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I. PURPOSE

Pursuant to its Charter, the Audit Committee of the Company's Board of Directors is responsible for approving policies for the Company's hiring of employees or former employees of the Company's independent auditors (the "Auditors").

The purpose of this policy is to define a clear hiring policy to be utilized when the Company is considering hiring employees, former employees or Close Family Members of employees of its Auditors. The objective of this hiring policy is to ensure that the Company's hiring practices do not impair the independence of the Auditors and to avoid any conflict of interest, actual or apparent, or other prohibition under any applicable laws, regulations or listing exchange standards.

II. SCOPE

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

III. DEFINITIONS


"Accounting Role" means a role in which a person is in a position to or does exercise more than minimal influence over the contents of the accounting records or anyone who prepares them.

"Audit Engagement Team" means all partners and professional employees of the Auditors participating in an audit, review, or attestation engagement of the Company, including audit partners and all persons who consult with others on the engagement team during the audit, review, or attestation engagement regarding technical or industry-specific issues, transactions, or events. Professional employees of the Auditors who provided ten or fewer hours of such services to the Company during either the Company's current or most recent fiscal year are not considered members of the Audit Engagement Team.

"Close Family Member" means a spouse, spousal equivalent, parent, dependent, nondependent child, or sibling of a member of the Audit Engagement Team.

"Financial Reporting Oversight Role" means 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, Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, General Counsel, Chief Accounting Officer, Corporate Controller, Director of Internal Audit, Director of Financial Reporting, Treasurer or any other equivalent position.

"Internal Review Committee" refers to a three member internal committee, consisting of the Company's General Counsel, Chief Financial Officer ("CFO") and

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Corporate Controller (or other similar executives as appropriate under the circumstances) that will function only as required by this policy.

IV. **HIRING POLICY**

Restrictions on Hiring

The Company will not hire any employee or former employee of the Auditors for a position with the Company in a Financial Reporting Oversight Role or an Accounting Role, if such individual was a member of the Audit Engagement Team, until a minimum of two years has elapsed since the conclusion of such individual's membership of the Audit Engagement Team. In addition, the Company will not hire a Close Family Member for a position with the Company in a Financial Reporting Oversight Role or an Accounting Role until a minimum of two years has elapsed since the conclusion of the associated individual's membership of the Audit Engagement Team. The Internal Review Committee shall have the authority, on a case-by-case basis, to authorize exceptions if and to the extent permitted under applicable regulations.

Further, the Company will not hire any individual either currently or previously employed by the Auditors if the employment of that individual is likely to impair the independence of the Auditors. This determination is to be made by the Internal Review Committee.

Required Pre-Approval for Hiring

The hiring of any employee of the Auditors or any individual that was employed by the Auditors within the last three years must be pre-approved by the Internal Review Committee. This requirement applies to all job positions within the Company.

The Internal Review Committee will review the details of the hiring situation to determine whether or not the employment of the individual is likely to impair the independence of the Auditors. Based upon its review, the Internal Review Committee may approve the hiring if no independence or other concerns are identified.

The Internal Review Committee must be informed of all activities related to recruiting an employee or former employee of the Auditors that would require pre-approval under this policy. The Internal Review Committee must also be informed of recruiting activities of a Close Family Member for a Financial Reporting Oversight Role or an Accounting Role. Recruiting activities include informal conversations about employment opportunities, interviews, offers of employment, and all similar discussions or activities.


Reporting to the Audit Committee

The Company's CFO will report any hiring of a current or former employee of the Auditors for a Financial Reporting Oversight Role to the Audit Committee or the Audit Committee Chair.

Exemptions

This policy is not applicable to:

- (i) Individuals employed by the Company as a result of a business combination between the Company and an entity that is also a client of the Auditors, provided employment was not a factor in the business combination decision and the Audit

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Committee is informed 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 that the Audit Committee determines that the relationship does not contradict any applicable laws or regulations, does not result in an independence conflict based upon the SEC rules, and is otherwise in the interest of the Company's shareholders.