



MODINE MANUFACTURING COMPANY OFFICER NOMINATION AND COMPENSATION COMMITTEE CHARTER

This Charter provides guidelines outlining the Committee's composition, duties and responsibilities, and shall be reviewed periodically and updated by the Committee as required.

Committee Membership

The Officer Nomination and Compensation Committee shall consist of at least 3 directors, the independence of whom shall, in the judgment of the Board of Directors, be in accordance with the rules and regulations of the Securities and Exchange Commission and New York Stock Exchange (NYSE), and the Company's Guidelines on Corporate Governance. The Chairperson of the Officer Nomination and Compensation Committee and all other Committee members shall be designated by the Board of Directors and/or a nominating committee of the Board of Directors.

Committee Purpose

The purposes of the Officer Nomination and Compensation Committee shall be (a) to discharge the responsibilities of the Board of Directors relating to nomination, succession and compensation of the Company's CEO and other officers; and (b) to produce an annual report relating to executive compensation for inclusion in the Company's annual Proxy Statement that complies with applicable rules and regulations.

Meetings

The Officer Nomination and Compensation Committee shall meet as often as it deems necessary to fulfill its responsibilities, but not less frequently than two times per fiscal year. The Officer Nomination and Compensation Committee may request any officer or employee of the Company to attend a meeting of the Committee, or to meet with any members of, or consultants to, the Committee.

All decisions of the Committee shall be made by majority vote.

The Committee shall appoint a secretary, who shall keep a record of all meetings.

Responsibilities and Authority

1. To establish annual and long-term performance goals and objectives for officers of the Company.
2. To review, approve, manage and monitor the various compensation plans and programs of officers and certain other selected executives of the Company, and to ensure shareholder approval is sought when required by applicable rules and regulations.
3. To assure that compensation programs are competitive to appropriately reward, retain and attract executive talent to lead the Company.
4. To review succession plans in order to assure that there are well qualified replacements for executive positions or that there are plans to recruit exceptional talent to staff key positions in the Company for which no internal candidates are identified.
5. To review and approve the nomination of candidates for officers of the Company.
6. To approve employment contracts, change of control agreements and any other terms and agreements under which officers' and other selected executive employees' employment and compensation are guided.
7. To retain, at its discretion, and subject to terms it negotiates, a compensation consultant to assist in the evaluation of the compensation of the CEO and other officers of the Company.

8. To consider recommendations made by Company management relating to Director compensation, and present those recommendations and the Committee's assessment to the full Board for review and action.
9. To perform at least annually a self-assessment of the Officer Nomination and Compensation Committee to ensure continuing fulfillment of its responsibilities.