

PROLIANCE INTERNATIONAL, INC.  
Form DEF 14A  
March 28, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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

Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Statement

Definitive Additional Materials

Pursuant to §240.14a-12

Confidential, For

Definitive Proxy

Soliciting Material

PROLIANCE INTERNATIONAL, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee

required.

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1) Title of each class of

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underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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1) Amount Previously Paid:

2) Form,

Schedule or Registration Statement No.:

3) Filing Party:

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March 28, 2008

Dear Fellow Stockholder:

We will hold our 2008 annual meeting of stockholders at 11:00 a.m. on Thursday, May 8, 2008 at The Quinnipiack Club, 221 Church Street, New Haven, Connecticut.

The Notice of Annual Meeting, Proxy Statement and proxy card accompanying this letter describe in detail the matters to be acted upon at the meeting.

It is important that your shares be represented at the meeting. Whether or not you plan to attend, please sign, date and return your proxy card in the enclosed envelope as soon as possible. Stockholders of record also have the option of voting by telephone or internet, as described on the proxy card.

We look forward to seeing you at the meeting.

Sincerely yours,

Barry R. Banducci  
Chairman of the Board

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PROLIANCE INTERNATIONAL, INC.

NOTICE OF ANNUAL MEETING

The annual meeting of stockholders of Proliance International, Inc. will be held on Thursday, May 8, 2008, at 11:00 a.m. at The Quinnipiack Club, 221 Church Street, New Haven, Connecticut.

The items of business at the annual meeting are:

- of three directors.
- independent accountants for 2008.
- as may properly come before the meeting, including any continuation of the meeting caused by any adjournment or any postponement of the meeting.
1. Election
  2. Appointment of
  3. Such other matters

March 20, 2008 is the record date for the meeting.

This Proxy Statement and accompanying proxy card are being distributed on or about March 31, 2008.

Richard A. Wisot  
Secretary

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PROLIANCE INTERNATIONAL, INC.  
100 Gando Drive  
New Haven, CT 06513

## PROXY STATEMENT

### The Annual Meeting and Voting

Our board of directors is soliciting proxies to be used at the annual meeting of stockholders to be held on Thursday, May 8, 2008, or at any adjournment of the meeting. This proxy statement contains information about the items being voted on at the annual meeting.

#### Who is entitled to vote?

Record stockholders of Proliance common stock at the close of business on March 20, 2008 (the record date) can vote at the meeting. As of the record date, 15,794,281 shares of Proliance common stock were issued and outstanding. Each stockholder has one vote for each share of common stock owned as of the record date. A list of all stockholders entitled to vote at the meeting will be available for examination by any stockholder for any purpose germane to the meeting at our office at 100 Gando Drive, New Haven, Connecticut, for the ten-day period immediately preceding the meeting.

#### How do I vote?

A form of proxy card and a return envelope for the proxy card are enclosed. Giving your proxy means that you authorize the persons named in the enclosed proxy card to vote your shares at the Proliance annual meeting in the manner you direct. You may vote by proxy or in person at the annual meeting. To vote by proxy, you may use one of the following methods if you are a registered holder (that is, you hold your stock in your own name):

- Mail, by completing and returning your proxy card;
- Telephone voting, by calling the toll-free number specified on your proxy card; or
- Via the internet, by accessing the internet website specified on your proxy card.

If any proxy is returned without indication as to how to vote, the Proliance common stock represented by the proxy will be voted by the persons named on the proxy in favor of each proposal and in accordance with their best judgment on any other matters which may come before the meeting.

#### How do I vote if my shares are held in street name?

If your broker holds your shares of Proliance common stock in street name, you must either direct your broker on how to vote your shares or obtain a proxy from your broker to vote in person at the annual meeting. If your shares are held in street name, you should check the voting form that you receive to determine whether shares may be voted by telephone or the internet.

May I change my vote?

You may revoke your proxy at any time before it is voted at the meeting in several ways. You may send in a revised proxy dated later than the first; or you may vote in person at the meeting; or you may notify our Secretary in writing prior to the meeting that you have revoked your proxy.

What constitutes a quorum?

The holders of a majority of the outstanding shares entitled to vote at the meeting, present in person or represented by proxy, constitute a quorum. If you vote by computer, telephone or proxy card, you will be considered part of the quorum. Abstentions, broker non-votes and votes withheld from director nominees are included in the count to determine a quorum. If a quorum is present, the three director candidates who receive a plurality of the votes of the shares present in person or represented by proxy and entitled to vote on the election of directors will be elected. Proposal 2 will be approved if a quorum is present and a majority of the votes cast by holders present in person or represented by proxy are cast in favor of the proposal.

What is the effect of broker non-votes and abstentions?

Under American Stock Exchange rules, if your broker holds your shares in its “street” name, the

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broker may under certain circumstances vote your shares on the agenda items even if it does not receive instructions from you. Because broker non-votes and abstentions are not considered votes cast on the matters before the meeting, neither will have an effect on the voting for these proposals.

How do employees with shares in the 401(k) plan vote by proxy?

If you hold Proliance common stock in our employee 401(k) plan, you will receive a proxy card with instructions on the different ways available to you to vote your shares. Shares held in our 401(k) plan are voted by the plan trustee in accordance with voting instructions received from plan participants using the enclosed proxy card. The plan authorizes our pension and benefits committee to direct the trustee to vote shares for which no instructions are received.

Information regarding householding

Unless we receive contrary instructions from one or more of the affected stockholders, only one copy of our annual report on Form 10-K and this proxy statement is being delivered to multiple stockholders sharing the same address. We hereby undertake to promptly deliver a separate copy of this proxy statement and/or the annual report on Form 10-K upon the written or oral request of any stockholder to whom the previous sentence applies. Any written or oral request should be made to our Secretary, c/o Proliance International, Inc., 100 Gando Drive, New Haven, Connecticut 06513 or by telephone (203-401-6450). Stockholders sharing the same address and currently receiving only one copy of the annual report on Form 10-K and proxy statement but desiring multiple copies of these materials in the future, or currently receiving multiple copies of the annual report on Form 10-K and proxy statement but desiring only one copy of these materials in the future, should contact our Secretary as provided in the previous sentence.

Stockholder proposals for the 2009 annual meeting

If a stockholder wants to submit a proposal for inclusion in our proxy material for the 2009 annual meeting, it must be received by our Secretary by November 28, 2008. Also, under our Bylaws, a stockholder can present other business at the 2009 annual meeting, including the nomination of candidates for director, only if written notice of the business or candidates is received by our Secretary between January 7, 2009 and February 6, 2009. There are other procedural requirements in the Bylaws pertaining to stockholder proposals and director nominations. Any stockholder may obtain a copy of the Bylaws without charge by writing to our Secretary.

Which stockholders own at least 5% of Proliance?

The only persons or groups known to us to be beneficial owners of more than five percent of Proliance's outstanding common stock are reflected in the chart below. The following information is based upon Schedules 13D and 13G respectively filed with the Securities and Exchange Commission by the persons and entities shown as of the respective dates appearing below and other information available to Proliance.

and Address of Beneficial Owners	Amount and Nature of Beneficial Ownership	Percent of Class	Name
One Corporate Center Rye, NY 10580 P.O. Box 150	1,169,764 (a)	7.4 %	Carl William Dinger III
Green Village, NJ 07935 1299 Ocean Avenue	1,157,550 (b)	7.3 %	Dimensional Fund Advisors LP
Santa Monica, CA 90401 1610 Des Peres Road, Suite 250	1,103,592 (c)	7.0 %	Towle & Co.
St. Louis, MO 63131 5111 Maryland Way Suite 201	1,005,200 (d)	6.4 %	Roger Brown
Brentwood, TN 37027 One Parker Plaza, 9th Floor	852,177 (e)	5.4 %	Franklin Advisory Services, LLC
Fort Lee, NJ 07024 1555 N. Sheffield Avenue	823,800 (f)	5.2 %	Michael Lerner
Chicago, IL 60622 2121 North Fielder Road	815,134 (g)	5.2 %	Paul S. Wilhide
Arlington, TX 76012	— (h)	(h)	

(a) Based upon information set forth in a Schedule 13D Amendment No. 26 filed with the SEC on November 2, 2007. GAMCO Asset Management Inc. holds sole voting power over 585,835 shares of common stock and sole dispositive power over 597,264 shares of common stock. Gabelli Funds, LLC holds sole voting and dispositive power over 547,000 shares of common stock. MJG Associates, Inc. holds sole voting and dispositive power over 4,500 shares of common stock. Gabelli Advisers, Inc. holds sole voting and dispositive power over 21,000 shares of common stock. Mario J. Gabelli is the chief investment officer of each of the reporting persons. (b) Based upon information set forth in a Schedule 13D Amendment No. 2 filed with the SEC on April 16, 2007 by Carl W. Dinger III, Jeff E. Dinger, Ashley E. Dinger, Ashley E. Dinger Trust, Caleigh N. Dinger Trust, Shelby C. Dinger Trust and Carousel World LP. The listed persons and entities have sole voting and dispositive power over 602,800, 62,950, 14,300, 112,000, 117,000, 133,000 and 115,500 shares, respectively. Carl W. Dinger III and Jeff E. Dinger are trustees of the indicated trusts and are each a general partner of Carousel World LP. (c) Based upon information set forth in a Schedule 13G Amendment No. 4 filed with the SEC on February 6, 2008. Dimensional Fund Advisors LP holds sole voting and dispositive power over the indicated shares, which are held in its capacity as investment manager for its advisory clients. Dimensional Fund Advisors LP disclaims beneficial ownership of all of the indicated shares. (d) Based upon information set forth in a Schedule 13D filed with the SEC on January 12, 2007. Towle & Co. holds sole voting and dispositive power over 554,300 shares, and shared dispositive power over 450,900 shares. (e) Based upon information set forth in a Schedule 13D Amendment No. 2 filed with the SEC on March 12, 2008. Mr. Brown has sole voting and dispositive power over all of the indicated shares.



(f) Based upon information set forth in a Schedule 13G Amendment No. 1 filed with the SEC on February 5, 2008 by Franklin Advisory Services, LLC, Franklin Resources, Inc., Charles B. Johnson and Rupert H. Johnson, Jr. Franklin Advisory Services, LLC has sole voting and dispositive power over all of the indicated shares. Franklin Advisory Services LLC is an investment management subsidiary of Franklin Resources, Inc. and Charles B. Johnson and Rupert H. Johnson, Jr. each own in excess of 10% of Franklin Resources, Inc. The business address of Franklin Resources, Inc., Charles B. Johnson and Rupert H. Johnson, Jr. is One Franklin Parkway, San Mateo, CA 94403. (g) Based upon information set forth in a Schedule 13G filed with the SEC on March 12, 2008. Mr. Lerner has sole voting and dispositive power over all of the indicated shares. (h) Mr. Wilhide holds 9,913 shares of Proliance's Series B Convertible Redeemable Preferred Stock with an aggregate liquidation preference of \$3,453,418 which is convertible into common stock determined by a ratio based on the prevailing market price of Proliance common stock. At March 20, 2008, his outstanding preferred stock would be convertible into 1,317,939 shares of Proliance common stock. He also held 459,071 shares of Proliance common stock at October 15, 2007.

How much stock is owned by directors and executive officers?

The following table shows beneficial ownership of Proliance common stock as of March 20, 2008 by our directors and our executive officers and one former executive officer named in the compensation tables in this proxy statement, except that information with respect to shares beneficially owned pursuant to the Proliance 401(k) Savings Plan is as of December 31, 2007.

Name of Beneficial Owner	Shares Deemed to be Beneficially Owned	Options Exercisable Within 60 Days (a)	Percent of Class
Barry R. Banducci	130,142 (b)	29,200	1.0%
Charles E. Johnson	130,730 (c)	161,483	1.8%
William J. Abraham, Jr.	59,430 (d)	14,000 *	
Paul R. Lederer	19,967 (e)	14,000 *	
Vincent L. Martin	9,394 (f)	— *	
James R. Rulseh	11,149 (f)	— *	
F. Alan Smith	22,967 (g)	14,000 *	
David J. Albert	24,546 (h)	— *	
Arlen F. Henock	44,000 (i)	— *	
Jeffrey L. Jackson	43,886 (j)	47,247 *	
William J. Long III	3,051 (k)	3,814 *	
Richard A. Wisot	16,441 (l)	43,051 *	
All executive officers and directors as a group (12)	515,703	326,795	5.2%

\* Less

than one percent of the class

(a) The director or executive officer has the right to acquire beneficial ownership of this number of shares within 60 days of the record date for the annual meeting (March 20, 2008) by exercising outstanding stock options. (b) Includes 53,000 shares held by The Banducci Family LLC and 2,967 shares of restricted stock. (c) Includes 29,218 shares held in the Proliance 401(k) Savings Plan and 22,876 shares of restricted stock.

(d) Includes 13,100 shares held in Mr. Abraham's Keogh account and 2,967 shares of restricted stock. Also includes 363 shares held by Mr. Abraham's spouse in an account managed by his son. Mr. Abraham disclaims beneficial ownership of these 363 shares. (e) Consists of 17,000 shares held by the Paul R. Lederer Revocable Trust and 2,967 shares of restricted stock. (f) Includes 2,967 shares of restricted stock. (g) Consists of 20,000 shares held in the F. Alan Smith Revocable Trust and 2,967 shares of restricted stock. (h) Includes 18,868 shares held in the Proliance 401(k) Savings Plan. Also includes 11,000 shares held in Mr. Albert's IRA. Share ownership information is as of September 19, 2007. (i) Includes 5,000 shares of restricted stock. Mr. Henock's 39,000 shares of unrestricted common stock are pledged as collateral for margin loans in his brokerage account. (j) Includes 37,609 shares held in the Proliance 401(k) Savings Plan and 1,525 shares of restricted stock. (k) Includes 1,525 shares of restricted stock. (l) Includes 1,220 shares of restricted stock.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Directors and persons who are considered "officers" of the company for purposes of Section 16(a) of the Securities Exchange Act of 1934 and greater than ten percent stockholders (referred to as reporting persons) are required to file reports with the Securities and Exchange Commission showing their holdings of and transactions in Proliance securities. It is generally our practice to file the forms on behalf of our reporting persons who are directors or officers. We believe that all such forms have been timely filed for 2007.

Proposal 1:  
Election of Directors

The board of directors currently has seven members. The board is divided into three classes whose terms of office end in successive years. The classified board will automatically cease to apply at the 2009 annual stockholders meeting, and all of our directors will be elected annually for one-year terms beginning at that meeting.

Mr. Banducci, Mr. Johnson and Mr. Martin were previously elected to terms expiring in 2008. Messrs. Abraham, Lederer, Rulseh and Smith were elected to terms expiring in 2009. Philip Wm. Colburn and Bradley C. Richardson each resigned from the board on May 4, 2007 at which point the board was reduced to its current seven members.

The Nominating and Governance Committee recommended to the board of directors, and the board approved, the nomination of Mr. Banducci, Mr. Johnson and Mr. Martin for election at this meeting to one-year terms expiring at the 2009 annual meeting.

Information about each nominee for director and each incumbent director, including the nominee's or incumbent's age, is set forth below. Unless otherwise indicated, each nominee or incumbent has held his or her present position for at least five years. Should you choose not to vote for a nominee, you may list on the proxy the name of the nominee for whom you choose not to vote and mark your proxy under Proposal No. 1 for all other nominees, or vote your shares by telephone or computer as described on the proxy voting instruction card. Should any nominee become unable to accept nomination or election as a director (which is not now anticipated), the persons named in the enclosed proxy will vote for a substitute nominee as may be selected by the board of directors, unless the size of the board is reduced.

NOMINEES FOR ELECTION TO TERMS EXPIRING AT  
THE 2009 ANNUAL MEETING

Age	Year First Became Director	Principal Occupation	Name
72	1995	Chairman of the Board of Proliance from September 1995 to August 2005 and since October 2007; from 1984 to 1996, Vice Chairman of the Board and a director of The Equion Corporation, a manufacturer of automotive products; from 1988 to 1994, President and Chief Executive Officer of Equion and from 1984 to 1988 President and Chief Operating Officer of Equion; currently a director of DEMC Corporation.	Barry R. Banducci
62	2001	Since March 2001, President and Chief Executive Officer of Proliance; from 1996 to March 2001, President and Director, and from 1997 to March 2001, Chief Executive Officer, of Canadian General-Tower Ltd., a producer of polymer films and composite materials to the automotive and other markets; from 1984 to 1996, various positions at The Equion Corporation, including President and Chief Operating Officer from 1993 to 1996.	Charles E. Johnson

Name

Age Year First

Became Director Principal Occupation

During the Past Five Years Vincent L. Martin 68 2005 Mr. Martin is retired. From January 1986 to October 2004, Mr. Martin was the Chairman of Jason Incorporated, a diversified manufacturing company based in Milwaukee, Wisconsin; Chief Executive Officer of Jason Incorporated from 1986 to 1999. In addition, Mr. Martin's business career includes prior experience with AMCA International, FMC Corp. and Westinghouse Air Brake. He continues to be a director of Jason and is also a director of Modine Manufacturing Company.

INCUMBENT DIRECTORS WHOSE TERMS EXPIRE AT  
THE 2009 ANNUAL MEETING

Name

Age Year First

Became Director Principal Occupation

During the Past Five Years Paul R. Lederer 68 1995 Chairman of the Board of Proliance from August 2005 to October 2007; currently a director of Dorman Products, Inc., Maximus, Inc., United Components, Inc. and O'Reilly Automotive, Inc.; prior to retirement in October 1998, Executive Vice President – Worldwide Aftermarket of Federal-Mogul Corporation since February 1998; from November 1994 to February 1998, President and Chief Operating Officer of Fel-Pro Inc., which was acquired by Federal-Mogul Corporation. William J. Abraham, Jr. 60 1995 Partner with Foley & Lardner, a law firm in Milwaukee, Wisconsin, since 1980; formerly Chairman of the Business Law Department of Foley & Lardner and member of its Management Committee; currently a director of The Vollrath Company, Inc., Park Bank, Quad/Graphics, Inc., Phillips Plastics Corporation and Windway Capital Corp.

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Name

Age Year First

Became Director Principal Occupation

During the Past Five Years James R. Rulseh 52 2005 Regional Vice President – Americas and an officer of Modine Manufacturing Company since October 2007; Regional Vice President – Asia and an officer of Modine Manufacturing Company from November 2006 to October 2007; from April 2001 to November 2006, Group Vice President and an officer of Modine Manufacturing Company; from 1998 to March 2001, Managing Director of the Automotive Business Unit of Modine Europe. He has held various positions with Modine since 1977. Mr. Rulseh is a director of Woodward Governor Company. F. Alan Smith 76 1995 Chairman of Advanced Accessory Systems, LLC from September 1995 to April 2003 and a director of 3M from 1986 to 2001; retired from General Motors Corporation in 1992 after 36 years of service; from 1981 to 1992, Executive Vice President and a member of the Board of Directors of GM.

The board of directors recommends that stockholders vote FOR the nominees described in proposal 1.

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## Board Information and Committees

The board met seven times in 2007 and acted three times by unanimous written consent. Each incumbent director attended at least 75 percent of the total number of board meetings and meetings held by the board committees on which he served during 2007. The board has determined that each of our non-employee directors currently serving on the board or who served on the board during 2007 is independent based upon the criteria provided by AMEX rules.

Members of the board serve on one or more of the three committees described below, except for directors who are also employees of the company, who do not serve on board committees.

The Audit Committee, which met six times in 2007, monitors our financial reporting standards and practices and our internal financial controls to ensure compliance with the policies and objectives established by the board of directors. The committee directly retains and recommends for stockholder approval an independent accounting firm to conduct the annual audit, and discusses with our independent accountants the scope of their examinations, with particular attention to areas where either the committee or the independent accountants believe special emphasis should be directed. The committee reviews the quarterly and annual financial statements and the annual independent accountants' report, invites the accountants' recommendations on internal controls and on other matters, and reviews the evaluation given and corrective action taken by management. It reviews the independence of the accountants and pre-approves audit and permissible non-audit services. It also reviews our internal accounting controls and the scope and results of our internal auditing activities. Members of the audit committee are F. Alan Smith (Chairman), Paul R. Lederer and Vincent L. Martin. Philip Wm. Colburn and Bradley C. Richardson were members of the committee until their respective resignations from the board of directors effective May 3, 2007. Effective May 3, 2007, Barry R. Banducci and Vincent L. Martin joined the audit committee. Mr. Lederer replaced Mr. Banducci as a member of the committee on December 6, 2007. Each current and former member of the committee is or was independent under Rule 10A-3 of the Securities and Exchange Commission and AMEX listing standards. The board of directors has determined that Mr. Smith, Chairman of the committee, qualifies as an "audit committee financial expert" as that term is defined in Regulation S-K of the Securities and Exchange Commission.

The Compensation Committee, which met three times in 2007, oversees our executive and director compensation programs, including establishing our executive and director compensation policies and annually reviewing all components of compensation to ensure that our objectives are appropriately achieved. These functions are not delegated to our officers or to third-party professionals, although the committee does from time to time retain third-party consultants to provide advice regarding compensation issues. During 2006 the committee retained Radford Surveys & Consulting to provide information and advice regarding executive compensation matters involving base salaries, annual incentive compensation, including plan design, and the long-term equity based awards consisting of grants of options and restricted shares (including the structure of performance restricted stock grants and the number of shares to be awarded to each participant based upon competitive survey data), and to provide information regarding executive compensation developments and trends. Radford provided such services to the committee and is solely answerable to the committee and not to our management. During 2007, the committee consulted with Radford on certain limited and discrete compensation questions. The committee also considers input from our executive officers although final decisions regarding executive compensation are made by the committee. The committee is also responsible for certain administrative aspects of our compensation plans and stock plans, and approves or recommends changes in these plans. It also approves performance targets and grants under our incentive plans and our stock plan for our executive officers. The committee also reviews officers' potential for growth, and, with the chief executive officer, will be responsible for succession planning and ensuring management continuity. Members are Vincent L. Martin (Chairman), William J. Abraham, Jr. and James R. Rulseh. Barry R. Banducci also served on the compensation committee until December 6, 2007.

The Nominating and Governance Committee, which met twice in 2007, recommends nominees for election to the board of directors and

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recommends membership and duties of the board committees. The committee also reviews and evaluates the effectiveness of corporate administration and our governing documents, and reviews and monitors our programs and policies relating to directors. Members are William J. Abraham, Jr. (Chairman), Barry R. Banducci and James R. Rulseh. Mr. Rulseh joined the Nominating and Governance Committee effective May 3, 2007. Mr. Banducci replaced Mr. Lederer as a member of the Nominating and Governance Committee on December 6, 2007.

Each committee is governed by a written charter. Copies of each committee charter are available on our website at [www.pliii.com](http://www.pliii.com).

#### Board Policy on Director Elections

On December 7, 2006, our board approved a policy regarding director elections. The policy notes that our directors are elected by a plurality vote. However, as a matter of good corporate governance, the board expects each director to tender his or her resignation prior to any meeting of the stockholders at which the director's seat on the board will be subject to election in a non-contested election, provided that the resignation will take effect only if the number of votes cast against the director's election and the number of votes withheld from the director's election exceed, in the aggregate, the number of votes cast for the director's election. The board will nominate for election or re-election as director only candidates who agree to submit, promptly following the annual meeting at which they are elected or re-elected as director, such a resignation letter. In addition, the board will fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the board, the same form of resignation tendered by other directors in accordance with the policy.

If the number of votes cast against the incumbent director's election and the number of votes withheld from the incumbent director's election exceed, in the aggregate, the number of votes cast for the director's election, our Nominating and Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit a recommendation for prompt consideration by the board. The board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board will render its final decision with respect to the matter not later than ninety (90) days following the applicable stockholders meeting.

Each member of our board has executed and delivered a resignation letter in accordance with the policy.

#### Directors' Compensation

**Directors' Fees.** The compensation of our board members is as follows: (1) a retainer of \$20,000 per year (\$60,000 for the chairman of the board), (2) a per board meeting fee of \$1,500, (3) additional retainers for committee service in the amount of \$8,000 for each committee chairman (\$10,000 in the case of the audit committee chairman) and \$5,000 in the case of committee members who do not chair a committee, and (4) a per committee meeting fee of \$1,000. No meeting fee is paid for telephonic meetings, unless the meeting is a full, multiple agenda item meeting (the determination is made by the applicable board or committee chairman).

**Policy on Director Share Ownership.** On March 1, 2007, our board of directors approved a policy to create a target for director share ownership such that within five years, each director would own stock valued at three times the base annual board retainer amount (currently, the target would be stock valued at \$60,000, or three times the \$20,000 base annual retainer). At each annual meeting each director would have the right to elect to receive 50% of the annual base retainer of \$20,000 in form of restricted stock with one year vesting, in lieu of cash. During 2007, each of our six non-employee directors elected to receive 2,967 shares of restricted stock in lieu of \$10,000 that would otherwise have



been paid as part of their cash retainer. On February 28, 2008, our board of directors amended the policy to allow the chairman of the board to receive one half of the chairman's base retainer of \$60,000 in the form of restricted stock.

Other Director Compensation. Each director and committee member is reimbursed for travel and related expenses incurred in attending meetings. We also maintain a matching gift program for the benefit of our directors. Pursuant to the matching gift program, in 2007, we

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matched gifts to charitable organizations made by the directors in amounts up to \$2,500. This program was suspended by our board of directors in December 2007 and has been suspended for 2008.

Our non-employee directors are eligible to receive options, restricted stock and other equity-linked grants under our Equity Incentive Plan. However, other than the grants of restricted stock described above that were made in lieu of \$10,000 of cash retainer, no such grants were made to our non-employee directors during 2007.

Director Compensation Table. The following table shows all compensation paid or granted, during or with respect to the 2007 fiscal year to each of the non-employee directors for services rendered to Proliance and its subsidiaries during 2007. Messrs. Colburn and Richardson resigned from the Board on May 3, 2007.

#### 2007 DIRECTOR COMPENSATION

Name (a)	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	All Other Compensation (\$)	Total (\$)
William J. Abraham, Jr.	\$ 40,500	\$ 3,872	—	\$ 44,372
Barry R. Banducci	41,667	6,666	—	48,333
Philip Wm. Colburn	19,500	—	\$ 2,500	22,000
Paul R. Lederer	3,872	—	66,705	62,833
Vincent L. Martin	38,000	6,666	—	44,666
Bradley C. Richardson	17,000	—	—	17,000
James R. Rulseh	34,000	6,666	500	41,166
F. Alan Smith	38,500	6,666	—	45,166
	2,500	47,666		

(a) Our non-employee directors are eligible to receive options, restricted stock and other equity-linked grants under our Equity Incentive Plan. During 2007, Messrs. Abraham, Banducci, Lederer, Martin, Rulseh and Smith each received a grant of 2,967 shares of restricted stock under the Equity Incentive Plan in lieu of \$10,000 of cash retainer. Each such grant of restricted stock will vest in its entirety on May 3, 2008. No other equity grants were made to our non-employee directors during 2007. As of December 31, 2007, Mr. Banducci held options to purchase 29,200 shares of Proliance common stock, and Messrs. Abraham, Lederer and Smith each held options to purchase 14,000 shares of Proliance common stock. The other listed directors did not hold any options to purchase our common stock.

#### Communications with Directors

In order to provide our security holders and other interested parties with a direct and open line of communication to the board of directors, the board of directors has adopted the following procedures. Proliance security holders and other interested persons may communicate with the chairmen of our Nominating and Governance Committee, Compensation Committee or Audit Committee or with the non-management directors as a group by sending an email to directors@pliii.com. The email should specify which of the foregoing is the intended recipient. Communications may also be sent by mail addressed in care of the corporate Secretary, Proliance International, Inc., 100 Gando Drive, New Haven, CT 06513.

All communications received in accordance with these procedures will be reviewed initially by our corporate Secretary. The Secretary will relay all such communications to the appropriate director or directors unless the Secretary determines that the communication:

relate to the business or affairs of Proliance or the functioning or constitution of the board of directors or any of its committees;

or insignificant matters that do not warrant the attention of the board of directors;

advertisement or other commercial solicitation or communication;

offensive; or

- does not
- relates to routine
- is an
- is frivolous or

- is

otherwise not appropriate for delivery to directors.

The director or directors who receive any such communication will have discretion to determine whether the subject matter of the communication should be brought to the attention of the full board of directors or one or more of its committees and whether any response to the person sending the communication is appropriate. Any response will be made only in accordance with applicable law and regulations relating to the disclosure of information.

Our Secretary will retain copies of all communications received pursuant to these procedures for a period of at least one year. The Nominating and Governance Committee of the board of directors will review the effectiveness of these procedures from time to time and, if appropriate, recommend changes.

We have not established a formal policy regarding director attendance at our annual meetings of stockholders, but our directors generally do attend the annual meeting. The chairman of the board presides at the annual meeting of stockholders, and the board of directors generally holds one of its regular meetings in conjunction with the annual meeting of stockholders. Accordingly, unless one or more members of the board are unable to attend, all members of the board are present for the annual meeting. Eight of the nine members of the board at the time of our 2007 annual meeting of stockholders attended that meeting.

#### Nomination of Directors

The Nominating and Governance Committee has adopted specifications applicable to members of the board of directors, and nominees for the board of directors recommended by the Nominating and Governance Committee must meet these specifications. The specifications provide that a candidate for director should:

- Have a reputation for industry, integrity, honesty, candor, fairness and discretion;
- Be knowledgeable in his or her chosen field of endeavor, which field should have such relevance to our businesses as would contribute to the company's success;
- Be knowledgeable, or willing and able to become so quickly, in the critical aspects of our businesses and operations; and
- Be experienced and skillful in serving as a competent overseer of, and trusted advisor to, senior management of a publicly held corporation.

In addition, nominees for the board of directors should contribute to the mix of skills, core competencies and qualifications of the board through expertise in one or more of the following areas: accounting and finance, the automotive industry, international business, mergers and acquisitions, leadership, business and management, strategic planning, government relations, investor relations, executive leadership development, and executive compensation.

The Nominating and Governance Committee will consider stockholder nominees for the Board's slate of directors for the 2009 annual meeting of stockholders that are submitted prior to the end of 2008 to our Secretary at Proliance's offices, 100 Gando Drive, New Haven, Connecticut 06513. Any recommendation must be in writing and must include a detailed description of the business experience and other qualifications of the recommended nominee as well as the signed consent of the nominee to serve if nominated and elected, so that the candidate may be properly considered. All stockholder recommendations will be reviewed in the same manner as other potential candidates for board membership.

The Nominating and Governance Committee has not received any nominees for election to the board at the 2008 annual meeting from any stockholder or group that has held more than 5% of our common stock for a period of one year.

#### Code of Ethics

Our board of directors has approved a Code of Business Conduct in accordance with the rules of the Securities and Exchange Commission and the American Stock Exchange that governs the conduct of each of our employees and directors, including our principal executive officer, principal financial officer, principal accounting officer and controller. Our Code of Business Conduct is maintained on our website at [www.pliii.com](http://www.pliii.com). Any amendments to or waivers of the Code of Business Conduct that apply to our principal executive officer, principal financial officer or principal accounting officer and that relates to any element of the definition of the term “code of ethics,” as the term is defined by the Securities and Exchange Commission, will be posted on our website at [www.pliii.com](http://www.pliii.com). There are currently no such amendments or waivers.

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## Executive Officer Compensation

### Executive Contracts and Severance and Change of Control Arrangements

Charles E. Johnson. Effective March 12, 2001, we entered into an employment agreement with Charles E. Johnson, our President and Chief Executive Officer. The agreement, as amended, has a two-year term with automatic one-year extensions upon each anniversary date of the agreement unless either party gives at least 90 days' notice to the contrary. The employment agreement can be terminated by Proliance for "serious cause" (as defined in the employment agreement) or in the event Mr. Johnson becomes disabled, and Mr. Johnson can terminate the agreement for "good reason" (as defined in the agreement). The employment agreement provided annual pension benefits, supplemental to the annual benefits paid under our retirement plans, in an amount determined in accordance with the applicable Proliance retirement plan, without giving effect to limits imposed by the Internal Revenue Code and regulations of the IRS on the amount of benefits payable or compensation that may be used in determining benefits that may be paid to an individual under a Federal income tax qualified plan. The employment agreement currently provides for an annual salary of \$500,000 and a bonus of up to 150% of base salary determined based upon performance targets set annually by the board.

On May 4, 2006, we entered into an amendment to the employment agreement with Mr. Johnson, pursuant to which (i) a deferred compensation arrangement regarding certain potential annual bonus payments in excess of 75% of base salary was deleted, and (ii) Mr. Johnson's existing contractual supplemental retirement benefits and certain severance benefits were removed from the employment agreement and moved into a separate Supplemental Executive Retirement Plan (the "SERP"). These changes were designed to comply with Section 409A of the Internal Revenue Code and did not expand the level or types of benefits payable to Mr. Johnson.

On March 26, 2007, we amended Mr. Johnson's employment agreement and SERP as follows: (i) Mr. Johnson agreed to reduce his base salary for the 2007 calendar year from \$500,000 to \$425,000; (ii) we agreed to extend the term of Mr. Johnson's employment agreement by one year, through March 11, 2009; and (iii) we agreed to increase the amounts payable in the event Mr. Johnson's employment is terminated other than following a change of control transaction. Specifically, upon termination other than within two years after a change of control transaction is presented to our Board, Mr. Johnson would receive his base salary plus life, long-term disability, and medical, dental and vision insurance coverage and automobile allowance for two years following termination (formerly one year).

On December 6, 2007 we entered into a further amendment to Mr. Johnson's employment agreement in response to final regulations issued in connection with Internal Revenue Code Section 409A which did not expand the level or types of benefits payable to Mr. Johnson. This additional amendment: (i) conforms the provisions relating to a termination for good reason to the Section 409A safe harbor provisions, (ii) clarifies that any termination of employment must constitute an involuntary separation from service (as defined for purposes of Section 409A) in order to trigger severance payments, (iii) moves the supplemental healthcare, life insurance and long-term disability benefits, which may constitute deferred compensation, to the Supplemental Executive Retirement Plan, and (iv) conforms the definition of change in control to a Section 409A definition.

Mr. Johnson's employment agreement and SERP contain provisions which provide that, in the event we terminate Mr. Johnson's employment other than for "serious cause" or his disability, death or retirement, or if Mr. Johnson terminates his employment for "good reason," we would pay him over a twenty-four month period (subject to Section 409A) an amount equal to two times his base salary and would reimburse him for premiums paid for life and long term disability coverage for a two year period and would allow Mr. Johnson to retain eligibility for medical, dental and vision coverage for a two year period after termination. In addition, we would pay Mr. Johnson accrued vacation

pay and all other amounts to which he is entitled under the agreement prior to termination. The employment agreement also contains a non-competition and

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non-solicitation covenant for a period of one year following termination and contains a customary confidentiality provision. Assuming Mr. Johnson was terminated on December 31, 2007, he would have been entitled to aggregate benefits under his employment agreement valued at \$936,250.

In the event Mr. Johnson's employment is terminated within two years after a change of control transaction is presented to our board of directors, Mr. Johnson's severance payment would equal 2.99 times his base amount (as that term is defined in Section 280G of the Internal Revenue Code). Change of control severance is payable over a three-year period. We would also reimburse Mr. Johnson for premiums paid for life and long term disability coverage for a three year period and would allow Mr. Johnson to retain eligibility for medical, dental and vision coverage for a three year period after termination. In addition he would receive immediate vesting of all stock options and restricted stock. Change of control payments to Mr. Johnson are subject to a cap such that we will not have to pay excise tax under the provisions of Section 4999 of the Internal Revenue Code. Assuming Mr. Johnson was terminated on December 31, 2007 in connection with a change of control, he would have been entitled to aggregate benefits under his employment agreement valued at \$1,404,375.

**Executive Severance Plan.** In May 2006, we implemented an Executive Severance Plan for our senior executives. Each of our named executive officers other than Mr. Johnson is a participant in the Executive Severance Plan. The Executive Severance Plan replaced prior severance letter agreements with our senior executives. Pursuant to Executive Severance Plan, if the participant loses his current position (except for termination for "cause") and such termination constitutes a separation of service under Section 409A, or if following a change of control the participant's employment terminates for certain listed reasons, then his base salary will continue to be paid until he either secures other full-time employment, or for one year (two years in the case of David J. Albert), whichever occurs first. Payments under the Executive Severance Plan may be subject to certain timing delays in accordance with Section 409A.

On December 6, 2007, the Executive Severance Plan was amended, effective January 1, 2008, to comply with Section 409A, but did not expand the level or types of benefits payable to the participants. The Executive Severance Plan was also revised to add a one year non-compete and non-solicit provision together with standard confidentiality and non-disparagement covenants.

Assuming Messrs. Henock, Long, Jackson and Wisot were each terminated on December 31, 2007, they would have been entitled to benefits under the Executive Severance Plan valued at up to \$296,345, \$296,345, \$216,345 and \$186,345, respectively.

**David J. Albert.** On September 19, 2007, we eliminated the position of Executive Vice President – Operations. In accordance with this restructuring action, David J. Albert was terminated from his position as our Executive Vice President – Operations. Pursuant to the Executive Severance Plan, Mr. Albert will receive a severance benefit consisting of continued bi-weekly payment of his salary of \$280,000 per year for a period of two years after the effective date of his separation from service; provided that if Mr. Albert secures other full-time employment during the two-year period, payments shall cease as of the date his new employment commences. In accordance with the Executive Severance Plan as then in effect and Internal Revenue Code Section 409A, no payments are being made to Mr. Albert before the date which is six months after the date of his separation from service. Upon completion of this six month period, any benefits accrued but unpaid shall thereupon be paid to Mr. Albert.

On September 19, 2007, we also entered into a Settlement, Non-Competition and Release Agreement with Mr. Albert pursuant to which we agreed to pay Mr. Albert a lump-sum payment of \$50,000 in consideration for a two year covenant not to compete with Proliance, a release of claims by Mr. Albert and a three year non-solicitation covenant. The agreement also provides that during the period Mr. Albert is receiving severance payments under the Executive



Severance Plan he will be provided with group health insurance benefits as if he were still an employee (less amounts payable by Mr. Albert had he remained employed by Proliance).

#### Compensation Discussion and Analysis

Our Compensation Committee, which is comprised of three independent non-employee directors, has formulated a compensation

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philosophy that is designed to enable us to attract, retain and reward capable employees who can contribute to the success of Proliance, principally by setting overall compensation at the median of the marketplace through a combination of (1) base salaries, (2) annual incentive opportunities and (3) a significant long term incentive opportunity for senior management. We believe that implementation of a system of compensation that emphasizes performance-based compensation provides a strong alignment to stockholders' interests. Five key principles serve as the guiding framework for compensation decisions for all employees of Proliance:

- To attract and retain the most highly qualified management and employee team.
- To pay competitively compared to similar automotive companies.
- To encourage superior employee performance by aligning rewards with stockholder interests, especially through the use of tangible performance targets.
- To motivate senior executives to achieve Proliance's annual and long-term business goals by providing equity-based incentive opportunities.
- To strive for fairness in administration by emphasizing performance related contributions as the basis for pay decisions.

To implement these policies, we have designed the framework for a four-part executive compensation program consisting of base salary, annual incentives, long-term incentive opportunities for senior management, and other employment benefits.

**Base Salary.** We will seek to maintain levels of compensation that are competitive with similar automotive companies. Base salary represents the fixed component of the executive compensation program. Proliance's philosophy regarding base salaries is to maintain salaries for the aggregate officer group at or slightly above the competitive industry average. Periodic increases in base salary will relate to individual contributions evaluated against established objectives, length of service, and the industry's annual competitive pay practice movement. We believe that base salary for 2007 for our chief executive officer and for the other executive officers was generally at or slightly above the competitive industry average.

We did not provide general salary increases to our executive officers during 2007. Two officers reduced their salaries during 2007. In March 2007, Mr. Johnson agreed to reduce his annual base salary for 2007 from \$500,000 to \$425,000 and on June 4, 2007 in connection with his change of title, Mr. Wisot's base salary was reduced from \$240,000 per year to \$180,000 per year. On December 6, 2007, we increased the base salary of William J. Long III, our Executive Vice President, from \$250,000 per year to \$290,000 per year. This decision was based upon the increased responsibilities Mr. Long has undertaken since his promotion to Executive Vice President in May 2007. Mr. Johnson is continuing to be paid at the \$425,000 level during 2008.

**Annual Incentive Program.** We have designed an annual incentive program pursuant to which key Proliance employees will be eligible to receive performance bonuses in a range based upon a percentage of their annual base salary. Payment of the performance bonuses is based upon performance measures set by the Compensation Committee that may incorporate overall corporate, strategic business unit and personal targets. During 2007, the Compensation Committee set bonus targets for fiscal 2007 based upon achievement of targets relating to net income and cash flow from operating activities. A portion of the bonus achievement criteria for all participants other than Mr. Johnson, our President and Chief Executive Officer, were at the discretion of the Compensation Committee. Mr. Johnson's 2007 bonus targets related solely to the achievement of the tangible financial targets. Achievement of 2007 target and

maximum levels would have resulted in bonus payments as a percentage of base salary as follows: Charles E. Johnson – (target – 75%; maximum – 150%); Arlen F. Henock – (target – 50%; maximum – 100%); William J. Long III – (target – 50%; maximum – 100%); Jeffrey L. Jackson – (target – 50%; maximum – 100%); Richard A. Wisot – (target – 40%; maximum – 80%). Since the applicable targets were not achieved during 2007, no annual incentive payment was earned by the named executive officers.

The Compensation Committee has yet to set annual targets for 2008 due to the uncertainty caused by the substantial destruction of Proliance’s primary radiator distribution facility by tornados in February 2008. This event has made it difficult at present for the Compensation

Committee to establish meaningful targets and thresholds. However, the Compensation Committee intends to establish targets as soon as practicable.

**Long-Term Incentives.** We believe that the pay program should provide senior executives with an opportunity to increase their ownership and potentially gain financially from Proliance stock price increases. By this approach, the best interests of stockholders and senior executives will be closely aligned. Therefore, senior executives are eligible to receive restricted stock and are also eligible to receive stock options, giving them the right to purchase shares of common stock at a specified price in the future. These grants will vest based upon the passage of time, the achievement of performance metrics, or both. We believe that the use of restricted stock and stock options as the basis for long-term incentive compensation meets our defined compensation strategy and business needs by achieving increased value for stockholders and retaining key employees.

On May 3, 2007, the Compensation Committee authorized grants to senior management of performance restricted stock. These grants consisted of performance restricted stock under the Equity Incentive Plan vesting in three equal annual installments (provided that the grants were subject to forfeiture in the event certain 2007 net income and cash flow metrics were not met). Since the 2007 net income and cash flow metrics were not met, the performance restricted stock was forfeited in its entirety as of December 31, 2007.

In connection with Mr. Johnson's agreement to reduce his base salary for 2007, on March 26, 2007 we granted 17,689 shares of restricted stock under the Equity Incentive Plan to Mr. Johnson. Due to the agreement to reduce his base salary as described above, these restricted shares vest on the second anniversary of the date of grant or earlier upon a change in control, or the death, disability or retirement of Mr. Johnson or upon his termination for good reason or our termination of his employment without serious cause (as these terms are defined in his employment agreement).

Upon hiring Mr. Henock as our Executive Vice President and Chief Financial Officer, on June 4, 2007, we made grants of stock options, restricted stock and performance restricted stock to Mr. Henock. These grants were designed to integrate Mr. Henock into the Proliance executive compensation structure. Specifically, on June 4, 2007, the Compensation Committee authorized grants to Mr. Henock of stock options, restricted stock and performance restricted stock. These grants consisted of a grants of a ten year non-qualified option pursuant to our Equity Incentive Plan to purchase 25,000 shares at an exercise price of \$2.90 per share, a grant of 5,000 shares of time-vested restricted stock under the Equity Incentive Plan vesting in three equal annual installments and a grant of 15,000 shares of performance restricted stock under the Equity Incentive Plan vesting in three equal annual installments (provided that the grant was subject to forfeiture in the event certain 2007 net income and cash flow metrics were not met). Since the 2007 net income and cash flow metrics were not met, Mr. Henock's performance restricted stock was forfeited as of December 31, 2007.

**Other Benefits.** Our philosophy is to provide competitive health- and welfare-oriented benefits to executives and employees, but to maintain a conservative posture relative to executive benefits. Consistent with industry practices, we provide an automobile allowance to executive officers.

**Compliance with Section 162(m) of the Internal Revenue Code.** Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to a public corporation for compensation over \$1 million paid to a corporation's chief executive officer and four other most highly compensated executive officers. Qualifying performance-based compensation will not be subject to the cap if certain requirements are met. The salaries for our highest paid executives will be set, in part based on independent studies, at levels at or slightly above the competitive industry average but are not expected to reach \$1 million in the near future. We intend to structure the overall compensation of our executive officers in a manner that should ensure that Proliance does not lose any tax deductions because of the \$1 million compensation limit in the foreseeable future.

Our Equity Incentive Plan incorporates maximum limitations on individual annual stock option and restricted stock grants so as to meet the requirements of Section 162(m). The Equity Incentive Plan also identifies performance measures to be used if we decide to use

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performance-based vesting restricted stock in the future to meet the requirements of Section 162(m).

#### Compensation Disclosure Tables

Summary Compensation Table. The following table (Table I) shows all compensation paid or granted, during or with respect to the 2006 and 2007 fiscal years to the chief executive officer, each person who served as the chief financial officer during 2007 and to the three other highest paid executive officers (including one former executive officer) for services rendered to Proliance and its subsidiaries during 2006 and 2007. (Persons in this group are referred to individually as a “named executive officer” and collectively as the “named executive officers,” and, unless otherwise noted, the titles listed are the titles held as of the end of the 2007 fiscal year.)

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TABLE I  
2006-2007 SUMMARY COMPENSATION TABLE

	Name and Principal Position	Year	Salary
(\$)	Bonus		
(\$)	Stock Awards		
(\$)(a)	Option Awards		
(\$)(b)	Non-Equity Incentive Plan Compensation		
(\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings		
(\$)	All Other Compensation		
(\$)(c)	Total		
(\$)	Charles E. Johnson		
	President and Chief Executive Officer	2007	
2006			\$425,000
			500,000
			\$0
0			\$42,396
			11,389
			\$18,801
			15,667
			\$0
0			\$26,178
			21,635
			\$36,161
			31,800
			\$548,536
	580,491 Arlen F. Henock		
	Executive Vice President and Chief Financial Officer (d)	2007	
2006			161,731
			—0
			—2,281
			—5,796
			—0
			—0
			—8,368

—178,176  
 — William J. Long III  
 Executive Vice President 2007  
 2006 251,539  
 231,539 0  
 0 4,020  
 3,350 5,530  
 4,608 0  
 0 0  
 0 15,743  
 25,600 276,832  
 265,097 Jeffrey L. Jackson  
 Vice President – Human Resources and Process 2007  
 2006 210,000  
 210,000 0  
 0 4,020  
 3,350 5,530  
 4,608 0  
 0 15,032  
 13,572 17,638  
 15,710 252,220  
 247,240 Richard A. Wisot  
 Vice President, Treasurer and Secretary 2007  
 2006 206,499  
 240,000 0  
 0 3,216  
 2,680 4,424  
 3,687 0  
 0 10,111  
 10,279 18,995  
 17,554 243,245  
 274,200 David J. Albert  
 Former Executive Vice President – Operations (e) 2007  
 2006 235,018  
 283,015 0  
 0 (3,303)  
 7,369 (5,632)  
 10,138 0  
 0 8,422  
 10,310 132,277  
 19,592 366,782  
 330,424

(a) Dollar amounts set forth with regard to restricted stock grants for each individual are those recognized for financial statement reporting purposes for the respective years indicated in accordance with FAS 123R disregarding the estimate of forfeitures related to service-based vesting conditions. Share value utilized for purposes of this determination is the applicable market value on the date of grant. The dollar amounts set forth do not include the value of grants of 31,119; 0; 9,153; 9,153; 7,322, and 20,136 shares respectively made in 2006 and grants of 51,700, 15,000, 30,200, 13,700, 11,000 and 22,000 shares respectively made in 2007 to Messrs. Johnson, Henock, Long, Jackson, Wisot and Albert, in the form of performance restricted stock under the Equity Incentive Plan vesting in four equal annual installments in the case of the 2006 grants and three equal annual installments in the case of the 2007 grants (provided that the grants



were subject to forfeiture in the event certain annual net income and cash flow metrics were not met). Since the 2006 and 2007 net income and cash flow metrics were not met, the performance restricted stock was forfeited as of December 31, 2006 and December 31, 2007, respectively. The value for Mr. Albert is negative in 2007 due to the reversal of expense recorded in 2006 related to unvested restricted shares which were cancelled. For a further discussion of the assumptions underlying these amounts, reference is made to the footnotes to Proliance's financial statements to be set forth in Form 10-K for the fiscal year ended December 31, 2007. (b) Dollar amounts with regard to option grants for each individual are those recognized for financial statement reporting purposes for the respective years indicated in accordance with FAS 123R disregarding the estimate of forfeitures related to service-based vesting conditions. The value for Mr. Albert is negative in 2007 due to the reversal of expense recorded in 2006 related to unvested options which were cancelled. The amounts set forth herein are based on a Black-Scholes calculation. For a discussion of the assumptions underlying these amounts, reference is made to the footnotes to Proliance's financial statements to be set forth in Form 10-K for the fiscal year ended December 31, 2007.

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(c) Amounts shown for 2007 consist of, for Messrs. Johnson, Henock, Long, Jackson, Wisot and Albert car allowances (\$25,000, \$6,692, \$10,000, \$10,500, \$12,000 and \$10,392, respectively), contributions to defined contribution plans (\$4,500, \$1,338, \$4,500, \$4,200, \$4,130 and \$4,157, respectively) and payment of life insurance premiums (\$6,661, \$338, \$1,243, \$2,938, \$2,865 and \$3,113, respectively). The amount shown for Mr. Albert also includes severance payments of \$64,615 and a \$50,000 payment in respect of a covenant not to compete. (d) Mr. Henock commenced employment with Proliance on June 4, 2007. (e) Mr. Albert's employment with Proliance terminated on September 19, 2007.

**2007 Grants of Plan-Based Awards; Vested Restricted Stock.** During 2007, we made plan-based equity and non-equity grants to the named executive officers as described below.

**Equity Grants.** In connection with Mr. Johnson's agreement to reduce his base salary for 2007 from \$500,000 to \$425,000, on March 26, 2007 we granted 17,689 shares of restricted stock under the Equity Incentive Plan to Mr. Johnson. These restricted shares vest on the second anniversary of the date of grant or earlier upon a change in control, or the death, disability or retirement of Mr. Johnson or upon his termination for good reason or our termination of his employment without serious cause (as these terms are defined in his employment agreement).

On May 3, 2007, we made grants of performance restricted stock under the Equity Incentive Plan vesting in three equal annual installments (provided that the grants were subject to forfeiture in the event certain 2007 net income and cash flow metrics were not met). These grants were made to Mr. Johnson – 51,700 shares; Mr. Long – 30,200 shares; Mr. Jackson – 13,700 shares; Mr. Wisot – 11,000 shares; and Mr. Albert – 22,000 shares. Mr. Henock received a similar grant with respect to 15,000 shares upon joining Proliance in June 2007. Since the 2007 net income and cash flow metrics were not met, the performance restricted stock was forfeited as of December 31, 2007.

In connection with his employment by Proliance, on June 4, 2007 we also granted Mr. Henock 5,000 shares of restricted stock under the Equity Incentive Plan vesting in three equal annual installments following the date of grant. On that date, we also granted Mr. Henock a ten year option under the Equity Incentive Plan to purchase 25,000 shares of Proliance common stock at an exercise price of \$2.90 per share. This option vests in four equal annual installments following the date of grant.

**Non-Equity Grants – Annual Incentive Program.** Our annual incentive program provides that key Proliance employees will be eligible to receive performance bonuses in a range based upon a percentage of their annual base salary. Payment of the performance bonuses is based upon performance measures set by the Compensation Committee that may incorporate overall corporate, strategic business unit and personal targets. During 2007, the Compensation Committee set bonus targets for fiscal 2007 based in part upon achievement of targets relating to net income and cash flow from operating activities. A portion of the bonus achievement criteria for all participants other than Mr. Johnson, our President and Chief Executive Officer, are at the discretion of the Compensation Committee. Mr. Johnson's bonus targets related solely to the achievement of the tangible financial targets. Achievement of 2007 target and maximum levels would have resulted in bonus payments as a percentage of base salary as follows: Charles E. Johnson – (target – 75%; maximum – 150%); Arlen F. Henock – (target – 50%; maximum – 100%); William J. Long III – (target – 50%; maximum – 100%); Jeffrey L. Jackson – (target – 50%; maximum – 100%); Richard A. Wisot – (target – 40%; maximum – 80%). Since the applicable targets were not achieved during 2007, no annual incentive payment was earned by the named executive officers.

**2007 Restricted Stock Vesting.** On March 2, 2007, certain shares of restricted stock previously granted to our named executive officers on March 2, 2006 vested. Shares vested as follows: Mr. Johnson – 2,593 shares; Mr. Long – 762 shares; Mr. Jackson – 762 shares; Mr. Wisot – 610 shares; Mr. Albert – 1,678 shares. Based upon the value of a share of Proliance common stock on March 2, 2007 (\$4.29) the vested shares were valued as follows: Mr. Johnson – \$11,124; Mr. Long – \$3,269; Mr. Jackson – \$3,269; Mr. Wisot – \$2,617; Mr. Albert – \$7,199.



Outstanding Equity Awards at Fiscal Year-End Table. Shown in Table II below is information with respect to outstanding equity-based awards (consisting of unexercised options to purchase Proliance common stock and unvested restricted Proliance common stock) held by the named executive officers at December 31, 2007.

TABLE II

OUTSTANDING EQUITY AWARDS AT 2007 FISCAL YEAR END

Option Awards	Stock Awards	Name	Number of
Securities			
Underlying			
Unexercised			
Options (#)			
Exercisable	Number of		
Securities			
Underlying			
Unexercised			
Options (#)			
Unexercisable			
(a) Option			
Exercise			
Price			
(\$)	Option		
Expiration			
Date	Number of		
Shares or Units			
of Stock That			
Have Not			
Vested			
(#)	(b) Market Value		
of Shares or			
Units of Stock			
That Have Not			
Vested			
(\$)	(c)	Charles E. Johnson	60,000 0 \$ 2.90 3/12/2011 40,000 0 3.20 6/21/2011
			35,000 0 4.72 5/3/2012 20,000 0 4.65 2/25/2014 6,483
			19,449 5.27 3/2/2016 25,469 \$ 45,844 Arlen F. Henock 0 25,000 \$
			2.90 6/4/2017 5,000 9,000 William J. Long III 1,906 5,721 5.27
			3/2/2016 2,289 4,120 Jeffrey L. Jackson 10,000 0 2.5625 1/2/2011
			5,000 0 3.39 2/6/2012 3,833 0 3.39 2/6/2012 2,600 0
			3.39 2/6/2012 15,000 0 4.72 5/3/2012 7,000 0 5.25 5/6/2014
			1,906 5,721 5.27 3/2/2016 2,289 4,120 Richard A. Wisot
			25,000 0 3.20 6/21/2011 15,000 0 4.72 5/3/2012 1,525 4,577
			5.27 3/2/2016 1,831 3,296 David J. Albert — — — — —

(a) All

unvested options vest in four equal annual installments from the date of grant (March 2, 2006), or in the case of unvested options granted to Mr. Henock, the date of grant was June 4, 2007. (b) Shares of restricted stock listed vest as follows: Mr. Johnson – 17,689 shares vest on March 26, 2009 (the second anniversary of the date of grant) and 7,780 shares vest in three equal installments on March 2, 2008, 2009 and 2010; Mr. Henock – 5,000 shares vest in three equal annual installments on June 4, 2008, 2009 and 2010; Messrs. Long and Jackson – 2,289 shares vest in three equal installments on March 2, 2008, 2009 and 2010; Mr. Wisot – 1,831 shares vest in three equal installments on March 2, 2008, 2009 and 2010. (c) These values are based on \$1.80 per share, the market price of a share of Proliance common stock as of December 31, 2007.

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Pension Benefits Table. Shown in Table III below is information as of December 31, 2007 with respect to each plan that provides retirement-based payments or other benefits to the named executive officers.

TABLE III  
PENSION BENEFITS AT DECEMBER 31, 2007

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
Charles E. Johnson	Proliance International, Inc. Pension Plan Supplemental Executive Retirement Plan	6	\$55,832	63,581
Arlen F. Henock	Proliance International, Inc. Pension Plan	1	0	0
William J. Long III	Proliance International, Inc. Pension Plan	2	0	0
Jeffrey L. Jackson	Proliance International, Inc. Pension Plan	15	114,402	0
Richard A. Wisot	Proliance International, Inc. Pension Plan	6	53,295	0
David J. Albert	Proliance International, Inc. Pension Plan	6	0	52,372

Each of our named executive officers are covered by the Proliance International, Inc. Pension Plan, which is a non-contributory defined benefit cash balance plan. We credit an amount, quarterly, to a notional account for each participant under the plan equal to the sum of (i) each participant's total compensation for the quarter (excluding bonus) multiplied by a percentage factor plus (ii) each participant's total compensation for the quarter (excluding bonus) in excess of a fraction of the Social Security wage base multiplied by a percentage factor. The percentage factors are determined under the following table:

Years of Service    Credit Account

with % of Pay    Plus % of Pay Above  
1/12 of Social Security Taxable

Wage Base Less than 10 years    2.25%    2%    10 to 20 years    3.00%    2%    20 or more years    4.00%    2%

Each year of employment, the notional account balances will be credited quarterly with interest equal to the average of the one-year Treasury bill rate on the first day of October, November and December of the previous calendar year multiplied by his or her account balance at the beginning of the quarter. Upon retirement, the notional account balance will be paid in the form of a lump sum payment or converted to an annuity to provide monthly benefit payments.

In addition, Mr. Johnson's Supplemental Executive Retirement Plan provides annual pension benefits, supplemental to the annual benefits paid under our retirement plans, in an amount determined in accordance with the applicable Proliance retirement plan, without giving effect to limits imposed by the Internal Revenue Code and regulations of the IRS on the amount of benefits payable or compensation that may be used in determining benefits that may be paid to an individual under a Federal income tax qualified plan.

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Equity Compensation Plan Table. The following table (Table IV) sets forth general information concerning our equity compensation plans as of December 31, 2007.

TABLE IV  
EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	(b)	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a))	(c)	Equity compensation plans approved by security holders:	1995 Stock Plan
	339,777	\$ 3.99	0	1995 Non-Employee Directors Plan	30,800	\$ 4.61	0
	177,500	\$ 6.34	1,197,220	Equity compensation plans not approved by security holders	0	—	0
	548,077	\$ 4.79	1,197,220				Total



## Compensation Committee Report

The Compensation Committee is comprised of three independent non-employee directors. As members of the Compensation Committee, it is our responsibility to administer Proliance's executive compensation programs, monitor corporate performance and its relationship to compensation of executive officers, and make appropriate recommendations concerning matters of executive compensation.

In this context, the Compensation Committee has reviewed and discussed with management the section of this proxy statement above entitled "Compensation Discussion and Analysis". Based on this review and discussion, the Compensation Committee recommended to the board of directors, and the board has approved, that the Compensation Discussion and Analysis be incorporated by reference into Proliance's annual report on SEC Form 10-K for the year ended December 31, 2007.

### Compensation Committee of the Board of Directors

- Vincent L. Martin, Chairman
- William J. Abraham, Jr.
- James R. Rulseh

## Audit Committee Report

The Audit Committee reviews Proliance's financial reporting process on behalf of the board of directors. Management has the primary responsibility for the financial statements and the reporting process. Proliance's independent accountants are responsible for expressing an opinion on the conformity of our audited financial statements to accounting principles generally accepted in the United States.

In this context, the Audit Committee has reviewed and discussed with management and the independent accountants the audited financial statements for the fiscal year ended December 31, 2007. The Audit Committee has discussed with the independent accountants the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees). In addition, the Audit Committee has received from the independent accountants the written disclosures and letter required by Independence Standards Board No. 1 (Independence Discussions with Audit Committees) and discussed with them their independence from Proliance and its management. The Audit Committee has also considered whether the independent accountants' provision of non-audit services to Proliance is compatible with the accountants' independence.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the board of directors, and the board has approved, that the audited financial statements for the fiscal year ended December 31, 2007 be included for filing in Proliance's annual report on SEC Form 10-K for the year ended December 31, 2007.

### Audit Committee of the Board of Directors

- F. Alan Smith, Chairman
- Paul R. Lederer
- Vincent L. Martin

### Audit Committee Pre-Approval Policy

Pursuant to its charter, the Audit Committee is responsible for selection, approving compensation and overseeing the independence, qualifications and performance of the independent accountants. The Audit Committee has adopted a pre-approval policy pursuant to which certain permissible audit and non-audit services may be provided by the independent accountants. Pre-approval is generally provided for up to one year, is detailed as to the particular service or category of services and may be subject to a specific budget. The Audit Committee may also pre-approve particular services on a case-by-case basis. In assessing requests for services by the independent accountants, the Audit Committee considers whether such services are consistent with the auditor's independence; whether the independent accountants are likely to provide the most effective and efficient service based upon their familiarity with the company; and whether the service could enhance our ability to manage or control risk or improve audit quality.

Notwithstanding the pre-approval policy, all of the audit-related, tax and other services provided by BDO Seidman, LLP in fiscal year 2007 and related fees were approved in advance by the Audit Committee.

Proposal 2:

Approval of Appointment of Proliance's Independent Accountants

The Audit Committee of our board of directors has selected BDO Seidman, LLP as our independent registered public accounting firm for the year ending December 31, 2008, and has directed that the selection of independent accountants be submitted for ratification by stockholders at the annual meeting. BDO Seidman, LLP replaced PricewaterhouseCoopers LLP as our independent accountants in September 2004. A representative of BDO Seidman, LLP is expected to be present at the annual meeting and will have an opportunity to make a statement if he or she desires and will be available to respond to appropriate questions.

Stockholder ratification of the selection of BDO Seidman, LLP as our independent accountants is not required by our Bylaws or otherwise. However, the Audit Committee is submitting the selection of BDO Seidman, LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection were ratified, the Audit Committee in its discretion may direct the appointment of a different independent accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of Proliance and its stockholders.

Audit Fees

Aggregate fees billed by BDO Seidman, LLP for professional services rendered for the audit of our annual consolidated financial statements included in the annual report on Form 10-K and the review of interim consolidated financial statements included in quarterly reports on Form 10-Q and the review and audit of the application of new accounting pronouncements and SEC releases were \$828,890 and \$794,306 for the years ended December 31, 2007 and 2006, respectively.

Audit-Related Fees

Aggregate fees billed by BDO Seidman, LLP for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and that are not disclosed under "Audit Fees" above were \$97,163 and \$103,925 for the years ended December 31, 2007 and 2006, respectively. These audit related services include primarily audit work in connection with acquisitions and employee benefit plan audits.

Tax Fees

Aggregate fees billed by BDO Seidman, LLP for professional services rendered to Proliance for tax compliance, tax advice and tax planning were \$55,382 and \$73,194 for the years ended December 31, 2007 and 2006, respectively. These tax related services include primarily tax compliance, tax planning and advice.

All Other Fees

There were no fees billed by BDO Seidman, LLP to Proliance for all other products and services for the years ended December 31, 2007 and 2006.

The board of directors recommends that stockholders vote FOR the appointment of BDO Seidman, LLP as the company's independent accountants for 2008.

#### Additional Information

#### Certain Transactions

On March 1, 2005 we sold our OEM business to Modine Manufacturing Company for \$17 million in cash. On July 22, 2005, following receipt of approval of our stockholders, we completed a merger transaction pursuant to which Modine Aftermarket Holdings, Inc. (Modine Aftermarket) merged into Proliance. Modine Aftermarket was spun off from Modine immediately prior to the merger and held Modine's aftermarket business. In connection with the merger, we issued a total of 8,145,810 shares of our common stock to Modine shareholders, or 0.235681 shares for each outstanding Modine common share. Immediately

after the effectiveness of the merger, prior Transpro, Inc. shareholders owned 48% of the combined company on a fully diluted basis, while Modine shareholders owned the remaining 52%. As a result of the merger, we are focused on supplying heating and cooling components and systems to the automotive and heavy duty aftermarkets in North and Central America and Europe.

In connection with the foregoing transactions, Modine and Proliance entered into a number of agreements for the conduct of the parties after the closings, including: (i) an Aftermarket License Agreement pursuant to which Modine licensed certain intellectual property used in the aftermarket business to Proliance on a royalty-free basis; (ii) an OEM License Agreement pursuant to which Proliance licensed certain intellectual property of benefit to Modine to Modine on a royalty-free basis; (iii) an Aftermarket Supply Agreement pursuant to which Modine would sell product formerly sold on an intercompany basis to the aftermarket business to Proliance at agreed upon prices that reflected Modine's intercompany transactions prior to the merger; (iv) an OEM Supply Agreement pursuant to which Proliance would sell product formerly sold on an intercompany basis to Modine Jackson, Inc. (formerly our subsidiary G&O Manufacturing) to Modine at agreed upon prices that reflected Proliance's intercompany transactions prior to the stock purchase; (v) an Aftermarket Transition Services Agreement pursuant to which Modine provided certain services to Proliance; (vi) an OEM Transition Services Agreement pursuant to which Proliance provided certain transition services to Modine Jackson, Inc.; and (vii) a Tax Indemnification Agreement pursuant to which the parties determined liability for taxes pre- and post-closing and the indemnification of a party with regard to the division of tax liability. During 2006 we made aggregate payments to Modine under these agreements in the amount of \$6.8 million and Modine made aggregate payments to Proliance under these agreements in the amount of \$4.7 million. During 2007 we made aggregate payments to Modine under these agreements in the amount of \$6.6 million and Modine made aggregate payments to Proliance under these agreements in the amount of \$2.3 million.

James R. Rulseh, a member of our board of directors, and Bradley C. Richardson, who was a member of our board of directors until May 2007, are also executive officers of Modine, however, neither Mr. Rulseh nor Mr. Richardson were on our board of directors at the time the sale of the OEM business was negotiated or consummated and they joined our board of directors only upon consummation of the Modine Aftermarket merger.

We have from time to time retained the law firm of Foley & Lardner to perform legal services on our behalf. Payments made by us to Foley & Lardner in 2006 and 2007 were approximately \$51,776 and \$133,480, respectively. William J. Abraham, Jr., one of our directors, is a partner at Foley & Lardner.

Our board of directors has approved a Code of Business Conduct in accordance with the rules of the Securities and Exchange Commission and the American Stock Exchange that governs the conduct of each of our employees and directors. Our Code of Business Conduct is maintained on our website at [www.pliii.com](http://www.pliii.com). Other than as generally set forth in our Code of Business Conduct, our board does not have a specific policy regarding review of transactions involving directors, management or other related parties. However, we discourage such transactions and have historically limited the approval of any such transactions to specific and rare instances with the full disclosure to, and approval of, the disinterested members of our board.

#### Solicitation of Proxies

In addition to the use of the mails, proxies may be solicited by the directors, officers, and employees of the company without additional compensation in person, or by telephone, facsimile, email or otherwise. Arrangements may also be made with brokerage firms and other custodians, nominees, and fiduciaries for the forwarding of solicitation material to the beneficial owners of Proliance common stock held of record, and we will reimburse these brokers, custodians, nominees, and fiduciaries for reasonable out-of-pocket expenses incurred. The cost of solicitation will be borne entirely by Proliance. In addition, we have retained Morrow & Co. to act as solicitors with respect to the annual

meeting for a fee of \$5,000 plus out-of-pocket expenses.

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Other Matters

Management knows of no other matters which may be presented for consideration at the meeting. However, if any other matters properly come before the meeting, it is the intention of the individuals named in the enclosed proxy to vote in accordance with their judgment.

By order of the board of directors.

Richard A. Wisot  
Secretary

**PROLIANCE INTERNATIONAL, INC.**

**This proxy is solicited by the Board of Directors for**

**the Annual Meeting of Stockholders to be held on May 8, 2008**

The undersigned hereby appoints Barry R. Banducci and Charles E. Johnson, and each of them, as the true and lawful attorneys, agents and proxies of the undersigned, each with full power of substitution, to represent and vote all shares of common stock of Proliance International, Inc. held of record by the undersigned on March 20, 2008 at the Annual Meeting of Stockholders to be held at 11:00 a.m. on Thursday, May 8, 2008 at The Quinnipiack Club, 221 Church Street, New Haven, Connecticut and at any adjournment thereof, as specified on the reverse side of this proxy card and in their discretion upon such other matters as may properly come before such Annual Meeting and at any adjournment thereof. Any and all proxies heretofore given are hereby revoked.

**This proxy, when properly executed, will be voted as designated by the undersigned. If no choice is specified, the proxy will be voted for Proposals (1) and (2) and in the discretion of the proxies upon such other matters as may properly come before the Annual Meeting.**

If the undersigned is a participant in the Proliance International, Inc. 401(k) Savings Plan, then the undersigned directs the trustee of the 401(k) plan to appoint the above-named individuals as proxies to vote and act with respect to all common shares held by the undersigned in his or her 401(k) plan account in the manner specified on the reverse of this card and in their discretion upon such other matters as may properly come before the meeting or any adjournment thereof. If you are such a participant and your voting instructions are not received by 11:59 p.m., Eastern Time, on Tuesday, May 6, 2008, the trustee of the 401(k) plan will vote those shares as directed by the Proliance Pension and



Benefits Committee.

Please consider the issues discussed in the proxy statement and cast your vote by marking the boxes on the REVERSE SIDE. You need not mark any boxes if you wish to vote in accordance with the Board of Directors' recommendations. It is important that your shares are represented at this meeting, whether or not you attend the meeting in person. Therefore, please complete the reverse side and mail it or use the Internet or toll-free telephone voting system explained on the reverse side.

**(Continued and to be dated and signed on the reverse side)**

**ANNUAL MEETING OF STOCKHOLDERS OF**

**PROLIANCE INTERNATIONAL, INC.**

**May 8, 2008**

Your vote is important. Please vote immediately.

**PROXY VOTING INSTRUCTIONS**

**MAIL** Date, sign and mail your proxy card in the envelope provided as soon as possible.

-or-

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**TELEPHONE-** Call toll-free **1-800-PROXIES**

(1-800-776-9437) from any touch-tone telephone

and follow the instructions. Have your proxy card

available when you call.

-or-

**INTERNET-** Access **www.voteproxy.com** and follow the on-screen instructions. Have your proxy card available when you access the web page.

You may enter your voting instructions at 1-800 PROXIES or [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the meeting date.

Please detach along the perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS (1) AND (2). PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1 .

Election of Directors

FOR ALL NOMINEES

WITHHOLD AUTHORITY  
FOR ALL NOMINEES

FOR ALL EXCEPT  
(See instructions below)

**NOMINEES:**

Barry R. Banducci

Charles E. Johnson

Vincent L. Martin

2 .

Appointment of BDO Seidman, LLP as Proliance s independent registered public accounting firm:

FOR

AGAINST

ABSTAIN

The undersigned acknowledges receipt of the Notice of Annual Meeting of Stockholders and the proxy statement furnished therewith.

**INSTRUCTION:** To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here:

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder \_\_\_\_\_

Date: \_\_\_\_\_

Signature of Stockholder \_\_\_\_\_

Date: \_\_\_\_\_

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**NOTE:**

Please sign exactly as your name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.