



MODINE MANUFACTURING COMPANY CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Committee Membership

The Corporate Governance and Nominating Committee shall consist of all non-employee 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 NASDAQ, and the Company's Guidelines on Corporate Governance. The Chairperson of the Corporate Governance 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 Corporate Governance Committee shall be to develop and implement policies and processes relating to corporate governance matters.

Meetings

The Corporate Governance Committee shall meet as often as it deems necessary to fulfill its responsibilities, but not less frequently than two times per fiscal year. The Corporate Governance 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 be aware of and monitor the Company's compliance with applicable rules and regulations relating to corporate governance.
2. To review, approve, and monitor compliance with the Company's Guidelines on Corporate Governance.
3. To review, approve and monitor compliance with the Company's policies relating to ethical business conduct, including specifically the Company's "Guideline for Business Conduct."
4. To perform at least annually a self-assessment of the Board of Directors and the Corporate Governance Committee to ensure continuing fulfillment of its responsibilities
5. To review and present for approval the nomination of candidates for vacancies on the Company's Board of Directors. This activity shall be conducted only by the independent directors, as defined by the Company's Guidelines on Corporate Governance.