

MODINE MANUFACTURING CO  
Form DEF 14A  
June 19, 2013

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party Other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-2

Modine Manufacturing Company  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

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Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

June 19, 2013

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1500 DeKoven Avenue  
Racine, Wisconsin 53403-2552

Notice of Annual Meeting of Shareholders

Date: Thursday, July 18, 2013  
Time: 9:00 a.m.  
The Pfister Hotel  
Place: 424 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202  
Record Date: May 31, 2013

Matters to vote on:

1. Election of the Company-nominated slate of three directors for terms expiring in 2016;
2. Advisory vote to approve the Company's executive compensation;
3. Ratification of the appointment of the Company's independent registered public accounting firm;
4. Consideration of any other matters properly brought before the shareholders at the meeting.

By order of the Board of Directors,

Margaret C. Kelsey  
Vice President, General Counsel and Secretary

June 19, 2013

Your vote at the annual meeting is important to us. Please vote your shares of common stock by calling a toll-free telephone number, logging onto the Internet or by completing the enclosed proxy card and returning it in the enclosed envelope. This proxy statement is solicited on behalf of the Board of Directors for use at the 2013 Annual Meeting of Shareholders. This proxy statement and accompanying proxy card are first being sent to shareholders on or about June 19, 2013.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on July 18, 2013 – the Notice and Proxy Statement and 2013 Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com) and [www.modine.com](http://www.modine.com).

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ITEM 1 - ELECTION OF DIRECTORS

The Board of Directors (the “Board of Directors” or the “Board”) of Modine Manufacturing Company (the “Company” or “Modine”) nominated three current members of the Board, Thomas Burke, Charles Cooley and Mary Petrovich, to stand for election at the 2013 Annual Meeting of Shareholders. If elected, each director would serve until the 2016 Annual Meeting of Shareholders and the election of his or her successor. The persons appointed as proxies will vote “FOR” the election of these nominees, unless instructions to the contrary are given to them. The nominees have indicated that they are able and willing to serve as directors. While it is not anticipated that any of the nominees will be unable to take office, if that happens, the proxies will vote “FOR” the substitute nominee(s) designated by the Board of Directors.

The Company’s Bylaws provide that each director shall retire at the close of the term in which he or she attains the age of 70 years, except that the provision shall not apply to any director who has been exempted from it by a resolution passed by a two-third’s vote of the Board of Directors. Gary Neale, who is currently Chairman of the Board, is 73 years old at the end of his current term and will not stand for re-election at the 2013 Annual Meeting of Shareholders. Mr. Neale has continued his service past the age of 70 due to a previous resolution passed by the Board of Directors. The Company gratefully acknowledges Mr. Neale for his years of service on the Board of Directors.

The Company’s Amended and Restated Articles of Incorporation provide that the Board of Directors shall be divided into three classes, as nearly equal in number as possible, serving staggered three-year terms. The Board of Directors currently consists of nine members with three classes of four, two and three directors each.

In accordance with the Company’s Bylaws, a director shall hold office until the end of such director’s term and until the director’s successor shall have been elected, there is a decrease in the number of directors or until his or her death, resignation or removal. Vacancies may be filled by the shareholders or the remaining directors. See Selection of Nominees to the Board of Directors below.

Qualifications of Modine’s Board of Directors

Qualifications of Modine’s Board of Directors as a Governing Entity

Modine’s Board consists of proven business and technology leaders from various industries, disciplines and end markets, who know Modine, its products and its businesses well. For a majority of the members of the Board, that knowledge has been gained or enhanced from years of service as members of Modine’s Board. For most individuals who joined the Board more recently, that knowledge was gained in employment with industry leaders in markets important to the Company - commercial vehicle original equipment manufacturers (“OEMs”), off-highway OEMs and developers and manufacturers of commercial HVAC products. The Board benefits from the interplay among a technologist at an internationally recognized university; former Chief Financial Officers of large, complex public companies; former managers of international public companies; Modine’s Chief Executive Officer; and former executives of OEMs in the Company’s markets, as well as the experience brought by those who serve on other public company Boards. Modine’s board consists of dedicated individuals with high integrity and discipline and who have a strong desire to use their skills to govern Modine in a responsible manner.

Individual Qualifications of the Members of Modine’s Board of Directors

The Board of Directors’ Corporate Governance and Nominating Committee (the “Nominating Committee”), a committee consisting of all of the independent directors of the Company, has determined that the Board needs certain specialized expertise as well as broad leadership experience to direct the Company to achieve its strategic goals. The Nominating Committee considers the following qualities and experiences to be necessary for the proper functioning of a Board of a responsible, global, technology-driven company:

- Business operations leadership;
- Relevant industry experience;
- Global business experience;
- Financial expertise;
- Technological expertise;
- Corporate governance expertise; and
- Financial markets experience.

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A description of the qualities provided by each Board member who will continue in service after the 2013 Annual Meeting of Shareholders is included below with the description of the individual's experience and public company directorships.

Board Skills Matrix

The chart below summarizes the specific qualifications, attributes, and skills for each director. An "X" in the chart below indicates that the item is a specific reason that the director was nominated to serve on the Board. The lack of an "X" does not mean that the director does not possess that qualification or skill. Rather, an "X" indicates a specific area of focus or expertise of a director on which the Board currently relies.

| Board of Directors | Required Expertise             |                              |                            |                     |                         |                                |                              |
|--------------------|--------------------------------|------------------------------|----------------------------|---------------------|-------------------------|--------------------------------|------------------------------|
|                    | Business Operations Leadership | Relevant Industry Experience | Global Business Experience | Financial Expertise | Technological Expertise | Corporate Governance Expertise | Financial Markets Experience |
| Mr. Burke          | X                              | X                            | X                          |                     | X                       | X                              |                              |
| Mr. Anderson       | X                              | X                            | X                          |                     |                         | X                              |                              |
| Mr. Cooley         |                                |                              | X                          | X                   |                         | X                              | X                            |
| Dr. Garimella      |                                |                              |                            |                     | X                       |                                |                              |
| Mr. Moore          | X                              | X                            | X                          |                     |                         |                                |                              |
| Mr. Patterson      | X                              | X                            | X                          |                     |                         | X                              |                              |
| Ms. Petrovich      | X                              | X                            | X                          |                     |                         | X                              |                              |
| Ms. Williams       |                                |                              | X                          | X                   |                         | X                              | X                            |

## 2013 Nominees for Director

The Nominating Committee nominated Messrs. Thomas A. Burke and Charles P. Cooley and Ms. Mary L. Petrovich for election as directors. Mr. Cooley and Ms. Petrovich are considered independent under the New York Stock Exchange ("NYSE") corporate governance rules.

The Board of Directors recommends a vote "FOR" Messrs. Thomas A. Burke and Charles P. Cooley and Ms. Mary L. Petrovich.

## Vote Required for Approval

Directors in an uncontested election are elected by a majority of the votes cast by holders of shares of the Company's common stock entitled to vote in the election at a shareholder meeting at which a quorum is present. Because abstentions and broker non-votes are not considered votes cast, they will not have an effect on the vote.

Name    Principal Occupation, Directorships and Qualifications

Nominees to be Elected for Terms Expiring in 2016:

President and Chief Executive Officer of the Company since 2008.

Thomas Current

A. Burke Position: Mr. Burke joined Modine in May 2005 as Executive Vice President and subsequently served as Executive Vice President and Chief Operating Officer (July 2006 – March 2008). Prior to Age 55 joining Modine, Mr. Burke worked for five years in various management positions with Director Experience: Visteon Corporation, a leading supplier of parts and systems to automotive manufacturers, since 2008 including as Vice President of North American Operations (2002 – May 2005) and Vice President, European and South American Operations (2001 – 2002). Prior to working at Visteon Corporation, Mr. Burke worked in positions of increasing responsibility at Ford Motor Company.

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Specific Attributes and Skills for Mr. Burke:

| <u>Expertise</u>               | <u>Discussion of Skills and Attributes</u>  |
|--------------------------------|---|
| Business Operations Leadership | Mr. Burke serves as the President and Chief Executive Officer of the Company.   |
| Relevant Industry Experience   | Mr. Burke has unique knowledge of the challenges, risks and opportunities facing a global supplier of thermal management products to global customers gained through his experience with the Company as well as Visteon Corporation and Ford Motor Company. Mr. Burke's membership on the Board and leadership of the Company's Executive Council help to ensure that the Board is linked to the Company's management and operations. |
| Global Business Experience     | Mr. Burke's extensive operational managerial experience at Ford Motor Company, Visteon Corporation and the Company provide him with significant insight and experience in the operations, challenges and complex issues facing global manufacturing businesses.   |
| Technological Expertise        | Mr. Burke has a strong background in and knowledge of thermal management technology.  |
| Corporate Governance Expertise | Mr. Burke has gained significant corporate governance experience in his role as President and Chief Executive Officer of the Company.   |

|  |                               |  |
|--|-------------------------------|--|
|  | Current Position:             | Retired.   |
| Charles P. Cooley<br>Age 57<br>Director since 2006 | Experience:                   | Mr. Cooley retired as Senior Vice President and Chief Financial Officer of The Lubrizol Corporation, a specialty chemical company (April 2009 – September 2011). Mr. Cooley joined The Lubrizol Corporation as Vice President and Chief Financial Officer (April 1998 – July 2005) and subsequently served as its Senior Vice President, Treasurer and Chief Financial Officer (July 2005 – April 2009). Prior to joining The Lubrizol Corporation, Mr. Cooley was Assistant Treasurer of Corporate Finance, Atlantic Richfield Company (ARCO) and Vice President, Finance, ARCO Products Company. |
|  | Public Company Directorships: | KeyCorp  |

Specific Attributes and Skills for Mr. Cooley:

| <u>Expertise</u>               | <u>Discussion of Skills and Attributes</u>   |
|--------------------------------|--|
| Global Business Experience     | Mr. Cooley served as the Chief Financial Officer of The Lubrizol Corporation, a company with extensive operations throughout the world.  |
| Financial Expertise            | Mr. Cooley has substantial experience as the Chief Financial Officer of The Lubrizol Corporation including extensive knowledge of complex accounting issues, capital management and internal controls.                                     |
| Corporate Governance Expertise | In his role as Chief Financial Officer of The Lubrizol Corporation, Mr. Cooley gained significant experience implementing effective corporate governance practices. In addition, Mr. Cooley serves on the board of another public company. |

Financial  
Markets  
Experience

As the Chief Financial Officer of The Lubrizol Corporation, Mr. Cooley had significant experience in the financial markets in which the Company competes for financing.

Current  
Position: Senior Advisor to Industrial and Transportation Group of The Carlyle Group, a global private equity firm, since July 2011.

Mary L.  
Petrovich  
Age 50  
Director  
since July  
2011

Experience: Ms. Petrovich served as the General Manager of AxleTech International, a supplier of off-highway and specialty vehicle drive train systems and components, after its acquisition by General Dynamics Corporation (December 2008 – July 2011). Ms. Petrovich served as Chairman and Chief Executive Officer of AxleTech International from 2001 through the December 2008 sale of the company to General Dynamics Corporation. Prior to AxleTech International, Ms. Petrovich held various leadership positions with the Driver Controls Division of Dura Automotive Systems Inc. and AlliedSignal Friction Materials.

Public Company Directorships: GT Solar International, Inc.;  
WABCO Holdings Inc.; and  
Woodward, Inc.

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Specific Attributes and Skills for Ms. Petrovich:

| <u>Expertise</u>               | <u>Discussion of Skills and Attributes</u>   |
|--------------------------------|--|
| Business Operations Leadership | Ms. Petrovich gained her business operations leadership experience as Chairman and Chief Executive Officer of AxleTech International and as General Manager of AxleTech International after its acquisition by General Dynamics Corporation. She continues to enhance this experience in her current capacity with The Carlyle Group. This experience, together with her operational experience with Six Sigma lean manufacturing techniques, supply chain management and evaluation of new business opportunities, provides the Board with valuable knowledge in its oversight of the Company's operational efficiency. |
| Relevant Industry Experience   | Ms. Petrovich has extensive experience in the automotive, off-highway and transportation industries gained in her roles with AxleTech International, Dura Automotive Systems Inc. and AlliedSignal Friction Materials.   |
| Global Business Experience     | Ms. Petrovich's extensive managerial experience, as described above, provides her with significant insight and experience in the operations, challenges and complex issues facing global manufacturing businesses.   |
| Corporate Governance Expertise | Ms. Petrovich serves on the board of several public companies.   |

Directors Continuing in Service for Terms Expiring in 2015:

|   |  |
|---|--|
| Dr. Suresh V. Garimella<br>Age 49<br>Director since July 2011 | <p><b>Current Position:</b> Associate Vice President for Engagement, Purdue University and R. Eugene and Susie E. Goodson Distinguished Professor in the School of Mechanical Engineering and Birck Nanotechnology Center, Purdue University; Director of the Cooling Technologies Research Center, Purdue University School of Mechanical Engineering and Birck Nanotechnology Center (since 2002).</p> <p><b>Experience:</b> Dr. Garimella has served as a professor of Mechanical Engineering at the University of California at Berkeley; University of Wisconsin-Milwaukee; The University of New South Wales, Sydney, Australia; Xi'an JiaoTong University, Xi'an, China; Technical University of Darmstadt, Germany and Purdue University. Dr. Garimella received his Bachelor of Technology in Mechanical Engineering from Indian Institute of Technology, Madras, India, his M.S. in Mechanical Engineering from The Ohio State University and his Ph.D. in Mechanical Engineering from the University of California at Berkeley.</p> |
|---|--|

Specific Attributes and Skills for Dr. Garimella:

| <u>Expertise</u>        | <u>Discussion of Skills and Attributes</u>   |
|-------------------------|--|
| Technological Expertise | Dr. Garimella is a renowned expert in thermal management and heat transfer technology, which is central to the success of the Company. |
|                         | Current Position: Retired.   |

Christopher

W. Patterson Experience:

Age 58

Director

since 2010

Mr. Patterson retired as President and Chief Executive Officer of Daimler Trucks North America LLC, a leading producer of heavy-duty and medium-duty trucks and specialized commercial vehicles in North America. Mr. Patterson served in this capacity from 2005 until his retirement in 2009. Prior to this, he held senior positions, including as Senior Vice President, Service & Parts, with Freightliner LLC (predecessor to Daimler Trucks North America) and other international, commercial Public Company truck producers.

Directorships:

Finning International Inc., Vancouver, B.C. (Canada)

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Specific Attributes and Skills for Mr. Patterson:

| <u>Expertise</u>               | <u>Discussion of Skills and Attributes</u>  |
|--------------------------------|---|
| Business Operations Leadership | Mr. Patterson gained his business operations leadership experience as the President and Chief Executive Officer of Daimler Trucks North America LLC and brings extensive strategic sales and marketing experience to the Company's Board.   |
| Relevant Industry Experience   | Mr. Patterson has a significant understanding of commercial truck markets and the operations of a global commercial vehicle OEM.  |
| Global Business Experience     | Mr. Patterson's extensive executive and leadership experience, as described above, gives him valuable insight into the complexities, challenges and issues facing global manufacturing businesses.  |
| Corporate Governance Expertise | Mr. Patterson has significant corporate governance experience from his role as the President and Chief Executive Officer of Daimler Trucks North America LLC. In addition, Mr. Patterson serves on the board of another public company and has completed educational programs on corporate governance topics. |

Directors Continuing in Service for Terms Expiring in 2014:

|  |  |
|--|--|
|  | Retired.   |
| David J. Anderson<br>Age 65<br>Director since 2010 | <p>Current Position: Mr. Anderson retired as President and Chief Executive Officer of Sauer-Danfoss Inc., a worldwide leader in the design, manufacture and sale of engineered hydraulic, electric and electronic systems and components. Mr. Anderson served in this capacity and as a director of Sauer-Danfoss Inc. from 2002 until his retirement in 2009. Prior to that time, he served in various senior leadership positions in strategic planning, business development and sales and marketing.</p> <p>Experience:</p> <p>Public Company Directorships: MTS Systems Corporation (Chairman, August 2011 - present); Schnitzer Steel Industries Inc.; and Sauer-Danfoss Inc. (July 2002 - June 2009; Executive Director and Co-Vice Chairman (June 2008 – June 2009))</p> |

Specific Attributes and Skills for Mr. Anderson:

| <u>Expertise</u>               | <u>Discussion of Skills and Attributes</u>   |
|--------------------------------|--|
| Business Operations Leadership | Mr. Anderson gained his business operations leadership experience as President and CEO of Sauer-Danfoss Inc. where he gained his significant understanding of successful leadership of a growing, global, high-technology, industrial company.   |
| Relevant Industry Experience   | Sauer-Danfoss Inc., a company at which Mr. Anderson spent 25 years of his career, develops, manufactures and markets advanced systems for the distribution and control of power in mobile equipment. Over the course of his career with Sauer-Danfoss Inc., Mr. Anderson became thoroughly familiar with the market for products to industrial OEMs. |

Global Business Experience Mr. Anderson has significant global experience having led the post-merger integration of Sauer-Sandstrand and Danfoss Fluid Power into its end state of 26 manufacturing sites in 11 countries.

Corporate Governance Expertise Mr. Anderson currently serves on the board of two international public companies, and formerly served on the board of Sauer-Danfoss Inc.

Larry O. Moore Retired.

Current

Age 63 Position:

Director

Experience: Mr. Moore retired as Senior Vice President, Module Centers & Operations of Pratt & Whitney, a division of United Technologies and a manufacturer of aircraft engines. Mr. Moore served in this capacity from 2002 until his retirement in 2009. Prior to joining Pratt & Whitney, Mr. Moore served in various management positions with Cummins and Ford Motor Company.

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Specific Attributes and Skills for Mr. Moore:

| <u>Expertise</u>                                    | <u>Discussion of Skills and Attributes</u>   |
|---|--|
| Business Operations Leadership                      | Mr. Moore gained his business operations leadership experience, including experience in low cost country sourcing and operational excellence, at United Technologies where he served as Senior Vice President, Module Centers & Operations of Pratt & Whitney, and at Cummins where he served in various operations management positions.  |
| Relevant Industry Experience                        | Mr. Moore has a deep understanding of the diesel engine markets for off-highway and commercial truck markets gained over his 23-year career in various positions with Volkswagen of America, Inc., General Motors Corporation, Ford Motor Company as well as Cummins and Pratt & Whitney.  |
| Global Business Experience                          | Mr. Moore has extensive experience working with global industrial companies.   |
| Marsha C. Williams<br>Age 62<br>Director since 1999 | <p style="text-align: center;">Retired.</p> <p>Current Position: Ms. Williams retired as Senior Vice President and Chief Financial Officer of Orbitz Worldwide, Inc., an online travel company (July 2007 - December 2010). Prior to joining Orbitz Worldwide, Inc., Ms. Williams was Executive Vice President and Chief Financial Officer (2002 – February 2007) of Equity Office Properties Trust, a real estate investment trust. Prior to that time, Ms. Williams was Chief Administrative Officer of Crate and Barrel and served as Vice President and Treasurer of Amoco Corporation; Vice President and Treasurer of Carson Pirie Scott &amp; Company; and Vice President of The First National Bank of Chicago.</p> <p style="text-align: center;">Chicago Bridge &amp; Iron Company N.V.;</p> <p>Public CompanyFifth Third Bancorp;</p> <p>Directorships: Davis Funds; and<br/>Selected Funds (1995 – 2008)</p> |

Specific Attributes and Skills for Ms. Williams:

| <u>Expertise</u>               | <u>Discussion of Skills and Attributes</u>   |
|--------------------------------|--|
| Global Business Experience     | Ms. Williams was an officer of Orbitz Worldwide, Inc. and is currently a director of several public companies with global operations. In these roles, Ms. Williams has accumulated extensive knowledge of global finance, capital management, internal controls and human resources. |
| Financial Expertise            | As the Vice President and CFO of Orbitz Worldwide, Inc. and Executive Vice President and CFO of Equity Office Properties Trust, Ms. Williams gained significant financial acumen relating to complex, global companies.  |
| Corporate Governance Expertise | Ms. Williams serves on the board of several public companies.  |
| Financial Markets              | As the former Vice President and CFO of Orbitz Worldwide, Inc. and Executive Vice President and CFO of Equity Office Properties Trust, Ms. Williams has significant experience in the financial  |

Experience markets in which the Company competes for financing.

## CORPORATE GOVERNANCE

The Company's business is managed under the direction of its Board of Directors, pursuant to the laws of the State of Wisconsin, its Amended and Restated Articles of Incorporation and its Bylaws. Members of the Board of Directors are kept informed of the Company's operations through discussions with the CEO and key members of management, by reviewing materials provided to them and by participating in meetings of the Board of Directors and its committees.

The Company reviews and evaluates its corporate governance policies and practices, particularly in light of the rules of the Securities and Exchange Commission ("SEC") and the NYSE, and believes that its current policies and practices meet these requirements. The Company's corporate governance policies, including its Guidelines on Corporate Governance and charters for committees of the Board, are available on its website, [www.modine.com](http://www.modine.com), and are also available in print to any shareholder or other interested person upon request.

### Code of Ethics

The Company's Code of Ethics and Business Conduct (the "Code of Ethics") summarizes the compliance and ethical standards and expectations the Company has for all of its employees, officers (including the principal executive officer, principal financial officer and principal accounting officer) and directors with respect to their conduct in furtherance of Company business. It contains procedures for reporting suspected violations of the Code of Ethics, including procedures for the reporting of questionable accounting or auditing matters or other concerns regarding accounting, internal accounting controls or auditing matters. The Company has established a Business Ethics Program that includes an Internet and phone Helpline through which employees and others may report concerns, anonymously and in confidence, regarding such matters. A copy of the Code of Ethics, as well as further information regarding the Business Ethics Program, is available on the Company's website, [www.modine.com](http://www.modine.com). These materials are also available in print to any shareholder or other interested person upon request. If we make any substantive amendment to the Code of Ethics, we will disclose the nature of such amendment on our website or in a current report on Form 8-K. In addition, if a waiver of the Code of Ethics is granted to an executive officer or director, we will disclose the nature of such waiver on our website, in a press release or in a current report on Form 8-K.

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### Director Independence

The Company's Guidelines on Corporate Governance require that a majority of the Board's members be independent. The Company also believes it is in its best interest to have the President and CEO of the Company serve as a director. At a minimum, to qualify as "independent," a director must meet the independence standards of the NYSE. The Nominating Committee assesses independence on a regular basis, and each director is responsible for bringing to the attention of the Nominating Committee any changes to his or her status that may affect independence. In addition, the directors complete, on an annual basis, a questionnaire prepared by the Company that is designed to elicit information that the Board uses to assess director independence. At least annually, the Board reviews the relationships that each director has with the Company. Only those directors that the Board affirmatively determines have no material relationship with the Company, and who do not have any of the relationships that prevent independence under the standards of the NYSE, are considered to be independent directors.

The Board has determined that all of the directors, other than Mr. Burke, are independent within the meaning of the listing standards of the NYSE. The Board concluded that none of these directors has any of the relationships with the Company set forth in the NYSE listing standards that prevent independence and had no other business or other relationships with the Company that would preclude a determination of his or her independence. Mr. Burke is not independent given his position as President and CEO of the Company.

### Certain Relationships and Related Party Transactions

The Code of Ethics requires that all officers, employees and directors of the Company avoid any situation that conflicts with the proper discharge of his or her responsibility to the Company or that impairs his or her ability to exercise independence of judgment with respect to the transactions in which he or she is involved for the Company. Significant transactions with the Company's officers, employees or directors or their relatives, or enterprises in which they have material interests, are not permitted unless such transactions are fully disclosed and approved by the Board of Directors or the Audit Committee as being in the best interest of the Company.

Modine is a large global organization that engages in thousands of purchases, sales and other transactions annually. Modine may enter into purchase and sale transactions with other companies, universities and entities in which members of the Board of Directors are employed or are members of the Board. Modine enters into these arrangements in the ordinary course of business and at competitive prices and terms. The Company anticipates that similar transactions may occur in the fiscal year ending March 31, 2014.

At the end of each fiscal year, each director and officer must respond to a questionnaire that requires him or her to identify any transaction or relationship that occurred during the year or any proposed transaction that involves Modine (or any subsidiary or affiliate of Modine) and that individual, his or her immediate family or any entity with which he, she or such immediate family member is associated. All responses to the questionnaires are reviewed by the Company's Legal Department and shared with the President and CEO, as appropriate. Based upon such review, there were no related party transactions with respect to persons who were officers or directors during fiscal 2013.

### Non-Executive Chairman or Lead Director

Gary L. Neale is the Non-Executive Chairman of the Board and will serve in that capacity until his retirement from the Board following the 2013 Annual Meeting of Shareholders. As Non-Executive Chairman of the Board, Mr. Neale presides over meetings of the shareholders, the Board of Directors and executive sessions of the Board of Directors and carries out such other duties as directed by the Board of Directors. The Company believes this leadership structure is in the best interest of the Company's shareholders at present because it allows the Company to benefit from the unique leadership ability and industry experience that Mr. Neale possesses. Following Mr. Neale's retirement, Marsha Williams will assume the position of Lead Director and will be responsible for the activities identified above

and others listed in the Company's Guidelines on Corporate Governance. The Board does not intend to nominate a Chairman at this time.

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### Risk Oversight

The Board of Directors has overall responsibility for risk oversight for the Company. Management provides the Board with information on a regular basis to keep the members of the Board of Directors apprised of identified risks. These risks, including financial, organizational and strategic risks, are reviewed and discussed with the Board as part of the business and operating review conducted at each of the Board's regular meetings. As described below under Committees of the Board of Directors, the Board of Directors has delegated certain responsibilities to its committees. The committees have oversight of risks that fall within their areas of responsibility. The Audit Committee has primary oversight of the Company's financial reporting, internal control and compliance risks. The Officer Nomination and Compensation Committee evaluates the risks arising from the Company's compensation policies and programs. Management is responsible for managing risk and the Company's enterprise risk management program.

### Selection of Nominees to the Board of Directors

The Nominating Committee considers prospective candidates for Board membership who are recommended by its members, as well as management, shareholders and independent consultants hired by the Nominating Committee.

The Nominating Committee may also decide to engage a professional search firm to assist in identifying qualified candidates. When such a search firm is engaged, the Nominating Committee sets its fees and scope of engagement.

Once the Nominating Committee identifies a prospective nominee, it initially determines whether to conduct a full evaluation of the candidate. The Nominating Committee makes its initial determination based on the information provided to it with the recommendation of the prospective candidate, as well as the Nominating Committee's own knowledge of the prospective candidate, which may be supplemented by inquiries to the person making the recommendation or others.

The Nominating Committee evaluates the prospective nominee, considering factors it deems appropriate, including the current composition of the Board and the evaluations of other prospective nominees. In assessing candidates, the Board considers the required areas of expertise set forth above in Item 1 (business operations leadership; relevant industry experience; global business expertise; financial expertise; technological expertise; corporate governance expertise and financial markets experience) as well as issues such as the individual's education, contribution to diversity of the Board and others frequently encountered by a global business.

In choosing a candidate for Board membership, every effort is made to complement and supplement skills within the existing Board and strengthen any identified areas. Further criteria include a candidate's personal and professional ethics, integrity and values, as well as his or her willingness and ability to devote sufficient time to attend meetings and participate effectively on the Board.

In connection with this evaluation, the Board determines whether to interview the prospective nominee. If an interview is warranted, one or more members of the Board of Directors, and others as appropriate, will interview prospective nominees. After completing the evaluation and interview, the Nominating Committee makes a recommendation to the Board regarding the nomination of a candidate and the Board acts on that recommendation.

### Shareholder Nominations and Recommendations of Director Candidates

The Bylaws of the Company provide that any shareholder who is entitled to vote for the election of directors at a meeting called for such purpose may nominate persons for election to the Board of Directors. Shareholders who desire to nominate a person or persons for election to the Board must comply with the notice requirements in the Bylaws, a copy of which is available from the Company's Secretary. For consideration at the 2014 Annual Meeting of Shareholders, nominations must be received by the Secretary no earlier than April 10, 2014 and no later than May 5, 2014. Shareholders who want to submit a recommendation for a director candidate for the Board may submit the

recommendation to the Board using the procedure described below under Shareholder and Other Interested Persons' Communication with the Board. The Nominating Committee intends to evaluate candidates recommended by shareholders in the same manner that it evaluates other candidates. The Nominating Committee requests that it receive any such recommendations by October 1, 2013 for the 2014 Annual Meeting of Shareholders.

#### Shareholder and Other Interested Persons' Communication with the Board

Shareholders and other interested persons wishing to communicate with the Board of Directors or with a Board member (including the Non-Executive Chairman or Lead Director) should address communications to the Board or to the particular Board member, c/o Secretary, Modine Manufacturing Company, 1500 DeKoven Avenue, Racine, Wisconsin 53403-2552. In accordance with a process approved by the Board of Directors, the Secretary reviews all such correspondence. The Secretary forwards to the Board a summary of all such correspondence and copies of all correspondence that, in the opinion of the Secretary, deal with the functions of the Board or committees thereof or that she otherwise determines requires their attention. Concerns relating to accounting, internal controls or auditing matters are immediately brought to the attention of the Company's Business Ethics Committee and handled in accordance with procedures established by the Audit Committee with respect to such matters. From time to time, the Board may change the process by which shareholders and other interested persons may communicate with the Board of Directors or its members. Please refer to the Company's website, [www.modine.com](http://www.modine.com), for any changes to this process.

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Committees of the Board of Directors

Audit Committee

The Audit Committee is a separately designated standing committee of the Board of Directors, established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The functions of the Audit Committee are described below in the Report of the Audit Committee in this proxy statement. The charter of the Audit Committee is available on the Company’s website, [www.modine.com](http://www.modine.com).

The Board of Directors has determined that each member of the Audit Committee is independent as defined in the corporate governance listing standards of the NYSE relating to audit committees. The Board of Directors has determined that each Audit Committee member satisfies the financial literacy and experience requirements of the NYSE, and that Mr. Cooley (the Chair of the Committee) and Ms. Williams each qualify as an audit committee financial expert within the meaning of the SEC rules.

Officer Nomination and Compensation Committee

The Officer Nomination and Compensation Committee of the Board of Directors (the “ONC Committee”) is composed exclusively of non-employee, independent directors with no business relationship with the Company, other than in their capacity as directors, and no interlocking relationships with the Company that are subject to disclosure under the rules of the SEC related to proxy statements. The charter of the ONC Committee is available on the Company’s website, [www.modine.com](http://www.modine.com).

The ONC Committee oversees and provides strategic direction to management regarding the Company’s executive compensation practices. The ONC Committee reviews the performance of the executive officers, other than the CEO, and works in conjunction with the Nominating Committee to review the performance of the CEO; reviews candidates for positions as officers; makes recommendations to the Board on certain officer candidates; makes recommendations to the Board on compensation of the CEO; determines, with the CEO’s recommendations, the compensation of non-CEO executive officers and other officers of the Company; considers recommendations made by its compensation consultant relating to director compensation and presents those recommendations to the Board; administers the incentive compensation plans in which executive officers and directors participate; and reviews the Company’s benefit programs made available to some or all salaried employees of the Company.

Mr. Burke, as President and CEO, recommends to the ONC Committee any compensation changes affecting the Company’s officers, including the other NEOs, other than himself. Mr. Burke presents to the ONC Committee the performance and leadership behavior goals and expectations of each such officer and the level of achievement of those goals as well as the Company’s performance during the fiscal year. The ONC Committee reviews Mr. Burke’s recommendations and either approves or does not approve any compensation matters affecting such officers of the Company. Mr. Burke has no role in setting his own compensation.

In fiscal 2013, the ONC Committee retained Farient Advisors LLC (“Farient”) as its independent executive compensation consultant. Farient reports directly to the ONC Committee and provides no services to the Company. The ONC Committee has determined that Farient is independent under the NYSE Listing Standards. A representative of Farient attends meetings of the ONC Committee upon invitation by the Chair of the ONC Committee, either by phone or in person, and communicates with the Chair between meetings. Farient conducted a comprehensive benchmarking analysis of the Company’s pay levels for the CEO, non-CEO executive officers and other officers of the Company, by pay component, using proxy data of the peer companies and compensation survey data. In addition, Farient benchmarked the Company’s executive pay programs and practices, including severance and change-in-control arrangements, as well as its goals and performance. The ONC Committee considered Farient’s analyses in determining its decisions; however, the ONC Committee made all decisions regarding the compensation of

Modine's officers, including its named executive officers (except for the CEO, whose compensation is set by the full Board). Additionally, Farient regularly updated the ONC Committee on regulatory and market trends and assisted with the benchmarking of Board of Director compensation practices and levels.

#### Compensation Committee Interlocks and Insider Participation

The Company had no Compensation Committee Interlocks, as defined by the SEC, during fiscal 2013.

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## Corporate Governance and Nominating Committee

The Nominating Committee develops and implements policies and practices relating to corporate governance matters, including reviewing and monitoring implementation of the Company's Guidelines on Corporate Governance and the Code of Ethics; develops and reviews background information on prospective nominees to the Board and makes recommendations to the Board regarding such persons; supervises the Board's annual self-evaluation working with an outside law firm to conduct such evaluation; and works with the ONC Committee, as appropriate, to review and monitor succession plans relating to the CEO and to evaluate the performance of the CEO. The Nominating Committee is composed exclusively of independent directors with no business relationship with the Company, other than in their capacity as directors, and no interlocking relationships with the Company that are subject to disclosure under the rules of the SEC related to proxy statements. The charter of the Nominating Committee is available on the Company's website, [www.modine.com](http://www.modine.com).

## Technology Committee

The Technology Committee reviews and makes recommendations, as appropriate, to the entire Board of Directors on major strategies and other subjects related to the Company's approach, emphasis, and direction with regard to technical innovation and opportunities; the technology acquisition process to assure ongoing business growth; and development and implementation of measurement and tracking systems important to successful innovation.

## Board Meetings and Committees

The Board of Directors held five meetings during the fiscal year ended March 31, 2013 and had the following four standing committees: Audit; Officer Nomination and Compensation; Corporate Governance and Nominating; and Technology.

In July of each year, the Board selects the members of each of the committees. The table below shows the membership of each committee, the number of times the Board and each committee met and the attendance at those meetings. All directors attended at least 75 percent of the aggregate of the Board meetings and meetings of committees on which he or she served.

| Name                | Board         | Committee  |
|---------------------|---------------|--|
| David J. Anderson   | 5 of 5 (100%) | Audit 5 of 6 (83%)<br>Corp. Gov. 3 of 3 (100%)                                 |
| Thomas A. Burke     | 5 of 5 (100%) | Not applicable   |
| Charles P. Cooley   | 5 of 5 (100%) | (Chair) Audit 6 of 6 (100%)<br>Corp. Gov. 3 of 3 (100%)<br>Tech. 3 of 3 (100%) |
| Suresh V. Garimella | 5 of 5 (100%) | Corp. Gov. 3 of 3 (100%)<br>ONC 5 of 5 (100%)<br>(Chair) Tech. 3 of 3 (100%)   |
| Larry O. Moore      | 5 of 5 (100%) | ONC 5 of 5 (100%)<br>Corp. Gov. 3 of 3 (100%)<br>Tech. 3 of 3 (100%)           |
| Gary L. Neale       | 5 of 5 (100%) | (Chair) Corp. Gov. 3 of 3 (100%)   |

|                          |               |   |
|--------------------------|---------------|---|
|                          |               | ONC 5 of 5 (100%)                                     |
| Christopher W. Patterson | 5 of 5 (100%) | Corp. Gov. 3 of 3 (100%)<br>Tech. 3 of 3 (100%)       |
|                          |               | Audit 6 of 6 (100%)                                   |
| Mary L. Petrovich        | 5 of 5 (100%) | Corp. Gov. 2 of 3 (67%)                               |
|                          |               | Audit 6 of 6 (100%)                                   |
| Marsha C. Williams       | 5 of 5 (100%) | (Chair) ONC 5 of 5 (100%)<br>Corp. Gov. 3 of 3 (100%) |

Audit = Audit Committee

ONC = Officer Nomination and Compensation Committee

Corp. Gov. = Corporate Governance and Nominating Committee

Tech. = Technology Committee

Attendance at the Annual Meeting. Although the Company does not have a formal policy that its directors attend the Annual Meeting of Shareholders, it expects them to do so and the Company's directors historically have attended these meetings. All of the directors attended the 2012 Annual Meeting of Shareholders. The Board of Directors conducts a meeting directly after the Annual Meeting of Shareholders.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of shares of the Company's common stock by persons known by the Company to beneficially own more than five percent of the outstanding shares:

| Name and Address of Owner (1)   | Common Stock<br>Number of<br>Shares<br>Owned<br>and<br>Nature of<br>Interest | Percent<br>of<br>Class |
|---|--|------------------------|
| Mario J. Gabelli and affiliates (2)<br>One Corporate Center<br>Rye, New York 10580-1435 | 3,356,411  | 7.11                   |
| BlackRock, Inc. (3)<br>40 East 52 <sup>nd</sup> Street<br>New York, New York            | 2,583,827  | 5.47                   |

(1) The number of shares is as of the date the shareholder reported the holdings in filings under the Exchange Act, unless more recent information was provided. The above beneficial ownership information is based on information furnished by the specified persons and is determined in accordance with Exchange Act Rule 13d-3, and other facts known to the Company.

(2) Based on Amendment No. 36 to Schedule 13D filed under the Exchange Act on April 12, 2013. Each reporting person included in the Schedule 13D: Gabelli Funds, LLC; GAMCO Asset Management Inc. ("GAMCO"); Teton Advisors, Inc.; GGCP, Inc.; GAMCO Investors, Inc.; and Mario J. Gabelli, has the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of the reported shares, except that (i) GAMCO does not have authority to vote 97,300 of the reported shares, and (ii) in certain circumstances, proxy voting committees may have voting power over the reported shares.

(3) Based on Schedule 13G filed under the Exchange Act on January 30, 2013. BlackRock, Inc. has the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of the reported shares.

The following table sets forth information regarding the beneficial ownership of shares of the Company's common stock as of May 31, 2013 by:

Each director, director-nominee and named executive officer ("NEO," as described below under the Compensation Discussion and Analysis section); and

· all directors and executive officers of the Company as a group.

| Direct<br>Ownership | Options<br>Exercisable<br>within 60<br>days<br>of May 31, | Held in<br>401(k)<br>Retirement<br>Plan | Restricted<br>Shares<br>(Not<br>Vested) | Total (1) | Percent<br>of<br>Class |
|---------------------|---|---|---|-----------|------------------------|
|---------------------|---|---|---|-----------|------------------------|

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|  | 2013    |         |        |         |           |     |   |
|--|---------|---------|--------|---------|-----------|-----|---|
| David J. Anderson  | 13,049  | 0       | NA     | 0       | 13,049    | *   |   |
| Charles P. Cooley  | 27,509  | 0       | NA     | 0       | 27,509    | *   |   |
| Suresh V. Garimella  | 10,504  | 0       | NA     | 0       | 10,504    | *   |   |
| Larry O. Moore   | 13,049  | 0       | NA     | 0       | 13,049    | *   |   |
| Gary L. Neale  | 94,134  | 18,438  | NA     | 0       | 112,572   | *   |   |
| Christopher W. Patterson                                     | 19,899  | 0       | NA     | 0       | 19,899    | *   |   |
| Mary L. Petrovich  | 10,504  | 0       | NA     | 0       | 10,504    | *   |   |
| Marsha C. Williams   | 27,301  | 0       | NA     | 0       | 27,301    | *   |   |
| Thomas A. Burke  | 143,173 | 376,817 | 8,177  | 139,805 | 667,971   | 1.4 | % |
| Michael B. Lucareli  | 15,515  | 24,760  | 971    | 26,962  | 68,208    | *   |   |
| Thomas F. Marry  | 27,581  | 86,015  | 937    | 100,698 | 215,231   | *   |   |
| Holger Schwab  | 0       | 0       | NA     | 0       | 0         | *   |   |
| Scott L. Bowser  | 23,436  | 48,613  | 3,567  | 41,493  | 117,109   | *   |   |
| Margaret C. Kelsey   | 14,573  | 57,079  | 318    | 26,330  | 98,300    | *   |   |
| Scott D. Wollenberg  | 3,905   | 23,617  | 915    | 20,741  | 49,178    | *   |   |
| All directors and executive officers as a group (15 persons) | 444,131 | 635,339 | 14,885 | 356,029 | 1,450,384 | 3.1 | % |

\* Represents less than one percent of the class.

(1) Includes shares of common stock that are issuable upon the exercise of stock options exercisable within 60 days of the record date. Such information is not necessarily to be construed as an admission of beneficial ownership.

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## COMPENSATION OF DIRECTORS

Employees of Modine do not receive any compensation for serving on the Board. For the 2013 fiscal year, non-employee directors, including the Non-Executive Chairman of the Board, received the following: an annual retainer of \$70,000, payable quarterly; an annual retainer of \$9,000 for acting as Chair of the ONC Committee or Nominating Committee, an annual retainer of \$7,500 for acting as Chair of the Technology Committee and an annual retainer of \$10,000 for acting as Chair of the Audit Committee; reimbursement for travel, lodging, and related expenses incurred in attending Board and/or committee meetings; and travel-accident and director and officer liability insurance.

The Amended and Restated 2008 Incentive Compensation Plan (the "Incentive Plan") gives discretion to the Board, or a committee of the Board, to grant stock options and stock awards to non-employee directors. The Board or the ONC Committee, as applicable, has broad discretionary authority to set the terms of awards under the Incentive Plan. It is the current practice of the Board of Directors to grant unrestricted stock awards after the Annual Meeting to each non-employee director who was in service prior to the Annual Meeting and whose service is continuing. The Company granted each such non-employee director of the Company (other than the Non-Executive Chairman) 10,504 unrestricted shares of stock in October 2012, electing to defer its decision until that time. The Company granted Mr. Neale, the Non-Executive Chairman, 21,008 shares of stock at the same time. The Company granted Mr. Neale the greater number of shares to compensate him for his work as Non-Executive Chairman. As Non-Executive Chairman, Mr. Neale, among other duties, generally attends all meetings of the Board's committees but does not receive any attendance fee for those meetings.

## 2013 Director Compensation Table

The following table sets forth compensation paid to non-employee members of the Company's Board of Directors in fiscal 2013:

| Name                     | Fees              |                         | Change                   | Total (\$) |
|--------------------------|-------------------|-------------------------|--------------------------|------------|
|                          | Paid in Cash (\$) | Stock Awards (\$)(1)(2) | in Pension Value (\$)(3) |            |
| David J. Anderson        | 70,000            | 74,999                  | NA                       | 144,999    |
| Charles P. Cooley        | 80,000            | 74,999                  | NA                       | 154,999    |
| Suresh V. Garimella      | 77,500            | 74,999                  | NA                       | 152,499    |
| Larry O. Moore           | 70,000            | 74,999                  | NA                       | 144,999    |
| Gary L. Neale            | 70,000            | 149,998                 | 20,699                   | 240,697    |
| Christopher W. Patterson | 70,000            | 74,999                  | NA                       | 144,999    |
| Mary L. Petrovich        | 70,000            | 74,999                  | NA                       | 144,999    |
| Marsha C. Williams       | 79,000            | 74,999                  | 149                      | 154,148    |

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(1) In October 2012, all of the independent directors, other than Mr. Neale, who were in service prior to the Annual Meeting and whose service was continuing, were granted 10,504 shares of unrestricted stock under the Incentive Plan. As explained above, the Company granted 21,008 shares of unrestricted stock to Mr. Neale at that same time.

None of the directors included in the table above held any unvested stock awards as of the end of fiscal 2013. As of March 31, 2013, the directors included in the table above held options to purchase shares of common stock, all of which are exercisable, as follows: Mr. Anderson – none; Mr. Cooley – none; Dr. Garimella - none; Mr. Moore – none; Mr. Neale – 18,438 shares; Mr. Patterson – none; Ms. Petrovich – none; and Ms. Williams - none.

(2) Represents the aggregate grant date fair value of stock grants computed in accordance with Financial Accounting Standards Board (“FASB”) ASC Topic 718. The assumptions used to determine the value of the awards are discussed in Note 4 of the Notes to the Consolidated Financial Statements of the Company contained in the Company’s Form 10-K for the fiscal year ended March 31, 2013.

(3) Represents the change in pension value between the end of fiscal 2012 and the end of fiscal 2013 under the Modine Manufacturing Company Director Emeritus Retirement Plan. The change in pension value is solely a result of the change in the interest rate used to calculate the present value of the pension benefit under the Director Emeritus Retirement Plan because no benefits otherwise continue to accrue under that plan. The Company used interest rates of 4.35 percent and 4.86 percent, respectively, to calculate the present value of the pension benefit at March 31, 2013 and March 31, 2012.

The Board of Directors adopted the Director Emeritus Retirement Plan pursuant to which any person, other than an employee of the Company, who was or became a director of Modine on or after April 1, 1992 and who retired from the Board would be paid a retirement benefit equal to the annualized sum directors were paid for their service to the Company as directors (including Board meeting attendance fees but excluding any applicable committee attendance fees) in effect at the time such director ceased his or her service as a director. The retirement benefit continues for the period of time equal in length to the duration of the director’s Board service. If a director dies before retirement or after retirement during such period, his or her spouse or other beneficiary would receive the benefit. In the event of a change in control (as defined in the Director Emeritus Retirement Plan) of Modine, each eligible director, or his or her spouse or other beneficiary entitled to receive a retirement benefit through him or her, would be entitled to receive a lump-sum payment equal to the present value of the total of all benefit payments that would otherwise be payable under the Director Emeritus Retirement Plan. The retirement benefit is not payable if the director, directly or indirectly, competes with the Company or if the director is convicted of fraud or a felony and such fraud or felony is determined by disinterested members of the Board of Directors to have damaged Modine. Effective July 1, 2000, the Director Emeritus Retirement Plan was frozen with no further benefits accruing under it. Ms. Williams and Mr. Neale accrued pension benefits under the Director Emeritus Retirement Plan until it was frozen on July 1, 2000.

Share Ownership Guidelines - Directors

Effective January 16, 2008, the Board adopted share ownership guidelines for incumbent members of the Board of Directors. The Board believes that in order to further align the interests of members of the Board and shareholders, members of the Board should have a meaningful personal investment in the Company. Only shares of stock, either restricted or unrestricted, count toward the guideline figures. The guidelines generally provide that by 2013 those who were incumbent in January 2008 (Ms. Williams and Messrs. Cooley and Neale) are expected to hold shares of Company stock with a value of at least three times the value of the director’s annual cash retainer. All of those directors already comply with the guidelines. Directors who joined the Board after 2008 have five years to hold shares of Company stock with a value of at least three times the annual cash retainer at the time the director joined the Board. The share ownership guidelines for officers of the Company are described below in the Compensation Discussion and Analysis – Share Ownership Guidelines - Officers.

Compensation-Related Risk Assessment

In fiscal 2013, the ONC Committee assessed each element of compensation – base salary; annual cash bonus; long-term incentives – as well as other plans covering employees in international locations to determine whether any of such elements or plans promotes excessive or unreasonable risk-taking. The ONC Committee determined that the Company’s compensation policies and practices encourage behaviors that drive the performance of the Company as a whole and balance short-term results with longer-term results in the interests of shareholders. The ONC Committee determined that any risks arising from the Company’s compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

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COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This Compensation Discussion and Analysis describes the material components of compensation paid to Modine's named executive officers ("NEOs"), as described in the 2013 Summary Compensation Table on page 26. The Company's NEOs are:

- Thomas A. Burke, President and CEO;
- Michael B. Lucareli, Vice President, Finance and CFO;
- Thomas F. Marry, Executive Vice President and COO;
- Holger Schwab, Regional Vice President – Europe; and
- Scott L. Bowser – Regional Vice President – Asia.

Other than the Principal Executive Officer and Principal Financial Officer, Messrs. Marry, Schwab and Bowser were the three most highly compensated active executive officers as of March 31, 2013. The compensation for these individuals is listed in the tables on pages 26 through 37 of this Proxy Statement.

In this Compensation Discussion and Analysis, we will also explain the objectives of our compensation programs, why we pay the compensation we do and how that fits with the Company's commitment to provide value to our shareholders.

Executive Summary

Executive Compensation Philosophy

The ONC Committee seeks to pay our NEOs fairly and to align executive compensation with the Company's performance. The ONC Committee believes this approach will enhance shareholder return over the long term.

Goals of the Executive Compensation Program

The ONC Committee seeks to help the Company achieve its short- and long-term financial goals and encourage its executive officers to act as owners of the Company. The ONC Committee believes these goals can be accomplished through a compensation program that provides a balanced mix of cash and equity-based compensation. Base salary is designed to attract and retain executives by compensating them for their day-to-day activities, level of responsibility and sustained individual performance. The annual cash incentive is intended to reward for the achievement of annual operating goals that are critical to the Company's short-term business objectives. The equity portion of the compensation package provides incentives that are intended to focus executives on the Company's long-term success, align the executives' returns with those of shareholders, encourage long-term retention, and reward the executive for the Company's superior long-term performance.

Alignment of Objectives/Fiscal 2013 Financial Performance and Strategic Highlights

The ONC Committee believes the structure of its executive compensation program is aligned with the Company's overall performance in fiscal 2013. In fiscal 2013, the Company, among other things:

Tightly managed cash and expenses, despite unprecedented weakness in our primary end markets, which resulted in significantly reduced sales and lower earnings versus the prior year;

Completed a significant portion of the activities associated with the European restructuring program, which is designed to create a more competitive cost structure for our European operations;

Acquired Geofinity Manufacturing, a Vancouver, Canada-based technology leader of residential and commercial geothermal heat pump systems; and

Introduced multiple new products to the market, especially in the commercial HVAC portion of our business, with particular emphasis on energy efficiency and environmentally friendly performance

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Fiscal 2013 Compensation Highlights

The ONC Committee took the following actions in fiscal 2013:

Set CEO and CFO salaries at the median of Modine's peer group companies to meet its objective of offering competitive compensation.

Approved Return on Average Capital Employed ("ROACE") as the sole performance metric in the Management Incentive Plan (the "MIP") (the short-term cash bonus plan) for fiscal 2013. The ROACE metric was chosen to reward management based on the Company's performance, and is designed to incentivize an increase in shareholder value by permitting management an incremental share of improvements in operating income.

Approved ROACE, European ROACE and Cumulative Revenue as the performance metrics for the Long-Term Incentive Plan (the "LTIP") for fiscal 2013 to incentivize meeting and exceeding the Company's operating performance goals. Use of the European ROACE metric is intended to emphasize the importance of the Company's European restructuring initiative as an underlying factor in the success of the entire Company. These metrics are designed to focus management on key metrics and provide a compelling incentive plan with carefully selected standards, mitigating risk by avoiding short-term gains at the expense of the long-term health of the Company. The long-term pay orientation of the Company's compensation system (compensation mix and time horizon of the LTIP) appropriately reflects the capital intensive nature, the investment time horizon and customer planning time horizon (i.e., long-term orders and partnering for end-product production) of the business.

Approved an incentive compensation recoupment policy (the "Clawback Policy"). The Clawback Policy requires forfeiture or repayment of awards granted under the Incentive Plan (i.e., the MIP or any long-term equity awards) if the ONC Committee determines that a participant committed an act of misconduct that is adverse, or reasonably expected to be adverse, to the best interests of the Company or its shareholders. The Clawback Policy became effective for awards granted in fiscal 2013.

Reviewed and revised the composition of the Company's Peer Group used for CEO and CFO compensation and company performance comparisons.

Conducted a risk assessment of the Company's compensation practices and found no evidence of unreasonable risk taking in the Company's compensation plans and arrangements.

Reviewed regulatory, shareholder and market changes at each meeting of the Committee, including governance best practices as applicable to the Company.

Shareholder Advisory Vote on Executive Compensation

At the 2012 Annual Meeting of Shareholders, the compensation of the Company's NEOs was approved by a significant majority of the Company's shareholders in a nonbinding advisory vote. Nonetheless, the Company and ONC Committee are mindful of the results of the shareholder advisory vote and take the vote into consideration when determining and evaluating the Company's executive compensation philosophy, program and disclosure. For example, the Company has continued its ongoing efforts to be fully transparent about the link between pay and performance in its Pay for Performance discussion immediately below.

Pay for Performance

The ONC Committee believes that the Company's compensation program should encourage management to create long-term, sustained value for shareholders and to act like owners of the Company. To achieve this objective, the

compensation program is designed to balance short- and long-term considerations while rewarding management in a way that reflects the Company's performance over time. The ONC Committee further supports this objective with a strong pay for performance philosophy.

The key elements of Modine's executive compensation program that support the pay for performance philosophy include:

A median compensation positioning strategy that targets total pay as well as each element of compensation at the median of the market, and allows actual compensation to vary from the median based on higher or lower performance, i.e., above median for above market performance and below median for below market performance;

A significant portion of compensation tied to performance, including short-term and long-term incentives tied to strong financial/operational performance;

Use of measures of performance for incentives that balance strong growth and returns and provide a direct link to shareholder value over time;

A significant weighting on equity-based long-term incentives, particularly performance stock; and

Share ownership guidelines (described on page 24), requiring that executives be meaningfully invested in the Company's stock, and therefore be personally invested in the Company's performance.

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In fiscal 2013, the ONC Committee requested that Farient, the ONC Committee's independent compensation consultant, assess the relationship between our executive compensation and performance over time, with particular focus on the CEO. To conduct this analysis, Farient used its alignment methodology to test whether the Company's Performance-Adjusted Compensation™ (PAC™) is: (1) reasonable for the Company's revenue size, peer group and total shareholder return (TSR) performance; and (2) sensitive to the Company's TSR over time, given that TSR is an objective, transparent measure that shareholders generally rely upon when conducting a long-term pay for performance evaluation. PAC measures compensation outcomes after performance has occurred, rather than target compensation, which represents "expected" compensation before performance has occurred. Farient compared the CEO's PAC (including actual salary, actual short-term incentive awards, and performance-adjusted long-term incentive values) over rolling 3-year periods to TSR for the same rolling 3-year periods, and tested the results against those same variables for companies in the industry groups that are most relevant to Modine, namely Capital Goods and Automobiles and Components. The Company's PAC was then compared to a range of values, as indicated by the upper and lower boundaries on the chart below. This range reflects reasonable compensation outcomes, as determined by the companies in the relevant industries, for the performance achieved. All PAC values on the chart, current and historical, for both the Company as well as for the companies in the relevant industry groups, are adjusted to reflect the Company's current size of approximately \$1.4 billion in revenue.

Farient's analysis of the Company's pay for performance indicates that the CEO's compensation historically has been and continues to be strongly aligned with the Company's performance and shareholder interests in that it is both reasonable and closely correlated to Company performance over time. Farient reached this conclusion, with which the ONC Committee agreed, because the data points for the Company's CEOs have historically been below the upper boundary, which indicates reasonable compensation, and because the PAC generally moves up as performance rises, and generally moves down as performance falls. Specifically, for the three-year period from 2011 through 2013, the CEO's PAC was closely aligned with performance, reflecting: (1) no annual incentive payout in 2013 since the Company did not meet its objectives for the annual Management Incentive Plan; and (2) no award payouts for the 2011-2013 performance stock awards cycle, since the Company did not meet its objectives for this plan cycle. In addition, the CEO's PAC for the three-year period ending 2013 was slightly higher than that for the prior three-year period ending 2012 because the stock option and restricted stock portions of PAC reflected the Company's stock price that was higher at the end of 2013 (\$9.10) than at the end of 2012 (\$8.83).

Note: Each data point reflects Performance-Adjusted Compensation (adjusted for size and inflation) for a 3-year period and TSR for the same 3-year period. Years shown in the chart refer to the Company's fiscal years.

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Market Benchmarking of Executive Pay

The ONC Committee targets total pay, as well as each element of compensation, at the median of a peer group of companies for the CEO and CFO and at the median of a broad survey of manufacturing companies for the other NEOs. The ONC Committee believes that targeting the median is an objective way of ensuring that the Company's executive compensation practices are competitive and reasonable relative to the broader market. Actual pay may vary from the median based on differences in individual performance, job responsibilities, tenure and experience for the individuals being compared, as well as based on actual performance of the Company.

Use of Peer Group

In the fall of 2012, the ONC Committee directed Farient to review the composition of the Company's peer group. As a group, the peers have characteristics and markets similar to those of the Company. These characteristics and markets are as follows:

U.S. headquartered companies traded on major U.S. exchanges involved in these industries: industrial machinery; construction and farm machinery and heavy trucks; auto parts and equipment; industrial machinery; electrical components and equipment; and building products (HVAC related);

Companies with revenue between \$600 million and \$4 billion (approximately ½ to 2 ½ times Modine's budgeted revenue); and

Technology-intensive companies with a strong focus on OEM suppliers, distributed product expertise and global industrial customers in the vehicular and industrial/commercial (e.g., HVAC) arena.

Based upon this review, the ONC Committee removed Meritor, Inc. (due to revenues exceeding \$4 billion) and Thomas & Betts (due to an acquisition) from the peer group. Furthermore, the ONC Committee added the following companies to the peer group because of their fit with the characteristics outlined above: Actuant Corporation, which designs manufacturers and distributes industrial products and systems worldwide; Nortek, Inc, which manufactures and sells ventilation, heating and cooling equipment in North America; and Tower International, which operates as an integrated manufacturer of engineered metal components and assemblies to automotive manufacturers. After these additions and subtractions, the ONC Committee was satisfied with the size and composition of the peer group.

The following is the Company's revised peer group:

|                                     |                           |   |
|-------------------------------------|---------------------------|---|
| Actuant Corporation                 | Gentex Corporation        | Stoneridge, Inc.                                |
| American Axle & Manufacturing, Inc. | Hubbell Incorporated      | Tower International, Inc.                       |
| AMETEK, Inc.                        | Lennox International Inc. | WABCO Holdings Inc.                             |
| Briggs & Stratton Corporation       | Mueller Industries, Inc.  | Westinghouse Air Brake Technologies Corporation |
| Commercial Vehicle Group, Inc.      | Nortek, Inc.              | Woodward Inc.                                   |
| Donaldson Company, Inc.             | Regal-Beloit Corporation  |   |
| EnerSys Inc.                        | Sauer-Danfoss Inc.        |   |

The ONC Committee uses the publically available peer group data to assist in the evaluation of the:

- pay levels of the Company's CEO and CFO;
- Company's compensation practices; and
- Company's relative performance and relative pay for performance for specified periods of time.

Use of Compensation Survey Data

The ONC Committee also uses survey data compiled by Mercer of manufacturing companies with revenues between approximately \$500 million and \$3 billion to evaluate competitive pay levels of officers and other key employees in addition to those of the CEO and CFO. Mercer did not provide the ONC Committee with, and the ONC Committee was not aware of, the identities of the companies that participated in the survey. The ONC Committee recognizes that the Company attracts employees from a broad range of companies and its comparison data reflects that fact. The ONC Committee does not use the survey data in a formulaic manner. If the compensation of the NEO is greater or less than the median in the survey for the same job, the ONC Committee will take the survey information into account when setting base salary, cash incentive targets and long-term incentive target value but will also exercise its discretion, taking into consideration the individual's performance, tenure, experience and changes in job responsibilities, when it makes decisions regarding compensation.

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### Description of Executive Compensation Program

The ONC Committee sets the compensation philosophy at Modine. In determining the philosophy, the ONC Committee seeks to help the Company achieve its short- and long-term financial goals and encourage its executive officers to act as owners of the Company. In addition, the ONC Committee focuses on attracting and retaining employees who are qualified, motivated and committed to excellence. The ONC Committee believes these goals can be accomplished through a compensation program that provides a balanced mix of cash and equity-based compensation. Base salary is designed to attract and retain executives by compensating them for their day-to-day activities, level of responsibility and sustained individual performance. The annual cash incentive is intended to reward the achievement of annual operating goals that are critical to the Company's short-term business objectives. The equity portion of the compensation package provides incentives that are intended to align the executives' returns with those of shareholders, encourages long-term retention and rewards the executive for the Company's superior long-term performance.

The ONC Committee's actions are guided by the following beliefs:

Compensation is a primary factor in attracting and retaining employees and Modine's goals can only be achieved if it attracts and retains qualified and highly skilled people;

All elements of executive compensation, including base salary, targeted annual incentives (cash-based), and targeted long-term incentives (stock-based), are set to levels that the ONC Committee believes ensure that executives are fairly, but not excessively, compensated;

Strong financial and operational performance is expected and shareholder value must be preserved and enhanced over time;

Compensation must be linked to the interests of shareholders and the most effective means of ensuring this linkage is by granting equity incentives such as stock awards, stock options and performance stock awards;

Operating units of the Company are interdependent and the Company, as a whole, benefits from cooperation and close collaboration among individual units so it is important in the Company's incentive plans to reward overall corporate results and focus on priorities that impact the total Company; and

The executive compensation program should reflect the economic condition of the Company, as well as Company performance relative to peers so in a year in which the Company underperforms, the compensation of the executive officers should be lower than in years when the Company is achieving or exceeding its objectives.

As reflected in this Compensation Discussion and Analysis, the ONC Committee believes the compensation program is aligned with these principles.

### Treatment of the CEO

The CEO participates in the same programs and receives compensation based generally on the same factors as the other NEOs. However, the level of the CEO's compensation is even more heavily dependent upon the Company's performance than the compensation of other NEOs. Mr. Burke's overall compensation reflects a greater degree of policy- and decision-making authority and a higher level of responsibility with respect to the strategic direction and financial and operational results of the Company. Given his key role in policy- and decision-making, the ONC Committee believes that the CEO's compensation should be weighted more heavily toward equity awards so his compensation more directly correlates with the Company's performance.

Elements of Executive Compensation for Fiscal 2013

The following is a summary of the elements of the Company's executive compensation program:

| Pay Element  | Competitive Positioning  | Program Objectives   | Time Horizon   | Performance Measures for Fiscal 2013   |
|--|--|--|--|--|
| Base Salary  |  | Key personnel attraction and retention; reward for individual performance  | Annual   | Individual performance<br>Length of time in the position and overall experience<br>Consistency of performance<br>Changes in job responsibility |
| Management Incentive Plan  |  | Motivate and reward for achieving objectives   | Annual   | Return on Average Capital Employed (100%)  |
| Long-Term Incentive Plan (% of total Long-Term Incentive Plan Value) | Compares to 50 <sup>th</sup> percentile, but use of judgment to determine actual pay | Align executive's returns with those of shareholders<br>Encourage long-term retention<br>Reward for superior long-term performance | 3-year performance period with payout upon results certification   | Return on Average Capital Employed (50%)<br>European Return on Average Capital Employed (25%)<br>Cumulative Revenue (25%)                      |
| · Performance Stock Awards (40%)                                     |  |  |  |  |
| · Retention Restricted Stock Awards (40%)                            |  | Reward employees for their continued commitment to the Company   | 4-year ratable vesting   | Retention  |
| · Stock Options (20%)  |  | Focus executives on driving long-term performance  | 3-year ratable vesting (25% vest immediately, 25% vest on each grant anniversary for appreciation three years; 10-year term) | Stock price  |

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Base Salary

Base salary is designed to attract and retain executives by compensating them for their day-to-day activities, level of responsibility and sustained individual performance. Individual performance, based upon achievement of the employee's performance management plan, is a key component in determining base salary and any adjustments to base salary, and is a subjective determination made by the ONC Committee and, for the NEOs other than the CEO, the CEO. The determination of base salary affects every other element of executive compensation because all of the other components of executive compensation, including short-term, performance-based awards, long-term incentive compensation payouts, retirement benefits and severance, are determined based on the amount of the individual's base salary. The ONC Committee annually reviews base salaries of the NEOs to ensure that, on the basis of responsibility, performance and job scope, the compensation levels are in keeping with the ONC Committee's principles.

Based upon a subjective evaluation of their individual performances, the ONC Committee determined to increase each NEO's base salary in fiscal 2013, except for Mr. Schwab and Mr. Burke. Mr. Schwab is a new employee, and Mr. Burke's base compensation was already at the peer group median for his position. The ONC Committee determined to more significantly increase Mr. Lucareli's base salary in light of the fact that his base salary had been well below the peer group median since his appointment to his current position in 2010, and based on the increased skills and experience he accumulated during that time. Mr. Marry's base salary increase was due in part to his promotion to Executive Vice President and Chief Operating Officer in January 2012, to continue to more closely align his base salary with the median for his position. Mr. Marry's and Mr. Lucareli's current base salaries remain significantly below the peer group median for their positions, and in keeping with the Company's compensation policy and practices, the ONC Committee expects to continue to more closely align them with the median over time.

CEO Base Salary

The Nominating Committee, working with the ONC Committee, subjectively evaluates the individual performance of the Company's CEO by evaluating Mr. Burke's achievement of his performance management plan goals. Following discussion with the CEO, the ONC Committee recommends the CEO's base salary to the Board of Directors based upon this evaluation.

Short-Term, Performance-Based Cash Award

The Management Incentive Plan (the "MIP") is Modine's broadly applicable short-term, performance cash award plan designed to motivate and reward the Company's leaders. All NEOs participate in the MIP. The ONC Committee's objectives for the MIP are to encourage continuous (short-term) operational improvements with metrics that also drive total shareholder return. The ONC Committee believes the MIP metrics should be challenging but achievable and well defined so they are understood by the MIP participants and, accordingly, actively drive results.

The ONC Committee approved the use of a single ROACE metric for the fiscal 2013 MIP. For purposes of the MIP, ROACE equals Net Operating Profit After Taxes ("NOPAT") divided by average capital employed. A description of the NOPAT and average capital employed calculations under the MIP is provided below. The ONC Committee has negative discretion to reduce the amounts otherwise payable under the MIP.

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The ONC Committee chose to use the ROACE metric, based on adjusted operating income, to incentivize management by rewarding underlying financial performance and to prevent potential distorted incentives that could result from the uncertain nature of the European restructuring charges and any other non-recurring events. Use of the ROACE metric is expected to reward long-term growth and the creation of shareholder value through the profitable deployment of additional capital. For the fiscal 2013 MIP, the ONC Committee reduced the payout at Threshold level to 25 percent (compared to 50 percent for fiscal 2012) to incentivize participants to achieve Threshold level and strive for greater performance beyond the Threshold level.

The specific levels for the MIP metrics for fiscal 2013 are as follows:

|       | Threshold | Target | Maximum |
|-------|-----------|--------|---------|
| ROACE | 7.50%     | 9.00%  | 10.75%  |

Assuming achievement of the Target level for each metric, the NEOs would have received the following percentages of base salary: Mr. Burke – 100 percent; Mr. Lucareli – 60 percent; Mr. Marry – 70 percent; Mr. Bowser – 50 percent and Mr. Schwab – 50 percent. If the Threshold level had been achieved for each metric, each of the NEOs would have received one-quarter of the Target amount. If the Maximum level had been achieved for each metric, each of the NEOs would have received two times the Target amount. The Company pays amounts between the Threshold and Maximum levels on a linear basis for achievement above Threshold and below Maximum.

For purposes of the MIP metrics, the Company’s ROACE for fiscal year 2013 was 6.2 percent. Since the ROACE metric was below the Threshold level, the Committee did not approve a payment for any MIP participant on the basis of the ROACE metric.

For purposes of calculating ROACE under the MIP, NOPAT equals earnings/losses from continuing operations before income taxes plus interest expense, adjusted to exclude (a) currency exchange gains (losses) on intercompany loans and (b) other specifically identified and approved unusual, non-recurring or extraordinary non-cash charges and cash restructuring and repositioning charges multiplied by .7 (assuming a 30 percent income tax rate) and further adjusted to exclude earnings (losses) attributable to minority shareholders. Average capital employed equals total debt plus shareholders’ equity measured on each of the following quarter ends: March 31, 2012; June 30, 2012; September 30, 2012; December 31, 2012 and March 31, 2013; divided by five.

Equity Incentives – Long-Term Incentive Compensation

The long-term incentive element of the Company’s executive compensation program is intended to attract, retain and motivate key employees who directly impact the performance of the Company over a timeframe greater than a year. Long-term compensation is stock-based so that Modine’s stock price directly affects the amount of compensation the executive receives. The equity portion of the compensation package provides an incentive that rewards superior long-term performance and provides financial consequences for underperformance.

Performance Stock under the Long-Term Incentive Plan for Performance Period Ending in 2013

The performance period for Performance Stock under the long-term incentive compensation plan initiated in May 2011 terminated in calendar 2013. The amount of the potential award varied based upon the achievement of Threshold, Target or Maximum performance levels. Under that plan, the Company used two measures to determine payouts—Adjusted EBITDA growth and ROACE. The Company’s Adjusted EBITDA growth, which was set to equal the compound annual growth rate between April 1, 2010 and March 31, 2013, needed to be 15 percent for awards to be earned at the Threshold level. The Company’s ROACE metric, which was based upon the return on average capital employed for the twelve-month period ending March 31, 2013, needed to be 7 percent for awards to be earned at a Threshold level. The Company’s Adjusted EBITDA growth for the three-year performance period and ROACE for

fiscal 2013 were 4.45 percent and 6.2 percent, respectively. As a result, no award was earned under either metric.

Grants under the Long-Term Incentive Plan for Plan Commencing in Fiscal 2013

As it did in fiscal 2012, in fiscal 2013 the ONC Committee approved equity grants as a percentage of base salary and included the use of performance stock awards as part of the Company's long-term incentive compensation plan. For fiscal 2013, the Company's long-term incentive plan included:

Performance Stock Awards (40 percent of long-term incentive dollars at Target). Shares of performance stock are earned by achieving corporate financial goals over a three-year period (ending March 31, 2015) and become vested after the end of that three-year period. Payout levels vary based upon the achievement of Threshold, Target or Maximum goals (for ROACE and Cumulative Revenue) or a Target goal (for European ROACE), as described below. Once earned, the performance stock awards are not subject to any restriction. Determinations of the achievement of performance goals for the performance stock awards are not made until the Company's audited financial statements covering the last year in the performance period are completed and the results for the fiscal year are announced publicly.

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Stock Options (20 percent of long-term incentive dollars at Target). The ONC Committee believes that stock options focus executives on driving long-term performance. Stock options have an exercise price equal to the fair market value of the common stock on the effective date of the grant so recipients recognize a value only if and to the extent that the value of the common stock increases. As of fiscal 2013, the stock options vest in four equal annual installments commencing on the effective date of the grant. The stock options expire ten years from the date of grant.

Retention Restricted Stock Awards (40 percent of long-term incentive dollars at Target). Retention stock awards reward employees for their continued commitment to the Company. The Company grants the employees shares of restricted stock and the restrictions lapse on one-quarter of the shares each year over a period of four years. In addition, the Company granted Mr. Bowser a one-time retention restricted stock award in recognition of his 2012 acceptance of the position of Vice President – Asia, which position requires an extended ex-patriate assignment. The restrictions on these shares lapse on the third anniversary of the date of grant.

In fiscal 2013, the ONC Committee established three metrics for the award of performance stock awards – ROACE, European ROACE and Cumulative Revenue over the three-year performance period. Each metric for performance stock awards is calculated independently of the other metrics. The ROACE metric is weighted at 50 percent, and European ROACE and Cumulative Revenue have an equal 25 percent weight each. Except for the European ROACE, the threshold performance goal is the minimum performance goal that must be achieved by the Company for the NEO to earn shares of common stock. For European ROACE, the target performance goal is the minimum performance goal that must be achieved by the Company for the stock to be awarded, and there is no maximum performance goal to qualify for additional shares.

For purposes of the LTIP, ROACE means NOPAT divided by Capital Employed. The calculation of ROACE is based on a three-year average ROACE for fiscal 2013 through fiscal 2015 with annual ROACE averaged over five points (i.e., each fiscal year quarter and fiscal year end). European ROACE is also calculated as NOPAT divided by Capital Employed for the period beginning April 1, 2014 and ending March 31, 2015, but adjusted to exclude certain intercompany charges. The calculation of European ROACE is averaged over two points (last days of fiscal years 2014 and 2015). Cumulative revenue is the Company's total revenue over the performance period, as reported on the Company's audited financial statements. A description of the NOPAT and Capital Employed calculations under the LTIP is provided below.

The specific performance goals for the LTIP metrics for performance stock awards granted in fiscal 2013 are as follows:

|                    | Threshold       | Target          | Maximum          |
|--------------------|-----------------|-----------------|------------------|
| ROACE              | 8.0%            | 11.0%           | ≥14.0%           |
| Cumulative Revenue | \$5,200,000,000 | \$5,400,000,000 | ≥\$5,625,000,000 |
| European ROACE     | --              | ≥15.0%          | --               |

The specific levels of performance stock award metrics are set forth below:

|           | Performance ROACE (50%) | Cumulative Revenue (25%) | European ROACE (25%)  |
|-----------|-------------------------|--------------------------|-----------------------|
| Threshold | 25% of Target Awards    | 25% of Target Awards     | 0% of Target Awards   |
| Target    | 100% of Target Awards   | 100% of Target Awards    | 100% of Target Awards |
| Maximum   | 175% of Target Awards   | 175% of Target Awards    | 100% of Target Awards |

If actual ROACE or Cumulative Revenue for the performance period is between Threshold and Target and/or between Target and Maximum, the number of shares of common stock earned will be determined on a linear basis. In the event that the Company's actual ROACE or Cumulative Revenue does not meet the Threshold for the performance period, no common stock will be earned under this performance stock award. Similarly, if the Company's actual

European ROACE does not meet the Threshold, then no common stock will be earned under the performance stock award. In the event that the Company's actual ROACE or Cumulative Revenue exceeds the Maximum for the performance period, only the Maximum percentage of the Target number of shares of common stock will be earned. Similarly, if European ROACE exceeds Target, no additional common stock can be earned. Notwithstanding the foregoing, the ONC Committee retains the discretion to decrease the number of shares of common stock earned under the LTIP.

The Company measures its profitability using ROACE (a measure indicative of the efficiency and profitability of its capital investments), so the ONC Committee used the ROACE metric to incentivize management to continue to improve the Company's profitability. Similarly, because Cumulative Revenue is a key measure of growth, the ONC Committee used the Cumulative Revenue metric to incentivize management to create additional shareholder value through the continued growth of the Company. The European ROACE metric, which is new for fiscal 2013, incentivizes management to recognize the strategic importance of the Company's European restructuring efforts. For ROACE and Cumulative Revenue, the ONC Committee set the Threshold level at what it believed to be an acceptable return and set the Maximum level at what it believed to be exceptional performance. For European ROACE, the ONC Committee set the Threshold level at a point of minimum achievement for stock to be earned. Achievement and payout for each measure is calculated and paid out independently of the other measures.

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As mentioned in the discussion above regarding the calculations of ROACE under the MIP, NOPAT means the Company's earnings (or losses) from continuing operations before income taxes plus interest expense, as reported on the Company's audited financial statements, adjusted to exclude: (a) exchange gains (or losses) on intercompany loans and (b) other specifically identified and approved unusual, non-recurring or extraordinary non-cash charges, as determined in the discretion of the Committee, and cash restructuring and repositioning charges (determined by the ONC committee) multiplied by 0.7 to account for an assumed 30 percent income tax rate, and further adjusted to exclude earnings (or losses) attributable to minority shareholders. Capital Employed means the Company's total debt plus shareholders' equity, as reported on the Company's audited financial statements. The NOPAT and Capital Employed calculations will exclude the cumulative effect of changes in generally accepted accounting principles.

European ROACE is calculated in a similar manner as the ROACE, except adjusted to exclude certain intercompany charges and European ROACE is averaged over only two periods.

Long-Term Incentive Compensation

As mentioned above, the ONC Committee approves the equity grants for each NEO under the long-term incentive plan as a percentage of base salary. Assuming achievement of the Target level for each metric under the performance stock awards, the NEOs would receive the following percentages of base salary in equity grants under the long-term incentive plan approved in fiscal 2013: Mr. Burke – 200 percent; Mr. Lucareli – 100 percent; Mr. Marry – 150 percent; Mr. Bowser – 100 percent. The table below sets forth the number of shares subject to stock options and the number of shares of stock issued to each NEO in fiscal 2013 as well as the number of performance stock awards that would be earned upon achievement of each of the long-term incentive plan metrics on March 31, 2015:

|              | Performance Stock Awards (#)       |                                |           |         |         |
|--------------|------------------------------------|--------------------------------|-----------|---------|---------|
|              | Shares Subject to Stock Options(#) | Shares of Restricted Stock (#) | Threshold | Target  | Maximum |
| Mr. Burke    | 69,565                             | 102,957                        | 19,304    | 102,957 | 180,175 |
| Mr. Lucareli | 15,135                             | 22,400                         | 4,200     | 22,400  | 39,200  |
| Mr. Marry    | 28,202                             | 41,739                         | 7,826     | 41,739  | 73,403  |
| Mr. Bowser   | 13,791                             | 35,260                         | 3,827     | 20,410  | 35,718  |

No equity grants were made to Mr. Schwab under the long-term incentive compensation plan for fiscal 2013.

Changes in Executive Compensation in Fiscal 2014

For the fiscal 2014 MIP, the ONC Committee approved two metrics, ROACE and free cash flow, as the performance measures under the plan. ROACE will be determined in a similar manner as for fiscal 2013. Free cash flow will be determined by subtracting capital expenditures from operating cash flow, with additions for cash restructuring costs and asset sales. Each metric is independent of the other, the metrics are equally weighted, and each metric will be adjusted to account for certain approved items, as was the case for fiscal 2013.

The ONC Committee also approved the Company's long-term incentive plan for fiscal 2014 to include: retention restricted stock awards (40 percent of long-term incentive dollars at Target); stock options (20 percent of long-term incentive dollars at Target); and performance stock awards (40 percent of long-term incentive dollars at Target). The vesting schedules for retention restricted stock awards and stock options are the same, namely one quarter each year over a period of four years. In this regard, the ONC Committee extended the vesting schedule for the stock options over the prior year, in which the options vested in four equal annual installments commencing on the effective date of the grant. Performance stock awards have a three-year performance period, which is the same as fiscal 2013, and the

ONC Committee approved three performance metrics – ROACE, average annual revenue growth and Modine Asia operating income. The addition of Modine Asia operating income as a metric was intended to highlight the strategic importance of executing the Company’s growth strategies for that segment in the coming years. Each metric is independent of the others and ROACE and average annual revenue growth are weighted 37.5 percent, while Modine Asia operating income is weighted at 25 percent.

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### Employment and Post-Employment Benefits

#### General Benefit

The NEOs receive the same basic employee benefits that are offered by the Company to all salaried employees within the region where the individual resides. These benefits include medical and dental coverage, disability insurance and life insurance. The cost of these benefits is partially borne by the employee, including each NEO.

#### Perquisites

Except in connection with expatriate assignments (described below) and for benefits provided to Mr. Schwab under his employment agreement, the Company does not generally provide perquisites to any of the NEOs. Under his employment agreement, Mr. Schwab receives a company car, accident insurance, and a retirement supplement. The Company provides these benefits as they are customary in Germany.

#### Expatriate Assignments

Mr. Bowser is provided certain benefits in connection with his current assignment to Asia. Specifically, he is provided housing, a hardship allowance, a cost of living adjustment, tax preparation costs, moving and return visit expenses, tax equalization and tax gross-up payments, and an expatriate allowance immediately prior to the assignment and upon his return to the United States. The effective date of Mr. Bowser's expatriation assignment was August 1, 2012, with an expected 36-month duration. These benefits are provided to Mr. Bowser to compensate him for any disruption the relocation causes him and his family and to eliminate any tax disadvantages caused by the relocation.

#### Retirement Benefits for U.S. Employees

The Company offers retirement benefits to its employees through tax-qualified plans, including an employee and employer funded Modine 401(k) Retirement Plan for U.S. Salaried Employees (the "401(k) Retirement Plan"). Under the 401(k) Retirement Plan, the Company contributes 50 percent of the amount contributed to the plan by the employee, subject to a maximum Company contribution of 2.5 percent of the employee's pay, up to the maximum allowed by law. While the benefit is available to all of the Company's full-time employees in the U.S., each individual participant's 401(k) Retirement Plan balance may vary due to a combination of differing annual amounts contributed by the employee, the investment choices of the participant (the same investment choices are available to all participants in the plan) and the number of years the person has participated in the plan.

The Company has historically also made a contribution early in the calendar year to the 401(k) Retirement Plan equal to a certain percentage of base salary and bonus for each full-time U.S. salaried employee, including the NEOs. This contribution was initiated after the Company froze the accumulation of credited service in its defined benefit pension plan. In May 2013, the Company contributed an amount equal to 2.5 percent of calendar 2012 salary for each full-time, U.S. salaried employee. The percentage contributed was determined based upon the assessment of business performance balanced against the need to offer competitive benefits.

The Company's defined benefit pension plan, which is frozen, is more fully described in the Pension Benefits Table for Fiscal 2013 below. Messrs. Lucareli, Marry and Bowser participate in the Company's defined benefit pension plan.

Mr. Burke joined the Company after the defined benefit pension plan was closed to new participants. Mr. Schwab does not participate in the U.S. Company-sponsored pension plan because he is a citizen of Germany, but Mr. Schwab's employer provides a cash benefit of 10 percent of his base salary to fund a retirement benefit.

In addition to the employee benefits applicable to U.S. employees in general, certain highly compensated employees of Modine, including the NEOs, may participate in the following plans:

Deferred Compensation Plan. The Deferred Compensation Plan is a nonqualified plan that allows a highly compensated employee to defer up to 10 percent of base salary. Salary deferred pursuant to the Deferred Compensation Plan is an asset of the Company. The sums deferred do not earn a preferential rate of return and the investment alternatives are generally the same as the 401(k) Retirement Plan. Payments out of the Deferred Compensation Plan are not made until termination of service or retirement. As part of the Company's objective of restoring in this plan amounts that exceeded the allowable Company match and Company contributions to the 401(k) Retirement Plan because of statutory limits, the Company contributes an amount equal to the amount of the employer match and employer contribution that was not allowed to be contributed to the 401(k) Retirement Plan for such individuals due to statutory limits.

Executive Supplemental Retirement Plan ("SERP"). The SERP is a nonqualified pension plan. The SERP, like the defined benefit pension plan, is frozen and intended to be an extension of the Company's qualified pension plan.

Under the SERP, salary and bonus that are in excess of statutory limits are taken into account in determining nonqualified benefits payable to an employee.

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Severance Policy

In fiscal 2012, the ONC Committee approved a severance policy for members of the Executive Council to ensure consistent treatment of individuals in such position in the event of an involuntary termination of employment without cause. The policy provides that such individuals would be paid their annual base salary at the time of termination in installment payments over the course of the year following termination and would be eligible to elect Company paid COBRA continuation coverage for one year following termination. In order to receive these benefits, participants are required to release the Company from any and all liability. All NEOs other than Mr. Burke and Mr. Schwab (who have separate employment agreements) are covered under the severance policy. While the policy also provides for separate benefits upon an involuntary termination at the time of a change in control, none of the NEOs are currently covered under the change in control provisions under the severance policy.

Share Ownership Guidelines - Officers

Effective January 16, 2008, the board adopted share ownership guidelines for directors and officers of the Company, including the NEOs. The ONC Committee amended the guidelines in May 2010 because the relatively low stock price at that time had made compliance with the guidelines significantly more difficult than was intended by the board. The board continues to believe that directors and officers should have a meaningful personal investment in the Company. Only shares of stock, either restricted or unrestricted, count toward compliance with the guidelines.

The guidelines continue to provide that by the fifth anniversary of appointment to the position, or the end of 2013, whichever occurs later, the President and CEO is expected to hold shares of Company stock with a value of at least four times his annual base salary at the commencement of the five-year period. As amended, the guidelines now do not distinguish between NEOs and other officers and provide that all officers, other than the President and CEO, are expected to hold shares of Company stock with a value of at least two times their annual base salary at the commencement of the five-year period by the end of that period. The stock value is determined by using the higher of the stock price at the time of measurement or the average stock price over the previous three years. The chair of the Nominating Committee evaluates whether an exception should be made for any officer, who, due to his or her unique financial circumstances or other extenuating circumstances, would incur a hardship by complying with the applicable guideline and, in such an event, may make an exception to the guidelines for such individual. Additionally, the guidelines may be temporarily waived for an officer who has an unusual personal circumstance or is approaching retirement and has a need to diversify his/her stock holdings. Each of the NEOs who has been an officer of the Company for at least five years is currently in compliance with the stock ownership guidelines.

Employment Agreements

The Company has an employment agreement with Mr. Burke. Modine Holding GmbH, a German subsidiary, has an employment agreement with Mr. Schwab, as is customary in Germany. The Company also has change in control agreements with all of the other NEOs and certain other key employees. The purpose of these agreements is to ensure continuity and, in the case of a change in control, the continued dedication of key employees during any period of uncertainty due to a proposed or pending change in control of the Company. See Potential Post-Employment Payments below for additional information about these agreements.

Tax Implications for NEOs

The ONC Committee generally seeks to structure compensation amounts and arrangements so that they do not result in penalties for the NEOs under the Internal Revenue Code of 1986, as amended (the "Code"). For example, Section 409A of the Code imposes substantial penalties and results in the loss of any tax deferral for nonqualified deferred compensation that does not meet the requirements of that section. The ONC Committee has generally structured the elements of Modine's compensation program so that they are either not characterized as nonqualified deferred

compensation under Section 409A or meet the distribution, timing and other requirements of Section 409A. Without these steps, certain elements of compensation could result in substantial tax liability for the NEOs. Section 280G and related provisions of the Code impose substantial excise taxes on so-called “excess parachute payments” payable to certain executives upon a change in control and results in the loss of the compensation deductions for such payments by the executive’s employer. When the Company entered into the agreements described in the preceding paragraph (which were entered into prior to 2009), the ONC Committee structured the change in control payment under the employment and change in control agreements with the NEOs (other than Mr. Schwab) to include a gross up for excise taxes imposed under Section 280G in order to preserve the after-tax value of those payments for those executives. The severance policy approved by the ONC Committee in fiscal 2012, which is applicable to those joining the Company’s senior management on or after adoption of the policy, does not provide excise tax gross ups in the event of a change in control.

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Compliance with IRC Section 162(m)

Section 162(m) of the Code generally disallows a tax deduction to public companies for compensation over \$1,000,000 paid to a company's CEO and the other NEOs who are covered by Section 162(m). Qualifying performance-based compensation will not be subject to the deduction limit if certain requirements are met.

The ONC Committee believes that it is generally in the Company's best interest to attempt to structure compensation amounts and plans in a manner that satisfies the requirements of Section 162(m). However, the ONC Committee also recognizes the need to retain flexibility to approve compensation amounts and plans that may not meet Section 162(m) standards in order to enable the Company to meet its overall objectives. Accordingly, the board and the ONC Committee have expressly reserved the authority to award non-deductible compensation in appropriate circumstances. Further, because of uncertainties as to the application and interpretation of Section 162(m) and the regulations issued thereunder, no assurance can be given that compensation intended by the Company to satisfy the requirements for deductibility under Section 162(m) will do so.

COMPENSATION COMMITTEE REPORT

The ONC Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis with management; and, based on that review and discussion, the ONC Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's proxy statement and the Company's annual report on Form 10-K for the fiscal year ended March 31, 2013.

THE OFFICER NOMINATION AND COMPENSATION COMMITTEE

Marsha C. Williams, Chair

Suresh V. Garimella

Larry O. Moore

Christopher W. Patterson

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## 2013 Summary Compensation Table

The following table sets forth compensation awarded to, earned by, or paid to the Company's Principal Executive Officer, Principal Financial Officer, the three most highly compensated executive officers, other than the Principal Executive Officer and Principal Financial Officer, serving as executive officers as of March 31, 2013 for services rendered to the Company and its subsidiaries during the fiscal years ended March 31, 2013, 2012 and 2011. In accordance with SEC rules, information is provided for Mr. Schwab for fiscal 2013 only.

| Name and<br>Principal<br>Position                  | Fiscal<br>Year | Salary<br>(\$)(1)      | Bonus<br>(\$)(2)       | Stock<br>Awards<br>(\$)(3) | Option<br>Awards<br>(\$)(4) | Non-Equity<br>Incentive<br>Plan<br>Compensation<br>(\$)(5) | Change<br>in<br>Pension<br>Value<br>(\$)(6) | All Other<br>Compensation<br>(\$)(7) | Total (\$)             |
|--|----------------|------------------------|------------------------|----------------------------|-----------------------------|--|---|--------------------------------------|------------------------|
| Thomas A.<br>Burke<br>President and<br>CEO         | 2013           | 740,000                | -                      | 1,184,006                  | 296,347                     | -  | NA  | 52,694                               | 2,273,047              |
|  | 2012           | 740,000                | -                      | 1,155,200                  | 288,650                     | 577,368  | NA  | 104,715                              |                        |
|  | 2011           | 697,350                |                        | 1,372,683                  | 832,142                     | 1,396,875  | NA  | 70,404                               |                        |
| Michael B.<br>Lucareli<br>VP, Finance and<br>CFO   | 2013           | 339,538                | -                      | 257,600                    | 64,475                      | -  | 19,386                                      | 18,912                               | 699,911                |
|  | 2012           | 322,000                | 63,333                 | 201,600                    | 50,369                      | 122,264  | 27,894                                      | 27,200                               | 814,660                |
|  | 2011           | 239,777                | 63,333                 | 111,816                    | 23,112                      | 194,000  | 7,901                                       | 18,507                               | 658,446                |
| Thomas F.<br>Marry<br>Executive VP<br>and COO      | 2013           | 425,577                | -                      | 479,998                    | 120,141                     | -  | 33,307                                      | 26,049                               | 1,085,072              |
|  | 2012           | 350,000                | 96,667                 | 874,900                    | 81,562                      | 164,850  | 50,476                                      | 34,670                               | 1,653,125              |
|  | 2011           | 297,385                | 96,667                 | 284,444                    | 58,795                      | 297,500  | 19,038                                      | 26,300                               | 1,080,129              |
| Scott L. Bowser<br>-<br>Regional<br>VP-Asia (8)    | 2013           | 299,685                | -                      | 337,627                    | 58,750                      | -  | 23,250                                      | 266,049                              | 985,361                |
|  | 2012           | 293,400                | 83,333                 | 205,200                    | 51,278                      | 114,335  | 34,416                                      | 29,971                               | 811,933                |
|  | 2011           | 275,846                | 83,333                 | 220,689                    | 45,617                      | 276,250  | 11,151                                      | 23,091                               | 935,977                |
| Holger Schwab<br>Regional VP –<br>Europe (9), (10) | 2013           | €240,000/<br>\$307,653 | €285,000/<br>\$365,338 | -                          | -                           | -  | -   | € 43,420/<br>\$ 55,660               | €568,420/<br>\$728,651 |

(1) The salary amounts include amounts deferred at the NEO's option through contributions to the Modine 401(k) Retirement Plan and the Modine Deferred Compensation Plan.

(2) For Mr. Schwab, the amounts in the "Bonus" column include a signing bonus of €165,000 and a guaranteed payment of €120,000 to be paid at the same time as the MIP awards would have been paid for fiscal 2013.

(3) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for retention restricted stock awards and performance stock awards. For fiscal 2013, the maximum grant date fair value for the performance stock awards are as follows for the NEOs – Mr. Burke \$1,036,005; Mr. Lucareli \$225,400; Mr. Marry \$419,999; and Mr. Bowser \$205,376. See Grants of Plan-Based Awards for Fiscal 2013, Compensation Discussion and Analysis – Equity Incentives – Long-Term Incentive Compensation and the Outstanding Equity Awards at Fiscal Year End table for further discussion regarding the retention restricted stock awards and the performance stock awards. The assumptions used to determine the value of the awards are discussed in Note 4 of

the Notes to the Consolidated Financial Statements of the Company contained in the Company's Form 10-K for the fiscal year ended March 31, 2013.

(4) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for grants of stock options. The assumptions used to determine the value of the options are discussed in Note 4 of the Notes to the Consolidated Financial Statements of the Company contained in the Company's Form 10-K for the fiscal year ended March 31, 2013. The actual value, if any, that an optionee will realize upon the exercise of an option will depend on the excess of the market value of the Company's common stock over the exercise price on the date the option is exercised, which cannot be determined until the option is exercised.

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(5) The amounts in the “Non-Equity Incentive Plan Compensation” column include payments under the MIP. In fiscal 2013, no MIP awards were earned.

Represents the change in pension value between the end of fiscal 2012 and the end of fiscal 2013 for the NEOs who participate in the Modine Manufacturing Company Pension Plan and the Executive Supplemental Retirement (6) Plan. For purposes of calculating the change in benefit values from year to year, the discount rates used to determine the present value of the benefit were 4.35 percent as of March 31, 2013, 4.86 percent as of March 31, 2012 and 5.83 percent as of March 31, 2011.

(7) The amounts set forth in this column for fiscal 2013 include:

Company matching contributions to participant accounts in the 401(k) Retirement Plan (“401(k) Company Match”) equal to 50 percent of the amount contributed to the plan by the employee, subject to a maximum contribution of the lesser of 2.5 percent of compensation or the maximum contribution limit to the plan (\$17,000 in calendar year 2012);

Company contributions to 401(k) Retirement Plan (“Company Contribution to 401(k) Retirement Plan”) equal to 2.5 percent of compensation up to a maximum salary of \$250,000;

Company contributions to the Deferred Compensation Plan equal to (a) the amount of the Company match on salary that could not be contributed to the 401(k) Retirement Plan and (b) the amount of the Company contribution that could not be contributed to 401(k) Retirement Plan because of statutory limits (“Company Excess Match/Contribution Overflow to Deferred Compensation Plan”);

Company payment of long-term disability insurance premiums (“Long-Term Disability Insurance Premiums”);

Company payment of life insurance premiums (“Life Insurance Premiums”); and

Perquisites and other personal benefits. The perquisites and tax reimbursements for Mr. Bowser consist of amounts provided to Mr. Bowser in connection with his assignment to Asia, including: \$119,716 in tax reimbursements for housing and as part of the tax equalization program; \$65,000 in housing costs; and \$63,530 in relocation costs, a hardship allowance, tax preparation fees, and cost of living adjustments. The perquisites for Mr. Schwab include the lease and maintenance of a car amounting to €11,420 (\$14,640 at the March 29, 2013 exchange rate) and a retirement supplement amounting to €32,000 (\$41,020 at the March 29, 2013 exchange rate) because he does not participate in the benefit plans available to U.S. residents.

| Name                | 401(k)<br>Company<br>Match<br>(\$) | Company<br>Contribution<br>to 401(k)<br>Retirement<br>Plan (\$) | Company<br>Excess Match<br>/ Contribution<br>Overflow to<br>Deferred<br>Compensation<br>Plan (\$) | Long-Term<br>Disability<br>&<br>Life<br>Insurance<br>Premiums<br>(\$) | Tax<br>Reimbursement<br>(\$) | Perquisites<br>(\$) | Total (\$) |
|---------------------|------------------------------------|---|---|---|------------------------------|---------------------|------------|
| Thomas A. Burke     | 6,250                              | 6,250   | 38,934  | 1,260   | 0                            | 0                   | 52,694     |
| Michael B. Lucareli | 6,250                              | 6,250   | 5,157   | 1,255   | 0                            | 0                   | 18,912     |
| Thomas F. Marry     | 6,250                              | 6,250   | 12,289  | 1,260   | 0                            | 0                   | 26,049     |
| Scott L. Bowser     | 6,250                              | 6,250   | 4,101   | 1,202   | 119,716                      | 128,530             | 266,049    |

|               |    |    |    |        |    |          |          |
|---------------|----|----|----|--------|----|----------|----------|
|               |    |    |    | 267/   |    | 43,153/  | 43,420/  |
| Holger Schwab | NA | NA | NA | \$€343 | NA | \$€5,317 | \$€5,660 |

(8) Mr. Bowser was appointed the Regional Vice President – Asia, effective July 1, 2012.

(9) Mr. Schwab was hired effective July 1, 2012.

The salary, bonus, non-equity incentive plan compensation, and other annual compensation for Mr. Schwab, who (10) works and lives in Germany, were paid to him in euros. The amounts shown in U.S. dollars in the table above were converted from euros at the following exchange rate in effect at March 29, 2013: \$1 = €0.7801.

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## Grants of Plan-Based Awards for Fiscal 2013

In fiscal 2013, the Company granted stock options, retention restricted stock, performance stock and cash awards as Plan-Based Awards.

Stock options have an exercise price equal to the fair market value of the Company's common stock on the date of grant. Stock options granted in fiscal 2013 vest in four annual installments commencing on the date of grant. The stock options expire ten years from the date of grant. Except for one award to Mr. Bowser, retention restricted stock granted in fiscal 2013 vests in four annual installments commencing one year after the date of grant. Further details regarding the performance stock and cash awards (MIP awards) are described in the Compensation Discussion and Analysis section above.

The following table sets forth information about grants of any award made in the fiscal year ended March 31, 2013 to the NEOs.

| Name                | Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1) |             |           | Estimated Future Payouts Under Equity Incentive Plan Awards |            |         | All Other Stock Awards; Number of Shares of Stock or Units (#)(2) | All Other Option Awards; Number of Under-lying Options (#)(2) | Exercise or Base Price of Option Awards (\$/Sh) | Grant Date Fair Value of Stock and Option Awards (\$) |
|---------------------|------------|--|-------------|-----------|---|------------|---------|---|---|---|---|
|                     |            | Threshold (\$)   | Target (\$) | Max (\$)  | Threshold (#)   | Target (#) | Max (#) |   |   |   |   |
| Thomas A. Burke     | NA         | 185,000  | 740,000     | 1,480,000 |   |            |         |   |   |   | NA  |
|                     | 6/5/12     |  |             |           | 19,304  | 102,957    | 180,175 |   |   |   | 592,003   |
|                     | 6/5/12     |  |             |           |   |            |         | 102,957   |   |   | 592,003   |
|                     | 6/5/12     |  |             |           |   |            |         |   | 69,565  | 5.75  | 296,347   |
| Michael B. Lucareli | NA         | 51,000   | 204,000     | 408,000   |   |            |         |   |   |   | NA  |
|                     | 6/5/12     |  |             |           | 4,200   | 22,400     | 39,200  |   |   |   | 128,800   |
|                     | 6/5/12     |  |             |           |   |            |         | 22,400  |   |   | 128,800   |
|                     | 6/5/12     |  |             |           |   |            |         |   | 15,135  | 5.75  | 64,475  |
| Thomas F. Marry     | NA         | 72,406   | 289,625     | 579,250   |   |            |         |   |   |   | NA  |
|                     | 6/5/12     |  |             |           | 7,826   | 41,739     | 73,043  |   |   |   | 239,999   |
|                     | 6/5/12     |  |             |           |   |            |         | 41,739  |   |   | 239,999   |
|                     | 6/5/12     |  |             |           |   |            |         |   | 28,202  | 5.75  | 120,141   |
|                     | NA         | 37,481   | 149,925     | 299,850   |   |            |         |   |   |   | NA  |

|                           |       |        |        |        |        |      |   |   |         |
|---------------------------|-------|--------|--------|--------|--------|------|---|---|---------|
| Scott L.<br>Bowser<br>(3) |       |        |        |        |        |      |   |   |         |
| 6/5/12                    | 3,827 | 20,410 | 35,718 |        |        |      |   |   | 117,358 |
| 6/5/12                    |       |        |        | 20,410 |        |      |   |   | 117,358 |
| 6/5/12                    |       |        |        |        | 13,791 | 5.75 |   |   | 58,750  |
| 7/1/12                    |       |        |        | 14,850 |        |      |   |   | 102,911 |
| Holger<br>Schwab          | -     | -      | -      | -      | -      | -    | - | - | NA      |

Cash incentive plan awards are the amounts that would have been paid under the MIP. As discussed in Short-Term, (1) Performance-Based Cash Award, the performance metric for fiscal 2013 was below threshold level and the Committee did not approve any payment for any MIP participant for fiscal 2013.

(2) Stock options, retention restricted stock and performance stock awards are made under the Incentive Plan.

Mr. Bowser received a retention restricted stock award in connection with his current assignment in Asia. The (3) 14,850 shares vest on July 1, 2015 if Mr. Bowser is employed by the Company in a position equal or greater to his current position as Vice President-Asia.

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## Outstanding Equity Awards at Fiscal Year End

| Name                | Option Awards  |  |                            |                        | Stock Awards   |   | Equity Incentive Plan Awards; Number of Unearned Shares, Units or Rights that Have Not Vested        |   |
|---------------------|--|--|----------------------------|------------------------|--|---|--|---|
|                     | Number of Securities Underlying Unexercised Options Exercisable (#)(1) | Number of Securities Underlying Unexercised Options (#)(1) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock that Have Not Vested (#)(2) | Market Value of Shares or Units of Stock that Have Not Vested (\$)(2) | Equity Incentive Plan Awards; Number of Unearned Shares, Units or Rights that Have Not Vested (#)(3) | Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares, Units or Rights that Have Not Vested (\$)(3) |
| Thomas A. Burke     | 25,609   |  | 30.40                      | 5/31/2015              |  |   |  |   |
|                     | 9,298  |  | 32.61                      | 1/17/2016              |  |   |  |   |
|                     | 12,471   |  | 27.22                      | 1/16/2017              |  |   |  |   |
|                     | 31,848   |  | 13.33                      | 2/11/2018              |  |   |  |   |
|                     | 90,572   |  | 5.01                       | 6/09/2019              |  |   |  |   |
|                     | 29,690   |  | 9.26                       | 6/11/2020              |  |   |  |   |
|                     | 112,016  | 9,896  | 7.43                       | 7/01/2020              |  |   |  |   |
|                     | 13,812   | 13,810   | 14.93                      | 7/21/2021              |  |   |  |   |
| Thomas A. Burke     | 17,392   | 52,173   | 5.75                       | 6/05/2022              | 139,805  | 1,272,226   | 48,319   | 1,497,059   |
| Michael B. Lucareli | 1,373  |  | 32.61                      | 1/17/2016              |  |   |  |   |
|                     | 1,707  |  | 27.22                      | 1/16/2017              |  |   |  |   |
|                     | 3,715  |  | 13.33                      | 2/11/2018              |  |   |  |   |
|                     | 3,188  |  | 5.01                       | 6/09/2019              |  |   |  |   |
|                     | 2,696  | 898  | 9.26                       | 6/11/2020              |  |   |  |   |
|                     | 2,410  | 2,410  | 14.93                      | 7/21/2021              |  |   |  |   |
|                     | 3,784  | 11,351   | 5.75                       | 6/05/2022              | 26,962   | 245,354   | 9,264  | 276,811   |
|                     | Thomas F. Marry  | 8,194  |                            | 28.48                  | 1/20/2014  |   |  |   |
|                     | 7,119  |  | 30.82                      | 1/18/2015              |  |   |  |   |
|                     | 2,560  |  | 32.61                      | 1/17/2016              |  |   |  |   |
|                     | 3,471  |  | 27.22                      | 1/16/2017              |  |   |  |   |
|                     | 7,992  |  | 13.33                      | 2/11/2018              |  |   |  |   |
|                     | 27,580   |  | 5.01                       | 6/09/2019              |  |   |  |   |
|                     | 6,858  | 2,286  | 9.26                       | 6/11/2020              |  |   |  |   |
|                     | 3,903  | 3,902  | 14.93                      | 7/21/2021              |  |   |  |   |
| Thomas F. Marry     | 7,051  | 21,151   | 5.75                       | 6/05/2022              | 100,698  | 916,352   | 16,024   | 522,822   |
| Scott L. Bowser     | 2,151  |  | 28.48                      | 1/20/2014              | 41,493   | 377,586   | 8,981  | 285,700   |
|                     | 1,864  |  | 30.82                      | 1/18/2015              |  |   |  |   |

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|        |        |       |           |
|--------|--------|-------|-----------|
| 1,820  |        | 32.61 | 1/17/2016 |
| 1,718  |        | 27.22 | 1/16/2017 |
| 3,812  |        | 13.33 | 2/11/2018 |
| 19,580 |        | 5.01  | 6/09/2019 |
| 5,321  | 1,773  | 9.26  | 6/11/2020 |
| 2,454  | 2,453  | 14.93 | 7/21/2021 |
| 3,448  | 10,343 | 5.75  | 6/05/2022 |

|               |   |   |    |    |   |   |   |   |
|---------------|---|---|----|----|---|---|---|---|
| Holger Schwab | 0 | 0 | NA | NA | 0 | 0 | 0 | 0 |
|---------------|---|---|----|----|---|---|---|---|

For stock options granted prior to April 1, 2009, all options were exercisable immediately if the recipient had been (1) employed by the Company for at least one year. All stock option grants granted after April 1, 2009, vest in four equal annual installments commencing on the date of grant.

All of these shares are retention restricted stock awards. All retention restricted stock vests in four equal annual installments commencing one year after the date of grant, except for the grants of retention restricted stock (i) to Mr. Marry on January 26, 2012, which vests in two equal annual installments on the fourth and fifth anniversaries (2) of the date of grant and (ii) to Mr. Bowser on July 1, 2012, which vests in its entirety on the third anniversary of the date of grant. The market value of the awards was determined by multiplying the number of unvested shares by \$9.10, the closing price of the Company's common stock on the NYSE on March 28, 2013. See Compensation Discussion and Analysis – Equity Incentives – Long-Term Incentive Compensation for a description of retention restricted stock awards.

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The restricted shares vest as follows:

|                  | Shares Vesting for Thomas Burke (#) | Shares Vesting for Michael Lucareli (#) | Shares Vesting for Thomas Marry (#) | Shares Vesting for Scott Bowser (#) | Shares Vesting for Holger Schwab (#) |
|------------------|-------------------------------------|---|-------------------------------------|-------------------------------------|--------------------------------------|
| June 5, 2013     | 25,739                              | 5,600                                   | 10,434                              | 5,102                               | 0                                    |
| June 9, 2013     | 8,781                               | 798                                     | 1,726                               | 1,226                               | 0                                    |
| June 11, 2013    | 6,779                               | 615                                     | 1,565                               | 1,215                               | 0                                    |
| July 21, 2013    | 4,836                               | 844                                     | 1,366                               | 859                                 | 0                                    |
| June 5, 2014     | 25,739                              | 5,600                                   | 10,434                              | 5,102                               | 0                                    |
| June 11, 2014    | 6,780                               | 617                                     | 1,568                               | 1,215                               | 0                                    |
| July 21, 2014    | 4,836                               | 844                                     | 1,366                               | 859                                 | 0                                    |
| June 5, 2015     | 25,739                              | 5,600                                   | 10,434                              | 5,102                               | 0                                    |
| July 1, 2015     | 0                                   | 0                                       | 0                                   | 14,850                              | 0                                    |
| July 21, 2015    | 4,836                               | 844                                     | 1,368                               | 859                                 | 0                                    |
| January 26, 2016 | 0                                   | 0                                       | 25,000                              | 0                                   | 0                                    |
| June 5, 2016     | 25,740                              | 5,600                                   | 10,437                              | 5,104                               | 0                                    |
| January 26, 2017 | 0                                   | 0                                       | 25,000                              | 0                                   | 0                                    |

(3) The performance stock awards are reflected at the target level for the fiscal 2013 awards and at the threshold level for the fiscal 2011 and fiscal 2012 awards. The threshold level for fiscal 2011 awards was not met. At this point, the Company has not recorded an amount for the fiscal 2012 awards in its financial statements. See Compensation Discussion and Analysis – Equity Incentives – Long-Term Incentive Compensation for a description of performance stock awards. The market value of the performance stock awards was determined by multiplying the number of unvested shares by \$9.10, the closing price of the Company’s common stock on the NYSE on March 28, 2013.

## Option Exercises and Stock Vested for Fiscal 2013

Each of the stock prices set forth below was the closing price of the Company’s common stock on the NYSE on the date the restrictions lapsed and the shares vested.

| Name                | Option Awards                             |                                 | Stock Awards                             |                                |     |
|---------------------|---|---------------------------------|--|--------------------------------|-----|
|                     | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) |     |
| Thomas A. Burke     | 0   | 0                               | 8,779                                    | 54,605                         | (1) |
|                     |   |                                 | 6,779                                    | 42,504                         | (2) |
|                     |   |                                 | 4,836                                    | 30,225                         | (3) |
| Michael B. Lucareli | 0   | 0                               | 797                                      | 4,957                          | (1) |
|                     |   |                                 | 615                                      | 3,856                          | (2) |
|                     |   |                                 | 844                                      | 5,275                          | (3) |

|                 |   |   |       |        |     |
|-----------------|---|---|-------|--------|-----|
| Thomas F. Marry | 0 | 0 | 1,723 | 10,717 | (1) |
|                 |   |   | 1,565 | 9,813  | (2) |
|                 |   |   | 1,366 | 8,538  | (3) |
| Scott L. Bowser | 0 | 0 | 1,223 | 7,607  | (1) |
|                 |   |   | 1,215 | 7,618  | (2) |
|                 |   |   | 859   | 5,369  | (3) |
| Holger Schwab   | 0 | 0 | 0     | 0      |     |

(1) Shares vested on June 9, 2012 at \$6.22 per share, the closing price on June 8, 2012.

(2) Shares vested on June 11, 2012 at \$6.27 per share, the closing price on such date.

(3) Shares vested on July 21, 2012 at \$6.25 per share, the closing price on July 20, 2012.

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## Pension Benefits Table for Fiscal 2013

| Name                | Plan Name             | Number of Years<br>Credited Service (#) | Present<br>Value of<br>Accumulated<br>Benefit (\$),<br>(1) | Payments<br>During<br>Last<br>Fiscal<br>Year (\$) |
|---------------------|-----------------------|---|--|---|
| Thomas A. Burke     | NA                    | NA                                      | NA   | NA  |
| Michael B. Lucareli | Salaried Pension Plan | 6.6                                     | 121,169  | 0   |
|                     | SERP                  | NA                                      | NA   | NA  |
| Total               |                       |   | 121,169  | 0   |
| Thomas F. Marry     | Salaried Pension Plan | 7.9                                     | 219,030  | 0   |
|                     | SERP                  | 7.9                                     | 45,406   | 0   |
| Total               |                       |   | 264,436  | 0   |
| Scott L. Bowser     | Salaried Pension Plan | 8.3                                     | 165,741  | 0   |
|                     | SERP                  | NA                                      | NA   | NA  |
| Total               |                       |   | 165,741  | 0   |
| Holger Schwab       | NA                    | NA                                      | NA   | NA  |

The Company used the following assumptions to determine the present value of the accumulated benefit as set forth in the table above: discount rate of 4.35 percent; use of RP-2000 combined healthy mortality tables projected to 2019 using scale AA (post-retirement decrement only); service up to March 31, 2006 and compensation up to December 31, 2007 (service accumulation and compensation changes were frozen under the plans on March 31, (1)2006 and December 31, 2007, respectively); employees elect to begin payments as soon as they are eligible to receive unreduced benefits; 80 percent of employees elect lump sums from the qualified plan and 20 percent elect annuities; and all payments from the SERP are in the form of a lump sum with lump sums valued using a 3-tier yield curve of 0.99 percent for years 0-5, 3.82 percent for years 5-20 and 5.02 percent for years 20+ and the specified 417(e) mortality table.

## Pension Benefits

The Company's pension plan, The Modine Manufacturing Company Pension Plan (the "Salaried Pension Plan"), is frozen. Participants in the Salaried Pension Plan no longer earn additional credited service (effective April 1, 2006) and changes in salary for a participant are not considered in determining pension benefits (effective December 31, 2007). The Salaried Pension Plan was formerly a part of competitive compensation for manufacturing companies such as Modine. The Salaried Pension Plan was frozen consistent with contemporary benefit practices.

The NEOs who were employed by the Company on or before December 31, 2003 participate on the same basis as other salaried employees in the non-contributory Salaried Pension Plan. Mr. Burke does not participate in the Salaried Pension Plan because he joined the Company after December 31, 2003. Mr. Schwab does not participate in the Salaried Pension Plan because he is a foreign employee not covered by that plan.

Retirement benefits are based on an employee's earnings for the five highest consecutive calendar years of the last ten calendar years preceding retirement (provided that salary after the plan was frozen is not considered) and on years of service (provided that service after the plan was frozen is not considered). Applicable earnings include salary, bonus, and any amount deferred under the 401(k) Retirement Plan and the Deferred Compensation Plan. A minimum of five years of service was required for the benefits to vest. The principal benefit under the Salaried Pension Plan is a lifetime monthly benefit for the joint lives of a participant and his or her spouse based on the employee's earnings and period of employment. The pension benefit is not subject to offset against Social Security benefits. Employees may retire with unreduced early retirement benefits at age 62 or may be eligible for disability, deferred or other early

retirement benefits depending on their age and years of service. In addition, an employee may elect to receive a lump-sum pension benefit if, upon retirement, the sum of the employee's age plus years of eligible service with the Company equals at least 85. Furthermore, if employed on and before March 31, 2001, an employee who reaches age 62 and who has accumulated thirty or more years of eligible service may request that the accrued benefit be paid immediately in a lump-sum amount, even if he or she elects not to retire at that time. Payment pursuant to the Salaried Pension Plan may be limited by regulation based upon the funded status of the plan.

Pension benefits under the Salaried Pension Plan are subject to possible limitations imposed by the Code. To the extent that an individual employee's retirement benefit exceeds these limits, the excess will be paid pursuant to the SERP from general operating funds of the Company.

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## Nonqualified Deferred Compensation Table for Fiscal 2013

| Name                | Executive Contributions in Last FY (\$)(1) | Registrant Contributions in Last FY (\$)(2) | Aggregate Earnings in Last FY (\$) | Aggregate Withdrawals/ Distributions (\$) | Aggregate Balance at Last FYE (\$)(3) |
|---------------------|--|---|------------------------------------|---|---------------------------------------|
| Thomas A. Burke     | 24,477                                     | 38,934                                      | 27,016                             | 0   | 437,184                               |
| Michael B. Lucareli | 0  | 5,157                                       | 14,417                             | 0   | 119,584                               |
| Thomas F. Marry     | 42,558                                     | 12,289                                      | 96,712                             | 0   | 856,491                               |
| Scott L. Bowser     | 0  | 4,101                                       | 3,642                              | 0   | 26,583                                |
| Holger Schwab       | NA   | NA  | NA                                 | NA  | NA                                    |

(1) Amounts include any deferrals of base salary and such amounts are included in the “Base Salary” column of the Summary Compensation Table.

(2) Amounts are reported in the Summary Compensation Table. Company profit sharing contributions that could not otherwise be made to the 401(k) Retirement Plan because of statutory limits are generally made to the Deferred Compensation Plan in April following the close of the fiscal year.

All executive contributions and contributions by the Company for fiscal 2013 have been reported in the Summary Compensation Table for the current year. All executive contributions and contributions by the Company with respect to Mr. Burke for prior years in which Mr. Burke was an NEO have been reported in the Summary Compensation Table in prior years. In total, \$292,465 in contributions has been reported for Mr. Burke as an NEO in the Summary Compensation Table in prior years. The remainder of the aggregate balances for Mr. Burke in the above column reflects earnings (and losses) on those contributions. Since Mr. Lucareli became an NEO in fiscal 2011, the Company has reported \$12,006 in contributions in the Summary Compensation Table for him prior to fiscal 2013. The remainder of the aggregate balance for Mr. Lucareli in the above column reflects contributions (3) prior to fiscal 2011, the Company’s fiscal 2013 contribution, and earnings (and losses) on all contributions. Mr. Marry became an NEO in fiscal 2009 and his contributions and the Company’s contributions since fiscal 2009 were reported in the Summary Compensation Table in prior years. In total, \$154,336 in contributions has been reported for Mr. Marry for 2009 through 2012. The remainder of the aggregate balance for Mr. Marry in the above column reflects executive and Company contributions prior to 2009, the Company’s fiscal 2013 contribution, and earnings (and losses) on all contributions. Since Mr. Bowser became a participant in the plan in fiscal 2011, the Company has reported \$18,730 in contributions in the Summary Compensation Table for him prior to fiscal 2013. The remainder of the aggregate balance for Mr. Bowser in the above column reflects the Company’s fiscal 2013 contribution and earnings (and losses) on all contributions.

## Nonqualified Deferred Compensation

The Deferred Compensation Plan is a nonqualified plan. All of the NEOs except for Mr. Schwab, are eligible to participate in the Deferred Compensation Plan. The Deferred Compensation Plan allows an employee to defer salary in an amount that exceeds the statutory limitations applicable to the 401(k) Retirement Plan. For the 2012 calendar year, an employee could contribute no more than \$17,000 to the 401(k) Retirement Plan. The Deferred Compensation Plan allows a highly compensated employee to defer up to ten percent of base salary. Salary deferred pursuant to the Deferred Compensation Plan is an asset of the Company. The sums deferred do not earn a preferential rate of return. Company contributions are also made to the Deferred Compensation Plan in an amount equal to the Company match and profit sharing contributions that would otherwise have been contributed to the 401(k) Retirement Plan but for the statutory limits. All of the NEOs who participate in the Deferred Compensation Plan were fully vested in the Company contributions as of March 31, 2013. Payments out of the Deferred Compensation Plan are not made until

termination of service or retirement.

The investment alternatives available to the NEOs under the Deferred Compensation Plan are selected by Modine and are generally the same as the alternatives available under the 401(k) Retirement Plan, but may be changed from time to time. The NEOs are permitted to change their investment elections at any time on a prospective basis. The table below shows the funds available under the plan and their annual rate of return for the fiscal year ended March 31, 2013.

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| Name of Fund                             | Return<br>for 12<br>Months<br>Ended<br>March<br>31,<br>2013 |   |
|--|---|---|
| Wells Fargo Stable Return N15            | 0.41  | % |
| PIMCO Total Return (Inst)                | 0.60  | % |
| Vanguard Inflation-Protected Sec (Adm)   | -0.34   | % |
| Vanguard Interm Term Bond Index (Signal) | 0.34  | % |
| T. Rowe Price Retirement Income          | 3.35  | % |
| T. Rowe Price Retirement 2005            | 3.46  | % |
| T. Rowe Price Retirement 2010            | 4.07  | % |
| T. Rowe Price Retirement 2015            | 4.81  | % |
| T. Rowe Price Retirement 2020            | 5.48  | % |
| T. Rowe Price Retirement 2025            | 6.02  | % |
| T. Rowe Price Retirement 2030            | 6.55  | % |
| T. Rowe Price Retirement 2035            | 6.88  | % |
| T. Rowe Price Retirement 2040            | 7.12  | % |
| T. Rowe Price Retirement 2045            | 7.08  | % |
| T. Rowe Price Retirement 2050            | 7.04  | % |
| T. Rowe Price Retirement 2055            | 7.02  | % |
| Dodge & Cox Stock                        | 11.74   | % |
| Goldman Sachs Midcap Value (I)           | 12.80   | % |
| JP Morgan Large Cap Growth R5            | 6.41  | % |
| Munder Mid-Cap Core Growth (Y)           | 12.79   | % |
| Vanguard Institutional Index             | 10.61   | % |
| Vanguard Mid-Cap Index (Signal)          | 12.86   | % |
| Vanguard Small-Cap Index (Signal)        | 12.85   | % |
| Wells Fargo Advantage Small Cap Val Inst | 9.78  | % |
| DFA Emerging Markets Value I             | -0.96   | % |
| DFA International Value I                | 1.80  | % |
| Fidelity Diversified International       | 4.41  | % |
| MFS International New Discovery R4       | 6.55  | % |
| Vanguard Developed Markets Index Admiral | 4.56  | % |

## Potential Post-Employment Payments

The Company has certain obligations to its NEOs upon a termination of employment as a result of agreements with such officers or other plans, arrangements or policies that benefit the officers.

Mr. Burke and Mr. Schwab are the only NEOs who have an employment agreement with the Company.

Pursuant to the employment agreement that was entered into in 2007 and amended in 2008, Mr. Burke agreed to serve as an executive officer of the Company and devote his full-time to the performance of his duties. Mr. Burke's employment agreement automatically and continuously extends daily, unless either party gives written notice of termination to the other party, in which case the term would be 36 months beginning on the date such notice was received. The Company is permitted to terminate the executive's employment agreement for "Good Cause" and the

executive is permitted to terminate the employment agreement for “Good Reason,” as those terms are defined in the agreement and described below. The Company will continue to perform its obligations under such agreement. In the event of termination for Good Cause, the Company is not contractually obligated to pay benefits under the agreement to the executive. In the event of the disability of Mr. Burke during the term of his employment agreement, he would receive base salary and bonus continuation at a level of 100 percent for the first 12 months and 60 percent for up to 24 months but in no event beyond the remainder of the term. He may also receive disability benefits under the Company’s group long-term disability plan; provided, however, that such benefits would offset the amounts described above.

Pursuant to the employment agreement that was entered into in 2012, Mr. Schwab agreed to serve as managing director of the Company’s Europe region, with an annual salary and participation in the MIP and LTIP to be provided to Mr. Schwab. Mr. Schwab’s employment agreement has a fixed term of three years, except that the Company may release Mr. Schwab from his work duties at any time based on a justified interest of the Company. As discussed in Employment and Post-Employment Benefits, under his employment agreement, Mr. Schwab receives a company car, accident insurance, and a retirement supplement.

The following sets forth the amount of payments to each NEO in the event of a termination of employment as a result of voluntary termination, retirement (including early retirement), death, disability, termination for Good Cause, and involuntary termination (including termination without Good Cause or for Good Reason).

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Voluntary Termination. An NEO may terminate his/her employment with the Company at any time. In general, upon the individual's voluntary termination:

· we would not pay severance;

· the executive would forfeit all unvested stock options, retention restricted stock awards and performance stock awards;

· all benefits and perquisites would cease; and

· the NEO, if a participant in the Salaried Pension Plan, would be entitled to a distribution of his/her vested benefits under that plan, the SERP (see the Pension Benefits Table for Fiscal 2013 on page 31) and the Nonqualified Deferred Compensation Plan (see the Nonqualified Deferred Compensation Table for Fiscal 2013 on page 32).

Retirement and Early Retirement. No NEOs were eligible for retirement on March 31, 2013. In general, upon the executive's full or early retirement:

· we would not pay severance;

· for full retirement and for early retirement with the approval of the ONC Committee, all unvested stock options and retention restricted stock awards would vest;

· all benefits and perquisites would cease; and

· the NEO, if a participant in the Salaried Pension Plan, the SERP or the Nonqualified Deferred Compensation Plan, would be entitled to a distribution of his/her vested benefits under those plans.

Death. In general, upon the death of an NEO:

· the executive's estate would receive his/her base salary through the month in which the executive dies and any unused vacation pay;

· all unvested stock options and retention restricted stock awards granted in fiscal 2012 and fiscal 2013 would vest;

· all benefits and perquisites would cease; and

· the NEO's estate, if he or she was a participant in the Salaried Pension Plan, the SERP or the Nonqualified Deferred Compensation Plan, would be entitled to a distribution of his/her vested benefits under those plans.

Disability. If a total and permanent disability causes the termination of Mr. Burke's employment, then:

· he would receive base salary and bonus continuation at a level of 100 percent of the rate paid at the time of disability for the first twelve months and 60 percent for up to the next 24 months but in no event beyond the remainder of the term of his employment agreement (Mr. Burke may also receive disability benefits under the Company's group long-term disability plan, except that such benefits would offset the previously described amounts);

· all unvested stock options and retention restricted stock awards granted in fiscal 2012 and fiscal 2013 would vest; and

· all benefits and perquisites would cease.

If a total and permanent disability causes the termination of Mr. Schwab's employment, then:

· he would receive base salary and bonus continuation at a level of 100 percent of the rate paid at the time of disability for up to nine months (Mr. Schwab may also receive disability benefits under an accident insurance plan, except that such benefits would offset the previously described amounts); and

· all benefits and perquisites would cease.

If a total and permanent disability causes the termination of employment of an NEO, other than Mr. Burke or Mr. Schwab, then for such NEO:

· we would not pay severance;

· all unvested stock options and retention restricted stock awards granted in fiscal 2012 and 2013 would vest;

· all benefits and perquisites would cease; and

· the NEO, if a participant in the Salaried Pension Plan, the SERP or the Nonqualified Deferred Compensation Plan, would be entitled to a distribution of his/her vested benefits under those plans.

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Termination for Good Cause. The Company may terminate Mr. Burke's employment for Good Cause under the terms of his employment agreement and, thereby, terminate any obligation to Mr. Burke under his employment agreement.

A termination for "Good Cause" generally means a termination for theft, dishonesty, fraud, violation of certain provisions of the employment agreement, or a serious violation of law. The Company may terminate Mr. Schwab's employment at any time based on a justified interest of the Company. The other NEOs without an employment agreement are not entitled to receive any severance payments or benefits upon termination for cause. On the NEO's termination date, generally, all unvested stock options, retention restricted stock awards and long-term incentive awards would be forfeited and all benefits and perquisites would cease. The NEO, if a participant in the Salaried Pension Plan, the SERP or the Nonqualified Deferred Compensation Plan, would be entitled to a distribution of his/her vested benefits under those plans.

Termination without Good Cause or for Good Reason. If the Company terminates Mr. Burke's employment and the termination is not for Good Cause or if Mr. Burke terminates employment with the Company for Good Reason ("Good Reason" means at least one of the following events has occurred without the consent of executive: a material diminution in the executive's base salary; a material decrease in the executive's authority, duties or responsibilities or those of the supervisor to whom the executive reports; a material diminution in the budget over which the executive has authority; a material change in the geographic location at which the executive must perform services; or any other action or inaction that constitutes a material breach of the terms of the executive's employment agreement), the Company is obligated to:

- pay to Mr. Burke an amount equal to three times his "Average Annual Earnings" ("Average Annual Earnings" means the average base salary and actual cash incentive or bonus he earned in the five taxable years preceding the year of termination) over the remainder of the employment agreement term; and

- continue, for a period of 36 months from the date of termination, to allow the executive to participate in certain employee health, welfare and retirement benefits, including plans designed to provide the executive with benefits that he would have received under qualified plans but for the statutory limitations on qualified benefits. In the event that such plans preclude such participation, the Company would pay an equivalent amount in cash.

In no event would Mr. Burke receive the benefits described above if (i) he discloses confidential information of the Company in violation of the agreement and such disclosure results in a demonstrably material injury to the Company or (ii) he engages in Competition with the Company, as that term is defined in his employment agreement.

If Mr. Schwab's employment is terminated by the Company without a compelling reason, then the Company is obligated to:

- continue to pay Mr. Schwab's base salary over the remainder of the employment agreement term;

- Mr. Schwab remains eligible for bonus and equity grants over the remainder of the employment agreement term; and

- his benefits and perquisites would continue over the remainder of the employment agreement term.

If the Company involuntarily terminates the employment of Mr. Lucareli, Mr. Marry, or Mr. Bowser without cause, these NEOs would receive benefits under the severance policy for members of the Executive Council. Under the severance policy, each of the NEOs would receive his or her annual base salary at the time of termination in installment payments over the course of the year following termination and would be eligible to elect Company paid COBRA continuation coverage for one year following termination. The NEOs are required to release the Company from any and all liability in order to be eligible for benefits under the severance policy.

Potential Change in Control Payments and Benefits

Generally, awards granted under the Incentive Plan accelerate vesting in the event of an involuntary termination of employment within one year following a Change in Control unless specified otherwise in the applicable award agreement. A Change in Control, as generally defined in the Incentive Plan, will be deemed to take place on the occurrence of any of the following events: (i) a merger or consolidation of the Company with one or more other corporations as a result of which the holders of the outstanding capital stock of the Company entitled to vote in elections of directors ("Voting Power") of the Company immediately prior to such merger or consolidation hold less than 50 percent of the Voting Power of the surviving or resulting corporation; (ii) a transfer of 30 percent of the Voting Power, or a substantial portion of the property, of the Company other than to an entity of which the Company owns at least 50 percent of the Voting Power; or (iii) during any period of 24 months the persons who at the beginning of such 24-month period were directors of the Company cease for any reason to constitute at least a majority of the Board of Directors of the Company. Pursuant to the award agreements for performance stock awards granted in fiscal 2012 and fiscal 2013, upon an involuntary termination of employment within one year following a Change in Control, the NEO is entitled to accelerated vesting on a pro rata basis, where performance is assumed to be at the target level and the proration is based on the period worked during the performance period.

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Mr. Burke's employment agreement contains Change in Control provisions. The definition of Change in Control generally has the same meaning as in the Incentive Plan described above. If at any time during the 24 months after a Change in Control occurs Mr. Burke's employment were terminated without "Good Cause" or if Mr. Burke were to terminate the agreement for any reason, the Company is obligated to:

pay to Mr. Burke an amount equal to three times the greater of (i) the sum of his base salary and target bonus for the current fiscal year or (ii) his five year average base salary and actual bonus for the five year period ending on the last day of the fiscal year immediately preceding the fiscal year of termination, payable in a lump sum;

pay to Mr. Burke an amount equal to the pro rata portion of the target bonus for the calendar year in which his employment terminated;

accelerate the vesting of Mr. Burke's unvested stock options and retention restricted stock awards granted prior to 2011 so that all such awards would immediately vest or the restrictions would lapse, as the case may be, on the date of termination;

if payments made to Mr. Burke were subject to the excise tax provisions of Section 4999 of the Code, pay Mr. Burke an additional lump sum payment sufficient to cover the full cost of such excise taxes and his federal, state and local income and employment taxes on the payment; and

continue to provide coverage for a period of three years to Mr. Burke, his spouse and other dependents under all welfare plans maintained by the Company in which such persons were participating immediately prior to the termination unless precluded by the plan, in such case the Company would pay an equivalent amount in cash.

Mr. Schwab's employment agreement does not contain a Change in Control provision.

The Company has also entered into a Change in Control Agreement and Termination Agreement with the other NEOs except for Mr. Schwab (and certain other key employees). The definition of Change in Control generally has the same meaning as in the Incentive Plan described above and the definitions of Good Cause and Good Reason generally have the same meanings as in Mr. Burke's employment agreement described above. For all NEOs other than Mr. Burke or Mr. Schwab, in the event of a Change in Control, if employment of the employee is terminated by the Company for any reason other than Good Cause, or terminated by the employee for Good Reason within 24 months after the Change in Control occurs or for any reason during the 13th month after the Change in Control, the Company is obligated to provide the same benefits as described above for Mr. Burke with the exception that the Company would pay to the employee an amount equal to two times the greater of (i) the sum of his/her then current base salary and target bonus or (ii) his/her five year average base salary and actual bonus and continue to provide coverage under welfare plans (or the equivalent) for a period of two years.

As described in the Compensation Discussion and Analysis section of the Company's fiscal 2011 proxy statement, the ONC Committee determined that no substantive changes would be made to any of the existing Employment or Change in Control and Termination Agreements that have been in place with the Company's employees prior to 2009. At the same time, the ONC Committee determined that any future agreements with employees which provide for benefits upon a change in control will not provide for excise tax gross ups and any benefits following a change in control under such future agreements would only be payable upon the employee's involuntary termination other than for Good Cause or the employee's voluntary termination for Good Reason.

The following table sets forth the potential payments upon termination of employment or change in control for each of the NEOs. For purposes of the calculations, it is assumed that Company matching contributions to the 401(k) Retirement Plan and Deferred Compensation Plan would be two and one-half percent of base salary, Company discretionary contributions to the 401(k) Retirement Plan and Deferred Compensation Plan would be four percent of

base salary, and all payments, other than Company matching and discretionary contributions to the 401(k) Retirement Plan and Deferred Compensation Plan, as a result of termination following a Change in Control are “parachute payments” as defined in Section 280G of the Code for purposes of determining whether there is an excise tax and, if applicable, the gross up amount of the excise tax.

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## Potential Payments Upon Termination of Employment or Change in Control Table

| Name                               | Cash Payment<br>(\$) | Accelerated<br>Vesting of Equity<br>(\$)(1) | Retirement<br>Plan<br>Benefits:<br>Pension Plan<br>(Qualified &<br>SERP) (\$) | Perquisites and<br>Continued Benefits<br>(\$) | Total (\$) |
|------------------------------------|----------------------|---|---|---|------------|
| Thomas A. Burke                    |                      |   |   |   |            |
| Death                              | 0                    | 1,243,711                                   | NA  | NA  | 1,243,711  |
| Disability                         | 1,328,000            | 1,243,711                                   | NA  | (2)   | 2,571,711  |
| Involuntary Termination            | 3,454,406            | 0   | NA  | 143,396(3)                                    | 3,597,802  |
| Termination if Change in Control   | 5,180,000(4)         | 2,111,363                                   | NA  | 3,377,555(5)                                  | 10,668,918 |
| Change in Control (no termination) | NA                   | NA  | NA  | NA  | NA         |
| Michael B. Lucareli                |                      |   |   |   |            |
| Death                              | 0                    | 264,907                                     | 57,892  | NA  | 322,799    |
| Disability                         | (2)                  | 264,907                                     | 121,169   | (2)   | 386,076    |
| Involuntary Termination            | 346,000              | 0   | 121,169   | 18,806(6)                                     | 485,975    |
| Termination if Change in Control   | 1,314,800(7)         | 412,764                                     | 121,169   | 939,454(8)                                    | 2,788,187  |
| Change in Control (no termination) | NA                   | NA  | NA  | NA  | NA         |
| Thomas F. Marry                    |                      |   |   |   |            |
| Death                              | 0                    | 987,358                                     | 126,341   | NA  | 1,113,699  |
| Disability                         | (2)                  | 987,358                                     | 264,436   | (2)   | 1,251,794  |
| Involuntary Termination            | 435,000              | 0   | 264,436   | 19,089(6)                                     | 718,525    |
| Termination if Change in Control   | 1,783,500(7)         | 1,213,291                                   | 264,436   | 1,451,440(9)                                  | 4,712,667  |
| Change in Control (no termination) | NA                   | NA  | NA  | NA  | NA         |
| Scott L. Bowser                    |                      |   |   |   |            |
| Death                              | 0                    | 378,966                                     | 79,187  | NA  | 458,153    |
| Disability                         | (2)                  | 378,966                                     | 165,741   | (2)   | 544,707    |
| Involuntary Termination            | 302,000              | 0   | 165,741   | 19,089(6)                                     | 486,830    |
| Termination if Change in Control   | 1,057,000(7)         | 536,681                                     | 165,741   | 60,833(10)                                    | 1,820,255  |
| Change in Control (no termination) | NA                   | NA  | NA  | NA  | NA         |
| Holger Schwab                      |                      |   |   |   |            |

|                                    |               |             |    |    |           |
|------------------------------------|---------------|-------------|----|----|-----------|
| Death                              | 0             | 0           | 0  | NA | 0         |
| Disability                         | 461,479       | 0           | 0  | 0  | 461,479   |
| Involuntary Termination            | 1,333,162(11) | 157,928(12) | 0  | 0  | 1,491,090 |
| Termination if Change in Control   | 1,333,162(11) | 157,928(12) | 0  | 0  | 1,491,090 |
| Change in Control (no termination) | NA            | NA          | NA | NA | NA        |

(1) Amounts represent the vesting of retention restricted stock awards and certain performance stock awards and the spread value of the stock options at the closing stock price of \$9.10 on March 28, 2013.

(2) Paid in accordance with plans available to all salaried employees.

Amount consists of \$32,396 for three years of welfare plan benefits (or the equivalent); \$55,500 for three years of Company matching contributions to the 401(k) Retirement Plan and Deferred Compensation Plan; and \$55,500 for three years of Company contributions to the 401(k) Retirement Plan and Deferred Compensation Plan.

(4) Amount is (i) three times Base Salary and Target Bonus for fiscal 2013 and (ii) pro rata Target Bonus for fiscal 2013.

(5) Amount consists of, in addition to those described in Footnote 3, \$3,234,159 for excise tax and gross up.

(6) Amount consists of COBRA continuation coverage for one year.

(7) Amount is (i) two times Base Salary and Target Bonus for fiscal 2013 and (ii) pro rata Target Bonus for fiscal 2013.

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(8) Amount consists of \$30,739 for two years of welfare plan benefits (or the equivalent); \$17,300 for two years of Company matching contributions to the 401(k) Retirement Plan and Deferred Compensation Plan; \$17,300 for two years of Company contributions to the 401(k) Retirement Plan and Deferred Compensation Plan; and \$874,115 for excise tax and gross up.

(9) Amount consists of \$30,749 for two years of welfare plan benefits (or the equivalent); \$21,750 for two years of Company matching contributions to the 401(k) Retirement Plan and Deferred Compensation Plan; \$21,750 for two years of Company contributions to the 401(k) Retirement Plan and Deferred Compensation Plan; and \$1,377,191 for excise tax and gross up.

(10) Amount consists of \$30,633 for two years of welfare plan benefits (or the equivalent); \$15,100 for two years of Company matching contributions to the 401(k) Retirement Plan and Deferred Compensation Plan; and \$15,100 for two years of Company contributions to the 401(k) Retirement Plan and Deferred Compensation Plan. Based on the Company's calculations, Mr. Bowser would not be subject to an excise tax under Section 280G of the Code. Therefore, no amount is included for the excise tax or any corresponding gross up.

(11) Mr. Schwab would continue to receive his salary and would be eligible for MIP awards over the remaining term of his employment agreement. The estimated amounts illustrated in the above table assume continued payment of his salary and MIP awards at 50 percent of that salary over the remaining term of the employment contract (through June 30, 2015). The estimated payment has been converted from euros to dollars at the exchange rate in effect at March 29, 2013: \$1 = €0.7801).

(12) Mr. Schwab may continue to receive equity grants over the remaining term of his employment agreement. The estimated amounts illustrated in the above table assume continued equity awards being made to him at 70 percent of his base salary (at the target level) over the remaining term of the employment contract (through June 30, 2015) and reflect continued vesting of such equity awards through that date (presuming the same vesting schedules currently used for such awards).

**ITEM 2 – ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION**

The Company seeks the advisory vote of its shareholders on its executive compensation program and asks that you support the compensation of the Company's Named Executive Officers ("NEOs") as disclosed in the Compensation Discussion and Analysis section and accompanying tables contained in this proxy statement.

The ONC Committee and the Company are committed to paying for performance and ensuring that the executive compensation plans of the Company drive value. This commitment is reflected in the Company's executive compensation program, which is designed to balance short- and long-term considerations while rewarding management in a way that reflects the Company's performance over time.

This proposal, commonly known as a "Say on Pay" proposal, gives you the opportunity to indicate your support or lack of support for the Company's fiscal 2013 pay practices and programs for the NEOs through the following resolution:

**RESOLVED**, that the compensation paid to the Company's NEOs, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion is hereby **APPROVED**.

This vote is not for or against a particular item of compensation but rather is with regard to the executive compensation program, as a whole, for the NEOs. This shareholder vote is advisory and is, therefore, not binding on the Board of Directors. The Board of Directors will, however, take the outcome of this vote into account when determining the NEOs' compensation in fiscal 2014.

The Board of Directors recommends that shareholders vote “FOR” approval of the compensation of the Company’s NEOs.

Vote Required for Approval

Approval of the Company’s executive compensation policies and procedures for its NEOs requires that the number of votes cast in favor of the proposal exceed the number of votes cast against it. Because abstentions and broker non-votes are not considered votes cast, they will have no effect on the vote.

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## ITEM 3 - RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors recommends that shareholders vote “FOR” ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm.

The Audit Committee of the Board has appointed PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2014 to audit the consolidated financial statements of the Company. Before the Audit Committee selected PwC, it carefully considered the qualifications of the firm, including their performance in prior years and their reputation for integrity and for competence in the fields of accounting and auditing. Services provided to the Company and its subsidiaries by PwC in fiscal 2013 and fiscal 2012 are described under Independent Auditor’s Fees for Fiscal 2013 and 2012 below.

If the shareholders do not ratify the appointment of PwC, the selection of our independent registered public accounting firm will be reconsidered by the Audit Committee. If, prior to the annual meeting, PwC declines to act or its engagement is otherwise discontinued by the Audit Committee, the Audit Committee will appoint another independent registered public accounting firm whose engagement for any period subsequent to the meeting will be subject to ratification by the shareholders at the 2013 Annual Meeting of Shareholders.

Representatives of PwC are expected to be present at the 2013 Annual Meeting of Shareholders. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

## INDEPENDENT AUDITORS’ FEES FOR FISCAL 2013 AND 2012

The following table represents fees for professional audit services rendered by PwC for the audit of the Company’s consolidated financial statements for the fiscal years ended March 31, 2013 and March 31, 2012, and fees billed for other services rendered by PwC during those periods.

|                         | Fiscal    | Fiscal    |
|-------------------------|-----------|-----------|
| (In thousands)          | 2013      | 2012      |
| Audit Fees: (a)         | \$2,550.8 | \$2,256.3 |
| Audit-Related Fees: (b) | \$0.0     | \$15.4    |
| Tax Fees: (c)           | \$796.0   | \$907.8   |
| All Other Fees: (d)     | \$9.0     | \$9.0     |
| Total                   | \$3,355.8 | \$3,188.5 |

Audit Fees: Fees for professional services performed by PwC for (1) the audit of the Company’s annual consolidated financial statements included in the Company’s annual report on Form 10-K and review of financial (a) statements included in the Company’s quarterly reports on Form 10-Q; (2) the audit of the Company’s internal control over financial reporting; and (3) services that are normally provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees: Fees for assurance and related services performed by PwC that are reasonably related to the (b) performance of the audit or review of the Company’s financial statements. This amount may include attestations by PwC that are not required by statute or regulation, consulting on financial accounting/reporting standards, and due diligence related to mergers and acquisitions.

(c) Tax Fees: Fees for professional services performed by PwC with respect to tax compliance, tax advice, and tax planning. This may include preparation of returns for the Company and its consolidated subsidiaries, refund

claims, payment planning and tax audit assistance.

- (d) All Other Fees: Fees for permissible work provided by PwC that do not meet any of the above-category descriptions. The fees for fiscal 2013 and fiscal 2012 were for user licenses of PwC's Comperio research library.

The Audit Committee has determined that the provision of services rendered above that were not related to its audit of the Company's financial statements were at all times compatible with maintaining PwC's independence.

#### Vote Required for Approval

Approval of this proposal requires the affirmative vote of a majority of the votes cast on the proposal, provided a quorum is present. Because abstentions and broker non-votes are not considered votes cast, they will not have an effect on the vote.

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Pre-Approval Policy

The Audit Committee pre-approves all audit services and permitted non-audit services, including all fees and terms, to be performed for the Company by its independent registered public accounting firm, subject to the “de minimis” exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Audit Committee prior to the completion of the audit. Alternatively, the Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting. Non-audit services are reviewed and pre-approved by project at the beginning of each fiscal year. Descriptions of each project are provided to the Audit Committee. Any additional non-audit services contemplated by the Company after the beginning of the fiscal year are submitted to the Audit Committee for pre-approval prior to engaging the independent registered public accounting firm to perform any services. The Audit Committee is routinely informed as to the non-audit services actually provided by the independent registered public accounting firm pursuant to the pre-approved projects. All of the fees paid to the independent registered public accounting firm in the fiscal year ended March 31, 2013 and fiscal year ended March 31, 2012 were approved in advance by the Audit Committee.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors operates under a written charter adopted by the Board of Directors. As set forth in the charter, the Audit Committee’s purpose is to assist the Board of Directors in monitoring the:

- Integrity of the Company’s financial statements;
- Independent registered public accounting firm’s qualifications and independence;
- Performance of the Company’s internal audit function and independent registered public accounting firm; and
- The Company’s compliance with legal and regulatory requirements.

In carrying out these responsibilities, the Audit Committee, among other things:

- Appoints the independent registered public accounting firm for the purpose of preparing and issuing an audit report and to perform related work, and discusses with the independent registered public accounting firm appropriate staffing and compensation;
- Retains, to the extent it deems necessary or appropriate, independent legal, accounting or other advisors;
- Oversees management’s implementation of systems of internal controls, including review of policies relating to legal and regulatory compliance, ethics and conflicts of interest;
- Reviews the activities and recommendations of the Company’s internal auditing program;
- Monitors the preparation of quarterly and annual financial reports by the Company’s management, including discussions with management and the Company’s independent registered public accounting firm about draft annual financial statements and key accounting and reporting matters;
- Monitors and reviews the Company’s earnings releases with management and the Company’s independent registered public accounting firm;

Determines whether the independent registered public accounting firm is independent (based in part on the annual letter provided to the Company pursuant to PCAOB Ethics and Independence Rule 3526 (Independence Discussion with Audit Committees));

· Annually reviews management's programs to monitor compliance with the Company's Code of Ethics; and

· Annually reviews with management the assumptions and disclosures related to the defined benefit and post-employment benefit plans as well as the status, policies and procedures relating to Company common stock held in any such plan.

The Audit Committee met six times during the fiscal year ended March 31, 2013. The Audit Committee has an appropriate number of meetings to ensure that it devotes appropriate attention to all of its responsibilities. The Audit Committee's meetings include, whenever appropriate, executive sessions with the Company's independent registered public accounting firm and with the Company's internal auditors and compliance personnel, in each case without any other member of the Company's management being present.

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In overseeing the preparation of the Company’s financial statements, the Audit Committee met with both management and the Company’s independent registered public accounting firm to review and discuss all financial statements, including the Company’s audited financial statements, prior to their issuance and to discuss significant accounting issues. Management advised the Audit Committee that all financial statements were prepared in accordance with generally accepted accounting principles. PwC presented the matters required to be discussed with the Audit Committee by AU Section 380, “The Auditor’s Communication with Those Charged with Governance” and SEC Regulation S-X, Rule 2-07 “Communication with Audit Committees.

With respect to the Company’s independent registered public accounting firm, the Audit Committee, among other things, discussed with PwC matters relating to its independence, after receiving the written disclosures and the letter from PwC required by the PCAOB Ethics and Independence Rule 3526.

On the basis of these reviews and discussions, the Audit Committee recommended to the Board of Directors that the Company’s audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2013, for filing with the SEC.

In performing all of the functions described above, the Audit Committee acts only in an oversight capacity. The Audit Committee completes its review of the matters described above prior to the public announcements of financial results. In its oversight role, the Audit Committee relies on the work and assurances of the Company’s management, which has the primary responsibility for the Company’s financial statements and its report on the effectiveness of the Company’s internal control over financial reporting, and of the Company’s independent registered public accounting firm, who, in their report, express an opinion on the Company’s annual financial statements and on the effectiveness of the Company’s internal control over financial reporting.

THE AUDIT COMMITTEE

- Charles P. Cooley, Chair
- David J. Anderson
- Mary L. Petrovich
- Marsha C. Williams

EQUITY COMPENSATION PLAN INFORMATION

Modine’s equity compensation plans, listed below, all have been approved by shareholders:

- Amended and Restated 2008 Incentive Compensation Plan;
- 2007 Incentive Compensation Plan; and
- The Amended and Restated 2000 Stock Incentive Plan for Non-Employee Directors.

The following table sets forth required information about equity compensation plans as of March 31, 2013:

| Plan Category | Number of<br>shares to<br>be<br>issued<br>upon<br>exercise of | Weighted-average<br>exercise<br>price of<br>outstanding<br>options,<br>warrants and<br>rights | Number of<br>shares<br>remaining<br>available<br>for future<br>issuance |
|---------------|---|---|---|
|---------------|---|---|---|

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|  | outstanding<br>options,<br>warrants or<br>rights |       | (excluding<br>securities<br>reflected<br>in 1 <sup>st</sup><br>column) |
|--|--|-------|--|
| Equity Compensation Plans approved by security holders     | 1,738,559  | 14.03 | 2,461,814  |
| Equity Compensation Plans not approved by security holders | 0  | 0     | 0  |
| Total  | 1,738,559  | 14.03 | 2,461,814  |

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's executive officers and directors, and certain persons who beneficially own more than 10 percent of a registered class of the Company's equity securities to file reports of ownership and changes in ownership of equity securities of Modine and derivative securities of Modine with the SEC. Those "reporting persons" are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based upon a review of those filings and other information furnished by the reporting persons, we believe that all of the Company's reporting persons complied during the fiscal year ended March 31, 2013 with the reporting requirements of Section 16(a) of the Exchange Act.

ADDITIONAL MATTERS

The Board of Directors is not aware of any other matters that will be presented for action at the 2013 Annual Meeting of Shareholders. Should any additional matters properly come before the meeting, the persons named in the proxy will vote on those matters in accordance with their best judgment.

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GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

The Rules of Conduct for the annual meeting are attached as Appendix A. Please review the Rules of Conduct before attending the annual meeting. The Rules of Conduct will also be distributed at the annual meeting.

Who may vote?

You may vote your shares of common stock if our records show that you owned the shares at the close of business on May 31, 2013, the record date. A total of 47,230,352 shares of common stock were outstanding as of the record date and entitled to vote at the annual meeting. You are entitled to one vote for each share of common stock you own. The holders of common stock do not have cumulative voting rights. The enclosed proxy card shows the number of shares you may vote.

How do I vote?

You may vote in person or by a properly appointed proxy.

Registered Holders

Registered holders may vote by completing and mailing the enclosed proxy card or electronically either via the Internet or by calling Broadridge Financial Solutions, Inc. Specific instructions are set forth on the enclosed proxy card. You may also vote in person at the annual meeting.

The Internet and telephone voting procedures on the enclosed proxy card are for your convenience and reduce costs for Modine. The procedures are designed to authenticate your identity, allow you to give voting instructions and confirm that those instructions have been recorded properly.

Street Name Holders

If your shares are registered in the name of a bank or brokerage firm, you may be eligible to vote your shares electronically via the Internet or by telephone. If your bank or brokerage firm is participating in the Broadridge Investor Communication Services' program, your voting form will provide you with instructions.

401(k) Retirement Plan Participants

If you are a participant in one of Modine's 401(k) Retirement Plans, you will receive a proxy on which you may indicate your voting instructions for the shares held in your plan account. The trustee for the plan, Marshall & Ilsley Trust Company N.A., will vote your shares as you direct. If a proxy is not returned for shares held in a plan, the trustee generally will vote those shares in the same proportion that all shares in the plan for which voting instructions have been received are voted, although it may do otherwise in its discretion.

May I vote in person at the annual meeting?

Although we encourage you to complete and return the proxy card or vote via the Internet or by telephone to ensure that your vote is counted, you may attend the annual meeting and vote your shares in person. You will need to obtain a "legal proxy" from your broker if you hold your shares in street name and want to vote those shares at the annual meeting in person.

Please tell us when you appoint your proxy if you plan on attending the annual meeting so that we may have an accurate count of the number of shareholders attending the meeting.

What does the Board of Directors recommend?

The Board of Directors' recommendation is included with the description of each item in this proxy statement. In summary, the Board recommends a vote:

“FOR” election of each of the Company-nominated directors for terms expiring in 2016 (see Item 1); and

“FOR” approval of the compensation of the Company's NEOs (see Item 2); and

“FOR” ratification of the Company's independent registered public accounting firm (see Item 3).

Unless you give other instructions, the persons named as proxies will vote “FOR” Items 1, 2 and 3.

What if other matters come up at the annual meeting?

To our knowledge, the matters described in this proxy statement are the only matters that will be subject to a vote at the annual meeting. If other matters are properly presented, the persons appointed as proxies will vote your shares on those other matters in accordance with their best judgment.

May I change my vote after I appoint a proxy?

Yes, you may change your vote by revoking your proxy. You may revoke your proxy by:

·submitting a new proxy;

·giving written notice before the annual meeting to the Company's Secretary stating that you are revoking your previous proxy;

·revoking your proxy in the same manner you initially submitted it – by Internet, the telephone or mail; or

·attending the annual meeting and voting your shares in person.

If you decide to vote your shares in person, we prefer that you first revoke your prior proxy in the same way you initially submitted it – that is, by Internet, the telephone or mail. The presence at the annual meeting of a shareholder who has made an effective proxy appointment does not, by itself, constitute a revocation of a proxy appointment.

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How are votes counted?

A majority of the shares entitled to vote, represented in person or by proxy, will constitute a quorum at the annual meeting. Abstentions and broker non-votes are counted as present for purposes of determining a quorum.

Voting on the Election of Directors (Item 1)

Directors in an uncontested election are elected by a majority of the votes cast by holders of shares of the Company's common stock entitled to vote in the election at a shareholder meeting at which a quorum is present. Because abstentions and broker non-votes are not considered votes cast, they will not have an effect on the vote.

Advisory Vote on NEO Compensation (Item 2)

Approval of the advisory resolution on the Company's NEO compensation policies and procedures for its NEOs requires that the number of votes cast in favor of the proposal exceed the number of votes cast against it. Abstentions and broker non-votes will not be counted as votes cast.

Voting on the Ratification of Independent Registered Public Accounting Firm (Item 3)

Approval of this proposal requires the affirmative vote of a majority of the votes cast on the proposal, provided a quorum is present. Because abstentions and broker non-votes are not considered votes cast, they will not have an effect on the vote.

Who will count the votes?

Broadridge Financial Solutions, Inc., an independent tabulator, will count the votes under the supervision of the Inspectors of Election appointed by the Board of Directors.

Shareholder Proposals for 2014 Annual Meeting

Shareholder proposals for the 2014 Annual Meeting of Shareholders of the Company must be received no later than February 19, 2014 at the Company's principal executive office, Modine Manufacturing Company, 1500 DeKoven Avenue, Racine, Wisconsin 53403-2552, directed to the attention of the Company's Secretary, in order to be considered for inclusion in next year's annual meeting proxy material under the proxy rules of the SEC. Written notice of shareholder proposals and director nominations for the 2014 Annual Meeting of Shareholders of the Company that are not intended to be considered for inclusion in next year's annual meeting proxy material (shareholder proposals submitted outside the processes of Rule 14a-8) must be received no earlier than April 10, 2014 and no later than May 5, 2014 at such offices, directed to the attention of the Company's Secretary and must be submitted in accordance with the requirements of the Bylaws of the Company.

Who pays for this proxy solicitation?

Modine pays for the proxy solicitation. Directors, officers and employees of Modine, who will receive no additional compensation for their services, may solicit proxies in person or by mail, telephone, facsimile transmission or other means. Brokers, banks, nominees, fiduciaries and other custodians will be requested to solicit beneficial owners of shares and will be reimbursed for their expenses.

How may I help reduce mailing costs?

Eligible shareholders who have more than one account in their name or the same address as other shareholders may authorize us to discontinue mailings of multiple annual reports and proxy statements. Most shareholders can also view future annual reports and proxy statements on the Internet rather than receiving paper copies in the mail. See the next two questions and answers and your proxy card for more information.

Are proxy materials and the annual report available electronically?

Yes, they are available at [www.proxyvote.com](http://www.proxyvote.com) and on our website, [www.modine.com](http://www.modine.com). In addition, shareholders may elect to view future proxy statements and annual reports on the Internet instead of receiving paper copies in the mail.

If you are a shareholder of record, you may choose this option and save us the cost of producing and mailing these documents by following the instructions provided on the proxy card to vote on the Internet. On the referenced website, you will be given instructions to choose to receive future proxy statements and annual reports electronically.

If you hold your stock in street name, please refer to the information provided by the party in whose name the shares are held for instructions on how to elect to view future proxy statements and annual reports on the Internet.

What happens if multiple shareholders share the same address?

We have adopted a procedure called "householding," so we are sending only one proxy statement to shareholders with the same last name at a single address, unless we have received instructions to do otherwise. Householding reduces our printing and postage costs. If a shareholder of record wishes to receive a separate copy of a proxy statement or annual report in the future, he or she may provide written notice to the Company's Secretary, Modine Manufacturing Company, 1500 DeKoven Avenue, Racine, WI 53403-2552, or oral notice by calling 262-636-1517 and tell us so.

Upon written or oral request, the Company will promptly send a copy of either document.

Shareholders of record sharing the same address and receiving multiple copies of the annual report and proxy statement may request householding by contacting us in the same manner. If you own your shares in street name, you may request householding by contacting the entity in whose name the shares are held.

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The foregoing notice and Proxy Statement are sent by order of the Board of Directors.

Margaret C. Kelsey,  
Vice President, General Counsel and Secretary

June 19, 2013

The Company will provide to any shareholder, without charge, upon written request of such shareholder, a copy of the Company's Form 10-K (without exhibits). Such requests should be addressed to: Vice President, Treasurer and Investor Relations, Modine Manufacturing Company, 1500 DeKoven Avenue, Racine, Wisconsin, 53403-2552. A copy of the Company's Form 10-K is available on our website, [www.modine.com](http://www.modine.com).

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Appendix A

Modine Manufacturing Company

ANNUAL MEETING OF SHAREHOLDERS

Rules of Conduct

In order to conduct an orderly and constructive meeting of shareholders in a manner that is fair to the interests of all shareholders, and give all shareholders present a reasonable opportunity to be heard, the 2013 Annual Meeting of Shareholders will be conducted in accordance with the following rules and procedures:

You need not vote at this meeting if you have already voted by proxy and have not revoked your proxy. If you have

1. previously voted but wish to change your vote, or if you have not yet voted, you may request a ballot from the inspector of election and vote before the polls close.

2. Subject to the discretion of the Chairman, the business of the meeting will be taken up in the order on the agenda. When an item on the agenda is before the meeting, questions or comments should be confined to that item.

Only shareholders eligible to vote at the meeting (or holders of their proxies) may speak at the meeting.

3. Shareholders should not address the meeting until recognized by the Chairman of the meeting. Shareholders eligible to vote who wish to address the meeting, should rise and wait to be recognized. Once recognized, shareholders (or proxy holders) should state their name and, if applicable, the name of any shareholder they represent.

4. Each speaker shall be limited to 3 minutes on a particular subject. Once a shareholder has spoken on a subject, that shareholder should give other shareholders the opportunity to speak.

5. Shareholders will be recognized on a rotation basis, and their questions or remarks must be relevant to the meeting, pertinent to matters properly before the meeting, and briefly stated. The meeting is not to be used as a forum to present views that are not directly related to the business before the meeting.

6. Questions and comments unrelated to agenda items should be held for discussion after the conclusion of the formal meeting.

7. Individual matters, not of concern to all shareholders generally, such as personal grievances, are not appropriate matters for general discussion.

8. The use of cameras or sound recording equipment is prohibited, except those employed by the Company, if any, to provide a record of the proceedings.

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Notice  
of Meeting  
and Proxy  
Statement

2013 Annual Meeting  
of Shareholders

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VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on July 17, 2013. Have your proxycard in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

MODINE  
MANUFACTURING  
COMPANY  
C/O CORPORATE  
SECRETARY  
1500 DEKOVEN  
AVENUE  
RACINE, WI 53403

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by Modine Manufacturing Company in mailing proxy materials, you may consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on July 17, 2013. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. If you vote by phone or Internet, please do not mail your proxy card.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:  
M60533-P41175 KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

MODINE  
MANUFACTURING  
COMPANY

The Board of Directors  
recommends you vote FOR  
the following proposals:

1. Election of Directors

Nominees:                      For Against Abstain

1a. Thomas A. Burke    o   o       o

1b. Charles P. Cooley   o   o       o

1c. Mary L. Petrovich   o   o       o

For Against Abstain



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Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on July 18, 2013 – the Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com) and [www.modine.com](http://www.modine.com).

M60534-P41175

Annual Meeting of Shareholders

Thursday, July 18, 2013

9:00 AM CDT

This proxy is solicited by the Board of Directors

If you consented to access your proxy information electronically, you may view it by going to the Modine Manufacturing Company website, [www.modine.com](http://www.modine.com).

The undersigned hereby appoints Michael B. Lucareli and Margaret ("Peggy") C. Kelsey, or either of them, with full power of substitution to each, as attorneys and proxies to represent the undersigned at the 2013 Annual Meeting of Shareholders of Modine Manufacturing Company to be held at The Pfister Hotel, 424 East Wisconsin Avenue, Milwaukee, WI 53202 on July 18, 2013 at 9:00 a.m. CDT, and at any adjournment(s) thereof, and to vote all shares of common stock that the undersigned may be entitled to vote at said meeting as directed with respect to the matters as set forth in the Proxy Statement. If any other business should properly come before the meeting and/or at any adjournment(s) thereof, the shares represented by the proxy and voting instructions solicited thereby may be discretionarily voted on such business in accordance with the best judgment of the proxy holders.

Modine 401(k) Retirement Savings Plans-Voting Instructions to Trustee, Wells Fargo Bank, N.A., for the Annual Meeting of Shareholders. If you are a participant in the Modine 401(k) Salaried Retirement Savings Plan or the Modine 401(k) Hourly Retirement Savings Plan, you have the right to give instructions to the Trustee as to the voting of shares of Modine Manufacturing Company common stock held in the plan account. The voting of those shares will occur at the 2013 Annual Meeting of Shareholders or at any adjournment(s) thereof. In this regard, please indicate your voting choices on the card, sign and date it, and return this card promptly in the enclosed postage-paid envelope or follow the instructions to record your vote by telephone or Internet. If your instructions are not received at least five days prior to the meeting, or if you do not respond, shares held in an account for which a proxy is not received will generally be voted by the Trustee, Wells Fargo Bank, N.A., in the same proportion that all shares in the plan for which voting instructions have been received are voted although it may do otherwise in its discretion.

Address Change/Comments:

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

IF YOU VOTE BY PHONE OR INTERNET, PLEASE DO NOT MAIL YOUR PROXY CARD.

Continued and to be signed on reverse side.

