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I. PURPOSE

This policy affirms Modine’s commitment to comply with the anti-corruption laws to which the Company is subject, including the U.S.’s Foreign Corrupt Practices Act (the “FCPA”), the U.K.’s Bribery Act 2010 (the “Bribery Act”) and/or any other anti-corruption law (together the “Acts”). Depending on business circumstances, these Acts can apply to our activities across the globe, despite the fact that a law is enacted by one particular country, and the activities occurred in another country.

Violations of the Acts can result in:

- Significant fines to Modine, our directors, officers and employees;
- Imprisonment for those individuals who engage in such behavior; and
- Significant damage to Modine’s reputation and ability to conduct business.

II. SCOPE

This policy applies to all Modine Parties, and applies broadly to transactions between Modine or a Modine 3rd Party and another, unrelated third party, including, but not limited to, foreign “officials” or representatives of government-type organizations.

III. POLICY STATEMENT

At Modine, we require that all of our business dealings be based solely on sound business decisions and fair dealing. Therefore, all of our directors and employees (collectively called “Modine Parties”), as well as our distributors, agents, representatives, consultants, joint venture partners, and any other third party acting on behalf of Modine, our subsidiaries and/or affiliates (collectively called “Modine 3rd Parties”) are expected to maintain the highest standards of ethical behavior and business conduct, including full compliance with the requirements of the Acts. Each Modine Party and Modine 3rd Party has a duty to comply with the Acts and a duty to report any suspected violations immediately.

All Modine Parties and Modine 3rd Parties shall comply with Modine’s procedures promoting on-going compliance with this Policy. Modine Parties shall refrain from doing business with any current or proposed Modine 3rd Party who fails to comply or demonstrates or indicates an unwillingness to comply with this Policy and/or the Modine procedures.

A. Prohibited Transactions

The FCPA generally prohibits the supply of anything of value by companies and their representatives to foreign (i.e. non-U.S.) government and quasi-government officials to secure or keep business.

The Bribery Act is broader, prohibiting anyone from offering, promising, or giving a financial or other “advantage” to receive a reciprocal improper advantage from the recipient. Unlike the FCPA, the recipient does not have to be a foreign official. The Bribery Act also makes it illegal to request, agree to receive, or accept an advantage with the intent of providing a reciprocal advantage to the one making the offer. It also does not matter if any involved party knows or believes that the performance of the function or activity is improper.

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For purposes of this Policy, an “advantage” includes, but is not limited to, a gift, a payment of any kind, entertainment, and travel.

The Bribery Act includes a separate offense for bribery of foreign officials, prohibiting the offering, promising or giving of an advantage to those individuals.

In connection with any Modine business activity, Modine prohibits any and all Modine Parties and Modine 3rd Parties from

1. Offering, promising, or giving a financial or other “advantage” to receive an improper advantage from the recipient. This includes government officials and non-government officials;
2. Requesting, agreeing to receive, or accepting an advantage, with the intent of providing a reciprocal advantage to the one making the offer. It doesn’t matter whether any involved party knows or believes the performance of the function or activity is improper; and/or
3. Making any payments to expedite routine government functions (known as “Facilitation” or “Grease” payments).

If a Facilitation or Grease payment is made despite this prohibition, the person making such Facilitation or Grease payment shall immediately report the payment to their line manager. The line manager is to immediately notify the following of such payment:

- a. the appropriate accounting manager and direct the accounting manager to record the payment as a “Facilitation” payment; and
- b. Modine’s Business Ethics Committee, providing a report setting out the following:
 - i. the circumstances in which the payment took place (date, time, country, office)
 - ii. those involved in the interaction
 - iii. whether there was duress and its nature
 - iv. alternative steps to payment that were attempted
 - v. the sum paid
 - vi. to whom the payment was reported and when

Modine is prohibited from directly taking any of the three prohibited actions mentioned above, and we are also prohibited from taking these actions indirectly through a third party.

B. Local Customs/Traditions Exception

As Modine operates globally, it is recognized that local customs or traditions may result in an expectation of the exchange of gifts of nominal value. Complying with these local customs *might be* an exception to the above prohibitions.

HOWEVER, such gifts must be made or received *only* if it is obvious that the sole intention of such gifts is to comply with the local customs and NOT to give or receive a reciprocal improper advantage. In the case of gifts to government officials and

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employees of an instrumentality of a government, such gifts must clearly be of a nature that they are not intended to influence the official or employee in the performance of his or her government function or employment function and must not be intended to obtain or retain business or garner a business advantage. Multiple nominal value gifts (whether given or received) could be a violation of this policy.

As with all promotional expenses, gifts of nominal value by Modine Parties or by Modine 3rd Parties, must be recorded as an expense (see Section III (C), below).

If you have questions about whether the local custom/tradition exception applies, please consult with the Legal Department before accepting or giving such gifts.

C. Record Keeping/Accounting Requirements

Modine requires that its books and records be maintained in reasonable detail, accurately and fairly reflecting all Modine transactions. Accordingly, all transactions should:


- Be executed in accordance with management’s authorization.
- Be recorded in a manner that permits the preparation of financial statements in accordance with applicable standards (notably Generally Accepted Accounting Principles).
- Capture the movement of assets in and out of Modine.
- Be reviewed at reasonable intervals.

None of these statements is intended to supersede existing Modine accounting policies.

D. Potential “Red Flags”

Modine expects its Modine Parties and Modine 3rd Parties to be alert to “Red Flags,” which might represent a questionable transaction. Such Red Flags might include:

- Unusual payments or financial arrangements, such as:
 - Payments to a numbered (i.e. identity hidden) bank account.
 - Payments to accounts in countries other than where Modine 3rd Parties are located or where the business is to be performed.
 - Cash payments.
 - So-called “round dollar” payments, meaning payments such as \$10,000.
- Unusually high commissions.
- History of corruption in the country where the payment is being made.
- The questionable reputation of the agent or consultant.
- Refusal by a Modine 3rd Party to cooperate with Modine’s efforts to ensure compliance by the Modine 3rd Party.
- Lack of transparency of expenses in accounting records.
- Inflated invoices.
- Relationship between the Modine 3rd Party and a government official
- Apparent lack of qualifications or resources on the part of a current or proposed Modine 3rd Party to perform the services desired/offered, thus raising reasonable

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questions about why Modine would continue or enter into a relationship with such current or proposed Modine 3rd Party.

- Strong “recommendations” by a government or official that Modine work with a particular Modine 3rd Party.
- Requests to make contributions to charitable organizations at or before the time of entering into a transaction.

IV. COMPLIANCE RESPONSIBILITY

All employees are responsible for supporting the principles contained in this Policy and working with fellow employees to continually monitor the Company’s compliance. Management serves as role model for supporting these principles and is responsible for monitoring compliance with this Policy within the area of their responsibility.

Failure to comply with this Policy may subject an individual to discipline, up to and possibly including dismissal for cause, whether or not the individual's failure to comply results in a violation of law.