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I. PURPOSE

Modine is committed to the highest standards of moral and ethical behavior by its employees, suppliers, customers and partners. This policy is established to facilitate the development of controls that will aid in the prevention and detection of fraud against Modine. This policy intends to promote ethical and consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

II. SCOPE

This policy applies to any fraud or suspected fraud involving any Modine employee or director, or third party (e.g. vendors, customers, consultants, contractors, outside agencies, etc.) with whom Modine has a relationship to the extent Modine resources are involved.

III. POLICY STATEMENT

All directors and employees have a duty to prevent and detect fraud, including misappropriation of company assets, or any other inappropriate conduct or irregularities that might constitute or be indications of fraud. Each member of the management team must be familiar with the types of improprieties that might occur within his or her areas of responsibility and be alert for any indication of irregularity.


A. Definition of Fraud

Fraud is defined as any intentional act, false representation or concealment, designed to deceive others, resulting in the victim suffering a loss and/or the perpetrator achieving a gain.

B. Financial Fraud Categories:

Financial fraud typically falls into four categories:

1. **Fraudulent Financial Reporting** – Most fraudulent financial reporting schemes involve earnings management arising from improper revenue recognition, overstatement of assets or understatement of expenses and liabilities.
2. **Misappropriation of Assets** – This category involves external and internal schemes such as embezzlement, payroll fraud, and theft of any tangible or intangible company asset. Intangible assets include but are not limited to intellectual property, patents, trademarks, trade secrets, etc.
3. **Expenditures and Liabilities for Improper Purposes** – This category refers to commercial and public bribery, as well as other improper payment schemes such as falsification of expenses or invoices.
4. **Fraudulently Obtained Revenue, Assets, and Costs and Expenses Avoided** – This category refers to schemes where an entity commits a fraud against its employees or third parties or when an entity improperly avoids an expense, such as tax fraud.

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C. Examples

The following are examples, which are not intended to encompass all types of fraud:

- Forgery or alteration of any document
- Misappropriation of funds, securities, supplies, or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Profiting as a result of insider knowledge of company activities
- Disclosing confidential and proprietary information without appropriate authorization to outside parties
- Accepting, giving or seeking anything in violation of the Company's gifting policy as described in Modine's Third-Party Gifts and Entertainment Policy and Anti-Corruption Policy
- Recording fictitious journal entries
- Fabricating or intentionally misrepresenting internal control documentation
- Intentionally distorting assumptions and judgments used to estimate account balances
- Altering records and terms related to significant and unusual transactions
- Manipulating earnings by shifting current expenses and current revenue to later or earlier periods
- Intentionally failing to record or improperly recording liabilities or revenues
- Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment
- Any similar or related irregularity

D. Internal Controls

To help Modine's management and Board of Directors prevent and detect fraud, internal controls have been and will be established.

An "internal control" is broadly defined as a process, effected by Modine's Board of Directors, management and/or other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

1. Effectiveness and efficiency of operations.
2. Reliability of financial reporting.
3. Compliance with applicable laws and regulations.

Modine's management and Internal Audit assess and monitor these internal controls for effectiveness, and controls are created and/or modified when necessary.

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I. 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 their area(s) of 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.