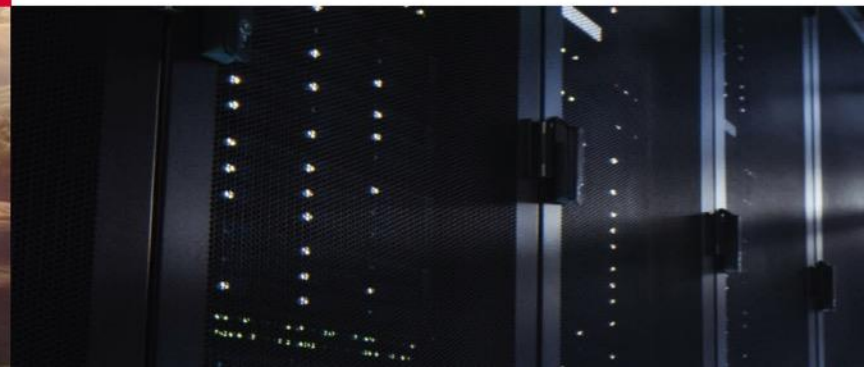




Fourth Quarter Fiscal 2021

May 27, 2021 8:00 am CDT



Forward-Looking Statements



This presentation contains statements, including information about future financial performance and market conditions, accompanied by phrases such as “believes,” “estimates,” “expects,” “plans,” “anticipates,” “intends,” and other similar “forward-looking” statements, as defined in the Private Securities Litigation Reform Act of 1995. Modine's actual results, performance or achievements may differ materially from those expressed or implied in these statements because of certain risks and uncertainties, including, but not limited to those described under “Risk Factors” in Item 1A of Part I of the Company's Annual Report on Form 10-K for the year ended March 31, 2020 and under Forward-Looking Statements in Item 7 of Part II of that same report and in the Company's Quarterly Reports on Form 10-Q for the quarters ended June 30, 2020, September 30, 2020, and December 31, 2020. Other risks and uncertainties include, but are not limited to, the following: the impact of the COVID-19 pandemic on the national and global economy, our business, suppliers, customers, and employees; the overall health and price-down focus of Modine's customers; our ability to successfully execute our strategic and operational plans, including our ability to successfully complete the pending sale of our liquid-cooled automotive business, including the receipt of governmental and third-party approvals and the risk that the sale will not close because of a failure to satisfy one or more of the closing conditions (including governmental and third-party approvals) on a timely basis or at all, and our ability to successfully exit our other automotive businesses; our ability to effectively and efficiently reduce our cost structure in response to sales volume declines and complete restructuring activities and realize benefits thereon; our ability to comply with the financial covenants in our credit agreements and to fund our global liquidity requirements efficiently; operational inefficiencies as a result of program launches, unexpected volume increases, product transfers, and delays or inefficiencies resulting from restrictions imposed in response to the COVID-19 pandemic; economic, social and political conditions, changes and challenges in the markets where Modine operates and competes, including foreign currency exchange rate fluctuations, tariffs (and potential trade war impacts resulting from tariffs or retaliatory actions), inflation, changes in interest rates or tightening of the credit markets, recession, restrictions associated with importing and exporting and foreign ownership, public health crises, and the general uncertainties about the impact of regulatory and/or policy changes, including those related to tax and trade, the COVID-19 pandemic and other matters, that have been or may be implemented in the U.S. or abroad, and continuing uncertainty regarding the impacts of “Brexit”; the impact on Modine of any significant increases in commodity prices, particularly aluminum, copper, steel and stainless steel (nickel) and other purchased components, and our ability to adjust product pricing in response to any such increases; the nature of and Modine's significant exposure to the vehicular industry and the dependence of this industry on the health of the economy; Modine's ability to recruit and maintain talent in managerial, leadership, and administrative functions; Modine's ability to protect its proprietary information and intellectual property from theft or attack; the impact of any substantial disruption or material breach of our information technology systems; costs and other effects of environmental investigation, remediation or litigation; and other risks and uncertainties identified by the Company in public filings with the U.S. Securities and Exchange Commission. Forward-looking statements are as of the date of this presentation, and the Company does not assume any obligation to update any forward-looking statements.

Highlights



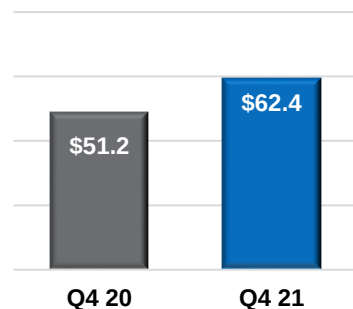
- Delivered on financial commitments despite a challenging year
- Progressing on the auto exit strategy
 - Closed on sale of Austrian air-cooled automotive business in April
 - Regulatory process for sale of liquid-cooled business taking longer than expected
- Strong focus on opportunities for operational improvement
 - Reduce complexity by aligning organization around market verticals
 - Improve key account and channel management to accelerate decision making and encourage entrepreneurial spirit
 - Deliver the systems, products and solutions valued by our customers
- Modine transformation has begun
 - Analyzing data and working on segmentation process
 - Early results of 80/20 analysis are very encouraging
- Key strategic priorities
 - Grow presence in data center markets
 - Expand development of cooling systems for electric vehicles
 - Grow share by providing alternative refrigerant solutions, including CO2 gas coolers
 - Improve profitability of core CIS and HDE businesses

BHVAC Summary



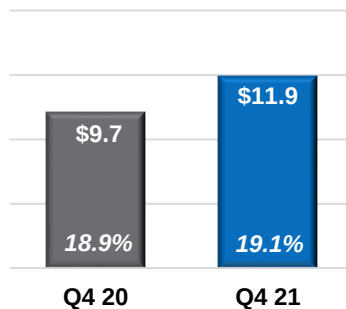
Net Sales

+22%



Adjusted EBITDA

+23%



(in millions)

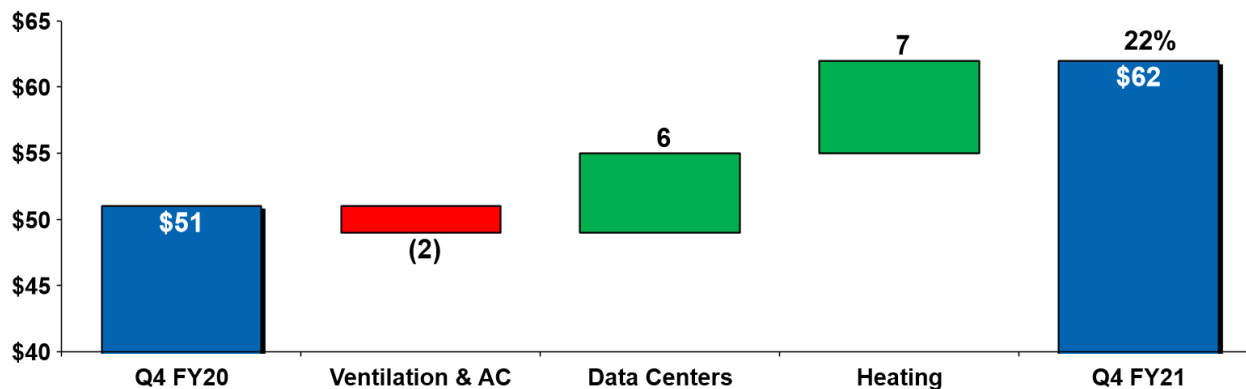
Modine Sales Outlook by Market

	FY2022
Ventilation & AC	+25% to +35%
Data Centers	+30% to +40%
Heating	+7% to +11%

* Year over year sales estimates

Q4 Sales Swing

(in millions)



* See Appendix for the full GAAP income statement and Non-GAAP reconciliations

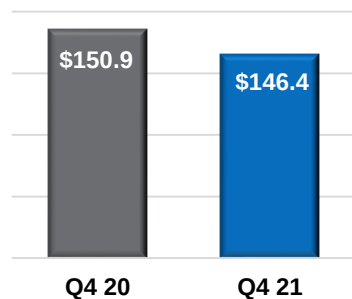
- **Strong quarter driven by higher data center and heating product sales**
 - Data center sales up over 50% in Q4, and nearly 40% YTD
 - Expect strength to continue in FY22
 - Grew market share in heating due to product availability and lead times
- **Strong demand for ventilation products in the US and Canada, driven by stimulus money to improve indoor air quality, especially in schools**

CIS Summary



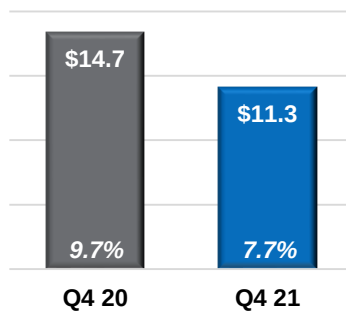
Net Sales

-3%



Adjusted EBITDA

-23%



(in millions)

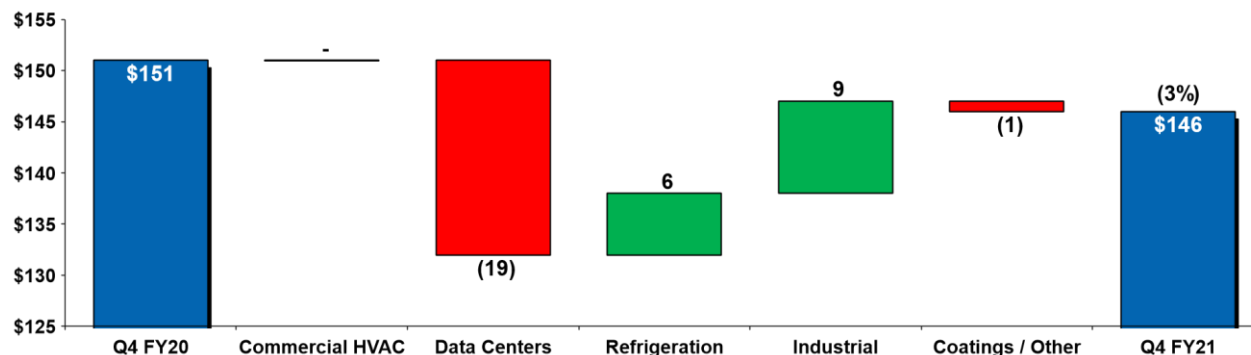
Modine Sales Outlook by Market

	FY2022
Commercial HVAC	+9% to +13%
Refrigeration	+15% to +20%
Data Centers	+30% to +40%
Industrial	flat

* Year over year sales estimates

Q4 Sales Swing

(in millions)



* See Appendix for the full GAAP income statement and Non-GAAP reconciliations

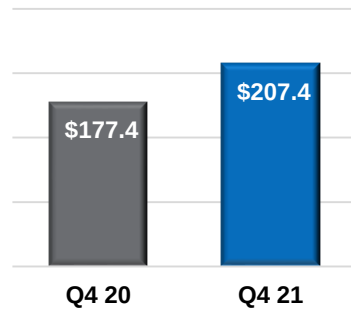
- **Earnings impacted by a sales decline with a significant data center customer**
 - As expected and consistent with previous quarters
 - Anticipating a stable run rate for FY22, similar level as FY21
- **Implementing 80/20 to focus resources and improve growth rate and margins**
- **Expecting continued recovery in HVAC and refrigeration markets, offsetting labor and materials inflation**

HDE Summary



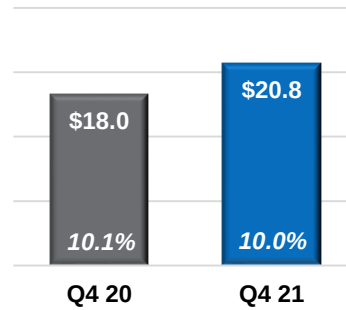
Net Sales

+17%



Adjusted EBITDA

+16%



(in millions)

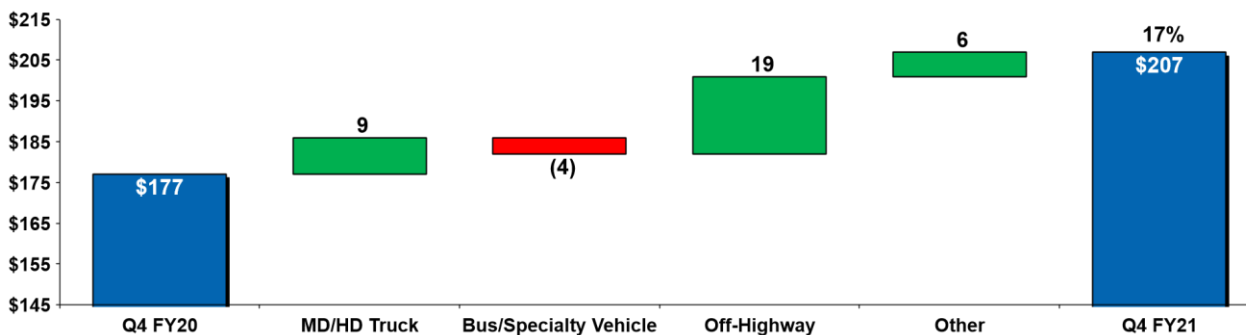
Modine Sales Outlook by Market

	FY2022
Medium/Heavy Truck	+13% to +17%
Bus/Specialty Vehicle	+20% to +30%
Off-Highway	+20% to +25%

* Year over year sales estimates

Q4 Sales Swing

(in millions)



- Continued strength in off-highway and truck markets
- Strong earnings improvement from volume despite higher material costs and tariff impacts
- Managing through COVID crisis in India; prioritizing shipments to customers where necessary
- Anticipating continued market recoveries while managing supply chain headwinds in procurement and logistics

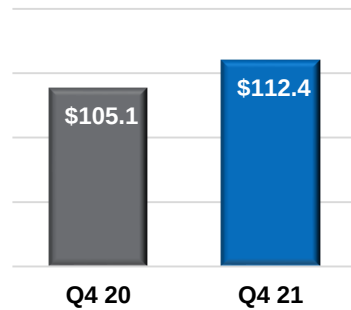
* See Appendix for the full GAAP income statement and Non-GAAP reconciliations

Automotive Summary



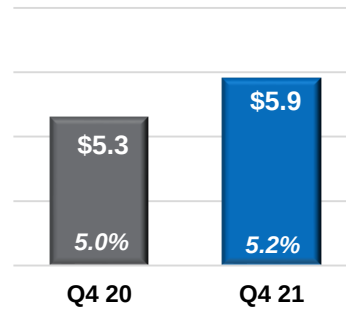
Net Sales

+7%



Adjusted EBITDA

+11%



(in millions)

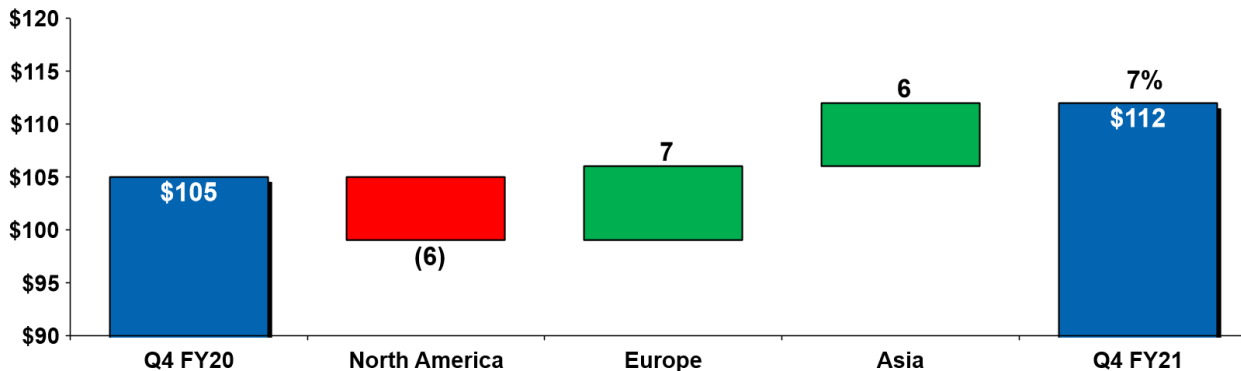
Modine Sales Outlook by Market

	FY2022
North America	-13% to -9%
Europe	+12% to +16%
Asia	-7% to -3%

* Year over year sales estimates

Q4 Sales Swing

(in millions)



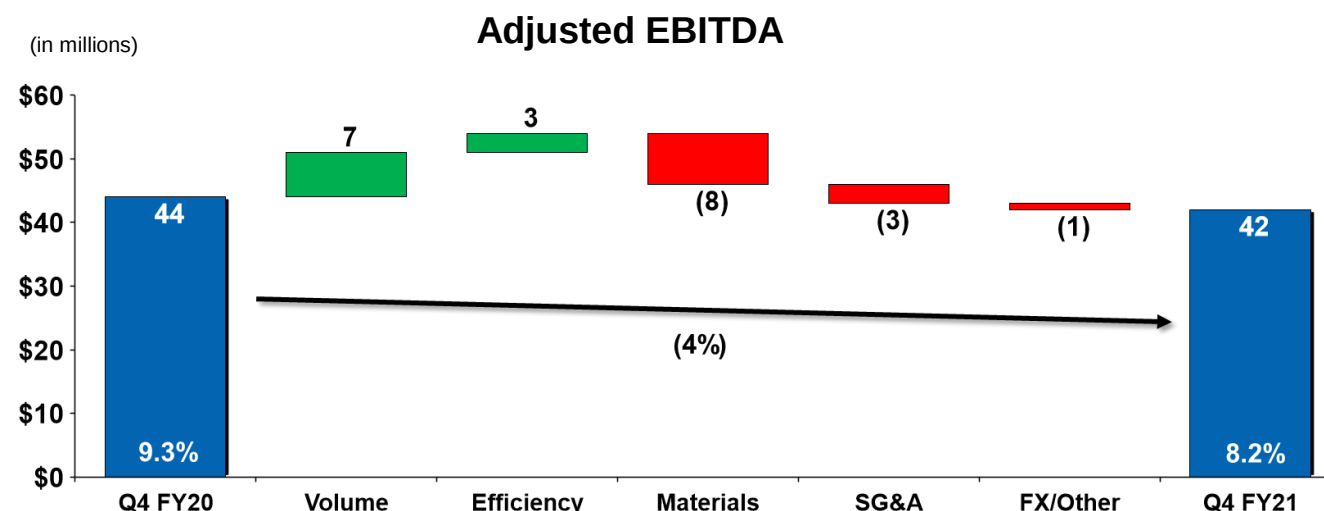
* See Appendix for the full GAAP income statement and Non-GAAP reconciliations

- Sales increase driven by favorable exchange rates; down 1% constant currency
- Earnings growth mostly due positive currency impacts
- Expect lower segment sales due to sale of Austrian business
- Excluding this impact, expect market recovery in Europe to drive higher sales, partially offset by North America and Asia

Financial Information



(In millions)	Q4 2021	Q4 2020
Net Sales	\$514.9	\$472.9
Gross Profit	83.8	74.9
<i>% of net sales</i>	16.3%	15.8%
SG&A expenses	59.3	55.2
<i>% of net sales</i>	11.5%	11.7%
Adjusted Op Income*	27.8	24.8
<i>% of net sales</i>	5.4%	5.2%
Adjusted EBITDA*	42.2	44.1
<i>% of net sales</i>	8.2%	9.3%
Interest Expense	4.2	5.4
Adjusted (Benefit) Provision for Taxes*	(4.7)	4.3
Adjusted Tax Rate*	(21%)	26%
Adjusted EPS*	\$0.51	\$0.24



- **Constant currency sales up 5%, driven by HDE and BHVAC**
- **Gross profit margin improved 50 basis points on higher volumes, procurement performance and lower automotive depreciation expense**
 - Offset significant commodity and logistics inflation
- **Higher SG&A costs driven by an increase in employee compensation**
 - Improved 20 basis points as a percentage of sales
- **Adjusted EBITDA of \$42M down 4% due to mix/volume in CIS and rising commodity costs in HDE**
- **Adjusted EPS increased \$0.27 or 113%, largely due to a tax benefit based on the US valuation allowance**

* See Appendix for the full GAAP income statement and Non-GAAP reconciliations

Cash Flow & Net Debt



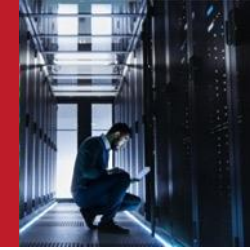
(In millions)	Fiscal 2021	Fiscal 2020
Operating cash flow	\$149.8	\$57.9
Capital expenditures	(32.7)	(71.3)
Free cash flow	\$117.1	(\$13.4)
Adj. free cash flow*	\$143.8	\$51.8

(In millions)	3/31/21	3/31/20
Cash	\$37.8	\$70.9
Total debt	334.5	482.4
Net debt	\$296.7	\$411.5
Leverage Ratio	1.9x	2.4x

- **Record level free cash flow during FY21; \$117 million**
 - Minimal capital spending
 - Highly efficient working capital
 - Tightly managed operating costs
 - CARES Act deferral benefits
- **Q4 stronger than expected, partially due to the timing of various cash payments**
- **Leverage ratio remained at 1.9x**
 - Strategically made debt repayments with excess cash
- **Focused on maintaining a strong financial position to support various strategic initiatives**

* See Appendix for the full GAAP income statement and Non-GAAP reconciliations

Fiscal 2022 Outlook



(In millions)	Guidance	Comments
Net sales	\$2,025 to \$2,134	+12% to +18%
Adjusted EBITDA*	\$170 to \$185	+3% to +12%

- **Key assumptions**

- Estimated interest expense of \$14 - 15 million
- Adjusted tax rate percentage in the mid 20's
- Depreciation and amortization expense of approximately \$55-60 million

- **FY22 full year outlook based on positive trends across most end markets**
 - Strong data center growth across BHVAC and CIS
 - Double-digit growth driven by the demand for BHVAC indoor air quality solutions
 - Strong market recoveries across HDE and CIS
- **Strong revenue growth partially offset with various cost increases**
 - Post-COVID reinstatement of wages/benefits
 - Supply chain challenges, including significantly higher materials, packaging, and freight
 - Includes a full-year of liquid-cooled automotive business
 - Anticipating lower Automotive earnings
 - Will update guidance when the divestiture is completed

* See Appendix for the full GAAP income statement and Non-GAAP reconciliations



Appendix



Q4 GAAP Income Statement



(In millions, except per share amounts)

	Q4 2021	Q4 2020	Change
Net sales	\$ 514.9	\$ 472.9	\$ 42.0
Cost of sales	431.1	398.0	33.1
Gross profit	83.8	74.9	8.9
Selling, general & administrative expenses	59.3	55.2	4.1
Restructuring expenses	6.4	5.5	0.9
Impairment charges	32.4	8.6	23.8
Operating (loss) income	(14.3)	5.6	(19.9)
Interest expense	(4.2)	(5.4)	1.2
Other expense - net	(1.2)	(2.5)	1.3
Loss before income taxes	(19.7)	(2.3)	(17.4)
Benefit (provision) for income taxes	5.1	(4.1)	9.2
Net loss	(14.6)	(6.4)	(8.2)
Net earnings attributable to noncontrolling interest	(0.4)	(0.3)	(0.1)
Net loss attributable to Modine	\$ (15.0)	\$ (6.7)	\$ (8.3)
Net loss per share attributable to Modine shareholders - diluted	\$ (0.29)	\$ (0.13)	\$ (0.16)

Non-GAAP Reconciliations



Adjusted financial results

(In millions, except per share amounts)

	Three months ended March 31,		Twelve months ended March 31,	
	2021	2020	2021	2020
Net loss	\$ (14.6)	\$ (6.4)	\$ (209.5)	\$ (2.0)
Interest expense	4.2	5.4	19.4	22.7
(Benefit) provision for income taxes	(5.1)	4.1	90.2	12.4
Depreciation and amortization expense	14.4	19.3	68.6	77.1
Other expense - net	1.2	2.5	2.2	4.8
Restructuring expenses ^(a)	6.4	5.5	13.4	12.2
Impairment charges ^(b)	32.4	8.6	166.8	8.6
Gain on sale of assets ^(c)	-	-	-	(0.8)
Automotive separation and exit strategy costs ^(d)	2.5	5.0	6.6	39.2
CEO transition costs ^(e)	0.8	-	6.7	-
Environmental charges ^(f)	-	0.1	0.4	0.2
Adjusted EBITDA	\$ 42.2	\$ 44.1	\$ 164.8	\$ 174.4
Net loss per share attributable to Modine shareholders - diluted	\$ (0.29)	\$ (0.13)	\$ (4.11)	\$ (0.04)
Restructuring expenses ^(a)	0.12	0.08	0.24	0.19
Impairment charges ^(b)	0.62	0.13	2.51	0.13
Gain on sale of assets ^(c)	-	-	-	(0.01)
Automotive separation and exit strategy costs ^(d)	0.05	0.07	0.11	0.58
CEO transition costs ^(e)	0.01	-	0.11	-
Environmental charges ^(f)	-	-	0.01	-
Tax valuation allowances ^(g)	-	0.08	2.27	0.14
Tax from legal entity restructuring ^(h)	-	0.01	-	0.06
Adjusted earnings per share	\$ 0.51	\$ 0.24	\$ 1.14	\$ 1.05

* See next slide for footnotes regarding these adjustments

Non-GAAP Reconciliations



- ^(a) Restructuring expenses primarily consist of employee severance expenses related to targeted headcount reductions and plant consolidation activities. The tax benefit related to restructuring expenses during the fourth quarter of fiscal 2021 and fiscal 2020 was \$0.4 million and \$1.3 million, respectively. The tax benefit related to these expenses during fiscal 2021 and 2020 was \$1.4 million and \$2.3 million, respectively.
- ^(b) In fiscal 2021, the Company signed definitive agreements to sell its liquid-cooled and air-cooled automotive businesses within the Automotive segment to separate buyers. As a result, the Company recorded non-cash asset impairment charges totaling \$165.1 million, primarily related to property, plant and equipment of the businesses being sold. In addition, the Company recorded a \$1.7 million impairment charge related to other equipment within the Automotive segment. The tax benefit related to these fiscal 2021 impairment charges was \$37.7 million. During fiscal 2020, the Company recorded non-cash asset impairment charges totaling \$8.6 million, primarily related to Automotive segment manufacturing facilities in Austria and Germany and a previously-closed CIS segment manufacturing facility in Austria. The tax benefit related to these fiscal 2020 impairment charges was \$1.8 million.
- ^(c) During fiscal 2020, the Automotive segment sold a previously-closed manufacturing facility in Germany and, as a result, recorded a gain of \$0.8 million. There was no tax impact associated with this transaction.
- ^(d) Automotive separation and exit strategy costs consist of costs directly associated with the Company's review of strategic alternatives for the liquid-cooled and air-cooled automotive businesses, including costs to separate and prepare the underlying businesses for potential sale. With the exception of \$0.6 million and \$3.1 million of costs in fiscal 2021 and fiscal 2020, respectively, associated with program and equipment transfers recorded as costs of sales, these costs were recorded as SG&A expenses at Corporate and primarily related to accounting, legal, and IT professional services. The tax benefit related to these costs during the fourth quarter of fiscal 2021 and fiscal 2020 was \$0 and \$1.3 million, respectively. The tax benefit related to these costs during fiscal 2021 and 2020 was \$0.9 million and \$9.6 million, respectively.
- ^(e) In August 2020, Thomas A. Burke stepped down from his position as President and Chief Executive Officer ("CEO"). The Board of Directors subsequently conducted a search for his successor and, effective December 1, 2020, appointed Neil D. Brinker as President and CEO. In connection with the CEO transition, the Company recorded costs totaling \$0.8 million and \$6.7 million during the three and twelve months ended March 31, 2021, respectively. These costs, which were recorded as SG&A expenses at Corporate, primarily consisted of severance and benefit-related expenses based upon the terms of Mr. Burke's separation agreement and costs directly associated with the CEO search, partially offset by the impact of Mr. Burke's forfeited stock-based compensation awards. The Company's tax benefit related to these costs was \$0 and \$0.9 million during the three and twelve months ended March 31, 2021, respectively.
- ^(f) Environmental charges, including related legal costs, are recorded as SG&A expenses and relate to a previously-owned U.S. manufacturing facility in the Heavy Duty Equipment segment.
- ^(g) During fiscal 2021, the Company increased its valuation allowance on deferred tax assets in the U.S. and abroad. As a result, the Company recorded income tax charges totaling \$116.5 million. During fiscal 2020, the Company adjusted its valuation allowances on deferred tax assets in the U.S. and in Brazil. As a result, the Company recorded net income tax charges totaling \$7.1 million.
- ^(h) During fiscal 2020, the Company recorded a net income tax charge totaling \$2.9 million as a result of legal entity restructuring completed in preparation of the potential sale of the liquid-cooled automotive business.

Non-GAAP Reconciliations



Adjusted operating income

(In millions)

	Three months ended March 31,	
	2021	2020
Operating (loss) income	\$ (14.3)	\$ 5.6
Impairment charges ^(a)	32.4	8.6
Restructuring expenses ^(a)	6.4	5.5
Automotive separation and exit strategy costs ^(a)	2.5	5.0
CEO transition costs ^(a)	0.8	-
Enviromental charges ^(a)	-	0.1
Adjusted operating income	<u>\$ 27.8</u>	<u>\$ 24.8</u>

^(a) See the adjusted financial results on slides 13 and 14 for additional information regarding these adjustments.

Non-GAAP Reconciliations



Segment Adjusted EBITDA and margin

(In millions)

	Three months ended March 31,	
	2021	2020
Building HVAC Systems		
Operating income	\$ 11.2	\$ 8.8
Depreciation and amortization expense	0.7	0.9
Adjusted EBITDA	\$ 11.9	\$ 9.7
Net sales	\$ 62.4	\$ 51.2
Adjusted EBITDA margin	19.1%	18.9%

	Three months ended March 31,	
	2021	2020
Heavy Duty Equipment		
Operating income	\$ 13.2	\$ 10.6
Depreciation and amortization expense	6.5	6.2
Restructuring expenses ^(a)	1.1	1.1
Environmental charges ^(a)	-	0.1
Adjusted EBITDA	\$ 20.8	\$ 18.0
Net sales	\$ 207.4	\$ 177.4
Adjusted EBITDA margin	10.0%	10.1%

Commercial and Industrial Solutions

	Three months ended March 31,	
	2021	2020
Operating income	\$ 4.3	\$ 7.1
Depreciation and amortization expense	6.2	6.2
Restructuring expenses ^(a)	0.8	0.8
Impairment charges ^(a)	-	0.6
Adjusted EBITDA	\$ 11.3	\$ 14.7
Net sales	\$ 146.4	\$ 150.9
Adjusted EBITDA margin	7.7%	9.7%

	Three months ended March 31,	
	2021	2020
Automotive		
Operating loss	\$ (30.2)	\$ (12.0)
Depreciation and amortization expense	0.5	5.7
Restructuring expenses ^(a)	3.2	3.6
Impairment charges ^(a)	32.4	8.0
Adjusted EBITDA	\$ 5.9	\$ 5.3
Net sales	\$ 112.4	\$ 105.1
Adjusted EBITDA margin	5.2%	5.0%

^(a) See the adjusted financial results on slides 13 and 14 for additional information regarding these adjustments.

Non-GAAP Reconciliations



Adjusted tax rate

(In millions)

	Three months ended March 31,	
	2021	2020
Loss before income taxes	\$ (19.7)	\$ (2.3)
Restructuring expenses ^(a)	6.4	5.5
Impairment charges ^(a)	32.4	8.6
Automotive separation and exit strategy costs ^(a)	2.5	5.0
CEO transition costs ^(a)	0.8	-
Environmental charges ^(a)	-	0.1
Adjusted earnings before income taxes	<u>\$ 22.4</u>	<u>\$ 16.9</u>
Benefit (Provision) for income taxes	\$ 5.1	\$ (4.1)
Taxes on adjustments above ^(a)	(0.4)	(4.5)
Tax valuation allowance ^(a)	-	4.1
Tax from legal entity restructuring ^(a)	-	0.2
Adjusted benefit (provision) for income taxes	<u>\$ 4.7</u>	<u>\$ (4.3)</u>
GAAP tax rate	26%	-178%
Adjusted tax rate	-21%	26%

^(a) See the adjusted financial results on slides 13 and 14 for additional information regarding these adjustments.

Non-GAAP Reconciliations



Net sales - constant currency

(In millions)

	Three months ended March 31,			
	2021		2020	
	Net Sales	Effect of Exchange Rate Changes	Net Sales - Constant Currency	Net Sales
Building HVAC Systems	\$ 62.4	\$ (2.2)	\$ 60.2	\$ 51.2
Commercial and Industrial Solutions	146.4	(6.5)	139.9	150.9
Heavy Duty Equipment	207.4	(2.8)	204.6	177.4
Automotive	112.4	(8.4)	104.0	105.1
Segment total	528.6	(19.9)	508.7	484.6
Corporate and eliminations	(13.7)	0.5	(13.2)	(11.7)
Net sales	<u>\$ 514.9</u>	<u>\$ (19.4)</u>	<u>\$ 495.5</u>	<u>\$ 472.9</u>

Non-GAAP Reconciliations



Free cash flow and adjusted free cash flow

(In millions)

	Three months ended March 31,		Twelve months ended March 31,	
	2021	2020	2021	2020
Net cash provided by operating activities	\$ 3.3	\$ 12.0	\$ 149.8	\$ 57.9
Expenditures for property, plant and equipment	(9.0)	(13.1)	(32.7)	(71.3)
Free cash flow	\$ (5.7)	\$ (1.1)	\$ 117.1	\$ (13.4)
Payments for restructuring activities, automotive separation and exit strategy costs, and certain other expenses ^(a)	8.0	27.0	26.7	65.2
Adjusted free cash flow	\$ 2.3	\$ 25.9	\$ 143.8	\$ 51.8

^(a) These payments primarily related to the Company's review of strategic alternatives for the liquid- and air-cooled automotive businesses, including costs to separate and prepare the underlying businesses for potential sale, and restructuring activities, including severance.

During the three and twelve months ended March 31, 2021, the Company made payments totaling \$2.9 million and \$10.1 million, respectively, related to its review of strategic alternatives for its liquid- and air-cooled automotive businesses. In addition, the Company paid \$5.1 million and \$16.6 million for restructuring activities and certain other expenses during the three and twelve months ended March 31, 2021, respectively.

During the three and twelve months ended March 31, 2020, the Company made payments totaling \$21.8 million and \$47.0 million, respectively, related to its review of strategic alternatives for its liquid- and air-cooled automotive businesses. In addition, the Company paid \$5.2 million and \$18.2 million for restructuring activities and certain other expenses during the three and twelve months ended March 31, 2020, respectively.

Non-GAAP Reconciliations



The Company's fiscal 2022 guidance includes Adjusted EBITDA which is a non-GAAP financial measure. The full-year fiscal 2022 guidance for Adjusted EBITDA is based upon the Company's estimates for interest expense of approximately \$14 to \$15 million, a provision for income taxes of approximately \$22 to \$26 million, and depreciation and amortization expense of approximately \$55 to \$60 million. Adjusted EBITDA also excludes certain cash and non-cash expenses or gains. These expenses and gains may be significant and include items such as restructuring expenses (including severance costs and plant consolidation and relocation expenses), costs associated with the review of strategic alternatives for the automotive business, impairment charges and certain other items. Estimates of these expenses and gains for fiscal 2022 are not available due to the low visibility and unpredictability of these items.