

MANITOWOC FOODSERVICE, INC.

Director Independence Criteria

General Information

No director qualifies as independent unless the Board affirmatively determines the director has no material relationship with the Company. The Board of Directors of Manitowoc Foodservice, Inc. will consider all relevant factors, including the following, in assessing directors' independence.

Definitions

In the criteria below, the following capitalized terms have the following meanings:

- “Company” includes Manitowoc Foodservice, Inc. as well as any parent company, any subsidiary and any other entity controlled by or under common control with Manitowoc Foodservice, Inc.
- “Family Member” means any of the director’s spouse, parents, children, siblings, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law and anyone (other than domestic employees) who share the director’s home.

In the event of any concern regarding the definition of any of the other terms set forth in the following criteria, the Board will look to the definition and guidance given for such terms in the Directors and Officers Questionnaire then most recently issued by the Company.

Independence Criteria

1. The director is not, and has not been within the last three years, an employee of the Company.
2. No Family Member of the director is, or has been within the last three years, an executive officer of the Company.
3. During any twelve-month period within the last three years, neither the director nor any Family Member of the director has received more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
4. (A) The director is not a current partner or employee of a firm that is the Company’s internal or external auditor; (B) the director has no Family Member who is a current partner of such a firm; (C) the director has no Family Member who is a current employee of such a firm and personally works on the Company’s audit; and (D) neither the director nor any Family Members of the director was within the last three years a

partner or employee of such a firm and personally worked on the Company's audit within that time.

5. Neither the director nor any Family Member of the director is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that other company's compensation committee.
6. The director is not presently employed by, and has no Family Member who is currently an executive officer of, a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1,000,000, or 2% of such other company's consolidated gross revenues.
7. From the beginning of the previous fiscal year to the time in question, the Company has not made any charitable contributions in excess of \$25,000 to any organization in which a director is affiliated.
8. From the beginning of the previous fiscal year to the time in question, neither the director nor any Family Member of the director was a participant in a transaction (or is to be a participant in a currently proposed transaction) with the Company for which the amount involved exceeds \$120,000, and in which the director or a Family Member of the director had or will have a direct or indirect material interest.
9. Neither the director nor any associate of the director, is a party adverse to the Company in any legal proceedings, or has an interest adverse to the Company in any pending or threatened legal proceedings.

If a director meets all of the foregoing criteria, the Board will presume the director is independent from the Company.

Additional Criteria for Compensation Committee Members

In addition, in affirmatively determining the independence of any director who will serve on the Compensation Committee of the Board, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to:

1. The source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and whether such compensation would impair the director's ability to make independent judgments about the Company's executive compensation.
2. Whether such director is affiliated with the Company, and whether such relationship either (i) places the director under the direct or indirect control of the Company or its senior management, or (ii) creates a direct relationship between the director and members of senior management, in each case in such a way that would impair the

director's ability to make independent judgments about the Company's executive compensation.

Additional Criteria for Audit Committee Members

In addition, in order for a director who will serve on the Audit Committee of the Board to be considered independent, the director may not, other than in his or her capacity as a member of the Audit Committee, the Board or any other Board committee:

1. Accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company, provided that compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); or
2. Be an affiliated person of the Company. (A director who sits on the board of directors of an affiliate of the Company is exempt from this requirement if the director, except for being a director on each such board, otherwise meets the independence requirements of paragraph 1 of this section for each such entity, including the receipt of only ordinary-course compensation for serving as a member of the board of directors, audit committee, or any other board committee of each such entity.)