyone who prepares financial statements or related information, such as when the individual is a member of the Board of Directors or similar management or governing body, Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, General Counsel, Chief Accounting Officer, Controller, Director of Internal Audit, Director of Financial Reporting, Treasurer or any other equivalent position.

	Audit Committee	Global Policy		
	Board of Directors			
Title:	Hiring employees or former employees of the outside audit firm	Responsible Party: General Counsel		
Next Review Date:	October 2018	Last Review Date:	October 2016	Page 3 of 3

g. Internal Review Committee: a three (3) member Internal Committee, consisting of the Company's General Counsel, Chief Financial Officer and Controller (or other similar executives as appropriate under the circumstances) that will function only as required by this policy.