



The Manitowoc Company, Inc. – Corporate Policy

Title: RELATED PERSON TRANSACTIONS POLICIES AND PROCEDURES		Policy Number: 117
Issued Date: July, 2018	Supersedes: N/A	
Issued By: General Counsel	Approved By: Board of Directors	
Expires: When Replaced		

Annual Disclosure

The Company will annually disclose the information regarding Related Person Transactions (as defined below) that is required by regulations of the Securities and Exchange Commission (“SEC”) to be disclosed, or incorporated by reference, in the Company’s proxy statement (to be incorporated by reference into the Annual Report on Form 10-K).

Related Person

The term related person (“Related Person”) means any director or executive officer, or nominee for director of the Company, any beneficial owner of more than 5% of the Company’s voting securities (a “Significant Shareholder”) and any member of the “immediate family” of any such persons. An “immediate family” member means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person and any person (other than a tenant or employee) sharing the household of such director, executive officer or nominee for director.

Mandatory Disclosure

Each executive officer, director or nominee for director of the Company will disclose to the Audit Committee (the “Committee”) of the Board the information called for by the section entitled “Information to be Reported” below relating to a Related Person Transaction (as defined below) or a material change to any Related Person Transaction for review, approval or ratification by the Committee. Such disclosure to the Committee should occur before (if possible) or as soon as practicable after the Related Person Transaction is effected, but in any event as soon as practicable after the executive officer, director or nominee for director becomes aware of the Related Person Transaction or the material change in a Related Person Transaction. In addition, the questionnaire sent annually by the Company to directors, nominees for director and executive officers will solicit information regarding Related Person Transactions that are currently proposed or occurred since the beginning of the Company’s last fiscal year. Any executive officer, director or nominee for director of the Company who becomes aware of a Related Person Transaction between the Company and a Significant Shareholder will disclose to



the Committee as soon as practicable the information called for by the section entitled “Information to be Reported” below with respect to such Related Person Transaction.

Related Person Transaction

A “Related Person Transaction” is a consummated or currently proposed transaction, (including any indebtedness or a guarantee of indebtedness) in which the Company was or is to be a participant and the amount involved exceeds \$120,000, and in which the Related Person had or will have a direct or indirect material interest. A Related Person Transaction does not include:

- The payment of compensation by the Company to an executive officer, director or nominee for a director of the Company;
- Indebtedness due from a Related Person for transactions in the ordinary course of business;
- A transaction if the interest of the Related Person arises solely from the ownership of the shares of the Company and all shareholders receive the same benefit on a pro-rata basis; or
- A transaction in which the rates or charges involved are determined by competitive bids.

Furthermore, a Related Person is not deemed to have a material interest in a transaction if the person’s interest arises only (i) from the person’s position as a director of another party to the transaction; (ii) from the ownership by such person and all other Related Persons, in the aggregate, of less than a 10% equity interest in another person (other than a partnership) which is a party to the transaction; (iii) from such person’s position as a limited partner in a partnership and all other Related Persons have an interest of less than 10% and the person is not a general partner of, and does not hold another position in, the partnership; and (iv) from both such director position and ownership interest.

Information to be Reported

The information regarding a Related Person Transaction that should be reported to the Committee pursuant to the section entitled “Mandatory Disclosure” above should include (i) the name of the Related Person, and if he or she is an immediate family member of an executive officer, director or nominee for director, the nature of such relationship; (ii) the Related Person’s interest in the transaction, including the Related Person’s position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the transaction; (iii) the approximate dollar value of the amount involved in the transaction; (iv) the approximate dollar value of the amount of the Related Person’s interest in the transaction; and (v) in the case of indebtedness, the largest total amount of principal outstanding since the beginning of the Company’s last fiscal year, the amount of principal outstanding as of the latest practicable date, the amount of principal paid since the beginning of the Company’s last fiscal year and the rate or amount of interest payable on the indebtedness.



Determination Guidelines

The Committee's decision whether or not to approve or ratify the Related Party Transaction should be made in light of the Committee's determination as to whether consummation of the transaction is believed by the Committee to not be or have been contrary to the best interests of the Company. The Committee may take into account the effect of a director's Related Person Transaction on such person's status as an independent member of the Board and eligibility to serve on committees of the Board under SEC rules and New York Stock Exchange listing standards. Any material Related Party Transaction shall be disclosed to the full Board.