



**Minutes of the Annual Meeting of Shareholders
of Modine Manufacturing Company held virtually
on July 22, 2021, at 8:00 a.m. CST
Pursuant to the Bylaws and Written Notice**

- Annual Meeting** The regular meeting of the shareholders of Modine Manufacturing Company, a Wisconsin corporation, was held virtually, on the 22nd day of July, 2021, at 8:00 a.m. CST pursuant to the Bylaws and written notice.
- Acting Chairman,
Secretary** Ms. Marsha C. Williams, Chairperson of the Board of Directors, presided. Ms. Kathleen T. Powers, Vice President, Treasurer, Investor Relations and Tax, served as moderator. Ms. Sylvia A. Stein, Secretary of the Company, acted as Secretary of the meeting.
- Inspectors of Election** The Chair announced that pursuant to the Bylaws, the Board of Directors had appointed Geoffrey R. Schiveley, Associate General Counsel and Assistant Corporate Secretary, and Heather Downs Russell, Senior Counsel, to act as the Inspectors of Election.
- Secretary's
Announcements** The Secretary announced that the following were available for review through the virtual meeting portal: the Minutes of the July 23, 2020 Annual Meeting of Shareholders; the certified list of Shareholders; and the Notice of Meeting and Affidavit of Distribution attesting that said Notice, together with the proxy statement and annual report as required by Securities and Exchange Commission regulations, had been mailed commencing on June 22, 2021, to each shareholder of record at the close of business May 28, 2021, at the addresses shown in the certified list of shareholders of that date submitted by Equiniti Trust Company, the Company's Transfer Agent.
- Report of Inspectors
of Election; Quorum** There being no objection, the Chair ordered the Notice of Meeting, Affidavit of Distribution, the certified list of Shareholders as presented by the Inspectors of Election and the Certificate of the Inspectors of Election, be filed with and made a part of the minutes. The Chair then called for the report of the Inspectors of Election on the number of shares present. Whereupon the report of the Inspectors of Election was read, disclosing that 46,632,467 shares, or 90.32% of the total number of outstanding shares of the Company, were present by proxy or represented at the meeting, with such number constituting a quorum of the outstanding shares of the Company.
- Election of Directors** The Chair then proceeded to the election of three directors to hold office until the 2024 Annual Meeting and until their successors shall be elected and shall qualify. Dr. Suresh V. Garimella, Mr. Christopher W. Patterson and Ms. Christine Y. Yan were nominated as Directors of the Company. No other nominations for Directors having been made, the nominations were declared closed. In accordance with shareholders' instructions, the Secretary reported that the appointed Proxies voted as follows:

	Votes For	Votes Against	Votes Abstaining
Suresh V. Garimella	42,574,273	1,176,398	44,192
Christopher W. Patterson	41,064,423	2,704,369	26,071
Christine Y. Yan	41,628,944	2,100,119	65,800

Whereupon the Chair declared the nominees duly elected Directors of the Company to serve until the 2024 Annual Meeting and until their successors shall be elected and shall qualify.

**Approval of Advisory
Vote on the
Company's Named
Executive Officer
Compensation**

Next, the Chair addressed the approval of the advisory vote on the Company's named executive officer compensation. The Secretary noted that 40,389,171 shares were voted FOR approval, 2,678,912 shares AGAINST approval and 726,780 shares abstained. Whereupon the Chair declared the advisory vote on the Company's executive compensation to be approved by the shareholders.

**Ratification of
Appointment of
Auditors**

The Chair then proceeded to the ratification of the appointment of PricewaterhouseCoopers LLP as Modine's independent registered public accounting firm. The Secretary noted that 44,587,739 shares were voted FOR ratification, 1,965,682 shares voted AGAINST ratification and 79,046 shares abstained. Whereupon the Chair, noting that the Audit Committee of the Board appointed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, declared such appointment to be ratified by the shareholders.

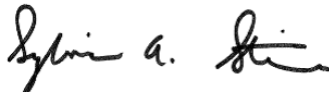
**Question and Answer
Period**

There were no questions.

Adjournment

The Chair reported that there was no new business to be brought before the meeting and adjourned the meeting. The Chair thanked the shareholders present for their attendance and stated her appreciation for their interest in Modine's business.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Sylvia A. Stein". The signature is fluid and cursive, with a large initial "S" and a distinct "A." followed by the last name.

Sylvia A. Stein
Secretary