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Title:	Reporting and Investigation		

I. PURPOSE

As described in our Code of Conduct (“Code”), Modine is committed to upholding high standards of moral and ethical behavior by its employees, suppliers, customers and partners. This Reporting and Investigation Policy (“Policy”) is established to provide worldwide, consistent methods for employees and others to report any matters they believe may violate our Code or legal obligations, and for the investigation and resolution of all such reports.

II. SCOPE

This policy applies to all reports that relate to an alleged violation of our Code or legal obligations (“Reports”), and which are made through any of the channels listed in Section IIIA. While it is acceptable for individuals with other concerns to utilize any of the communication channels identified below, the Company encourages individuals to report concerns about matters unrelated to Code or legal obligations to a member of their immediate management or a Human Resources representative for resolution in the ordinary course.

III. POLICY STATEMENT

All employees, customers, suppliers, and other interested parties are strongly encouraged to provide any Reports immediately, through any of the communication channels listed below. It is expected that a member of Modine’s management will promptly provide any Reports to the Modine Business Ethics Committee (the “Ethics Committee”). Upon receipt, Modine will promptly and thoroughly investigate and resolve such Reports in accordance with this Policy. Modine will treat Reports with as much discretion as reasonably possible and prohibits retaliation against individuals who make a good-faith Report.


A. Communication Channels

Reports should be made to any of the following:

- An employee’s immediate supervisor or that supervisor’s supervisor
- The employee’s plant manager
- Any Human Resources manager
- Director of Internal Audit
- General Counsel/Chief Compliance Officer
- Chief Executive Officer
- Chief Financial Officer
- Ethics Helpline –
 - toll free (888- 779-8055) (US/Canada only, international callers please reference dialing instructions for local access number)
 - To make a Report online: www.ethicspoint.com.
- The Ethics Committee by mail or by email ethicscommittee@na.modine.com .

To contact the Business Ethics Committee directly by mail:

Modine Business Ethics Committee
 C/o General Counsel

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1500 DeKoven Avenue
 Racine, Wisconsin USA 53403-2552.

B. Reporting

Anyone who discovers or suspects actions or omissions that they reasonably believe violates our values or legal obligations should make a Report through one of the channels noted above. Reporters may remain anonymous through the Ethics Helpline. However, the Ethics Committee can obtain more facts and better determine the situation and any needed actions when the Ethics Committee can communicate with the person reporting the matter of concern.

Any person making a Report should:

- not attempt to contact the subject of the Report or witnesses or investigate the matter
- treat the Report with as much discretion as reasonably possible, including avoiding discussions of the case, facts, suspicions, or allegations with anyone not listed as part of the communication channels, above, unless specifically asked to do so by the individuals responsible for the investigation. It is critical we respect the privacy of all during the course of an investigation.


C. Investigation Responsibilities

- *The Ethics Committee* has the primary responsibility for the investigation of all Reports. The Ethics Committee may satisfy this responsibility with the assistance of the Chief Compliance Officer, the Director of Internal Audit, the Company's Human Resources Department, the Company's Legal Department, and/or outside resources, as needed.
- *All employees* are expected to cooperate fully and communicate truthfully. While those conducting an investigation will be as discreet as possible under the circumstances, absolute confidentiality is not promised.
- *All employees* who are involved in the investigation are expected to treat the investigation and underlying situation with as much discretion as reasonably possible, including avoiding discussions of the case, facts, suspicions, or allegations with anyone not listed as part of the communication channels, above, unless specifically asked to do so by the individuals responsible for the investigation. It is critical we respect the privacy of all during the course of an investigation.

D. Resolution

If the investigation substantiates a violation of Modine's Code or legal obligations, the Ethics Committee will issue a report to appropriate Modine executives and, if appropriate, to the Board of Directors, through the Audit Committee. Such report shall include recommended corrective measures, with final decisions to be made in consultation with legal counsel, senior management and/or the Board of Directors or a Committee thereof.

- Any officer, director or employee found to have violated our Code and/or legal obligations will be subject to appropriate discipline, up to and including termination.

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- In the event a third party (such as a supplier or customer) is found to have violated our values or our legal obligations, Modine may reassess its relationship with that third party, as appropriate, including potential termination of its relationship with such third party.
- The Company may elect to prosecute or refer the matter to the appropriate law enforcement and/or regulatory agencies for independent investigation, if deemed appropriate after consultation with legal counsel, senior management and/or the Board of Directors or a Committee thereof.

E. Retaliation is Not Permitted

MODINE WILL NOT TOLERATE RETALIATION AGAINST ANY PERSON REPORTING, IN GOOD FAITH, A SUSPECTED VIOLATION OF MODINE’S VALUES OR LEGAL OBLIGATIONS. Any suspected retaliation should be reported through any of the channels listed in Section IIIA.

IV. COMPLIANCE RESPONSIBILITY

All employees are responsible for supporting the principles contained in this Policy and speaking up if they suspect Code or legal violations. Management serves as a role model for supporting these principles and is responsible for helping ensure compliance with this Policy within the area of its responsibility.