

MANITOWOC CO INC
Form DEF 14A
March 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

The Manitowoc Company, Inc.

(Name of Registrant as Specified In Its Charter)

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

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THE MANITOWOC COMPANY, INC.

2400 South 44th Street

P.O. Box 66

Manitowoc, Wisconsin 54221-0066

(920) 684-4410

March 17, 2017

Dear Shareholder:

You are cordially invited to attend the 2017 Annual Meeting of Shareholders of The Manitowoc Company, Inc. (2017 Annual Meeting) which will be held at the Holiday Inn Manitowoc, located at 4601 Calumet Avenue, Manitowoc, Wisconsin 54220, on Tuesday, May 2, 2017, at 9:00 a.m. Central Daylight Time.

As set forth in the enclosed Proxy Materials, the following matters of business are scheduled to be acted upon at the meeting:

1. The election of nine directors for one-year terms expiring at the 2018 Annual Meeting of Shareholders;
2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;
3. An advisory vote to approve the compensation of the Company's named executive officers as disclosed in the Compensation Discussion and Analysis and the Executive Compensation sections of the Proxy Statement;
4. An advisory vote related to the frequency of future advisory votes to approve the compensation of the Company's named executive officers; and
5. Such other business as may properly come before the 2017 Annual Meeting.

The Board of Directors of the Company recommends the following votes:

FOR election of the nine directors named in the Proxy Statement for one-year terms expiring at the 2018 Annual Meeting of Shareholders;

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;

FOR approval of the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis and the Executive Compensation sections of the Proxy Statement; and

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FOR holding future advisory votes **EVERY YEAR** to approve the compensation of the Company's named executive officers. Whether or not you are able to attend the 2017 Annual Meeting, we welcome your questions and comments about the Company. To make the best use of time at the meeting, we would appreciate receiving your questions or comments, in writing, in advance of the meeting, so they can be answered as completely as possible at the meeting. If you wish to make a comment or ask a question in writing, we would appreciate receiving it by April 22, 2017.

It is important that your shares be represented and voted at the meeting. You should have already received an Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting with instructions on how to access the Proxy Materials and vote. As indicated in that Notice, you may view the Proxy Materials online at www.proxydocs.com/mtw and you may also access and complete the proxy card online at www.proxypush.com/mtw. Or if you prefer, you may request a copy of the Proxy Materials, free of charge, including a hard copy of the proxy card, through the website www.investorelections.com/mtw, by phone at 1-866-648-8133, or by email at paper@investorelections.com.

To help us plan for the meeting, please mark your proxy card telling us if you will be attending in person.

Sincerely,

Barry L. Pennypacker

President and Chief Executive Officer

THE MANITOWOC COMPANY, INC.

2400 South 44th Street

P.O. Box 66

Manitowoc, Wisconsin 54221-0066

(920) 684-4410

March 17, 2017

Important Notice Regarding the Availability of Proxy Materials for the 2017 Annual Meeting of Shareholders of The Manitowoc Company, Inc. to be held on Tuesday, May 2, 2017.

We encourage you to access and review all of the information contained in the Proxy Statement and accompanying materials before voting. The Proxy Statement and the Company's Annual Report are available at www.proxydocs.com/mtw.

If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 22, 2017 to facilitate timely delivery.

To the Shareholders of THE MANITOWOC COMPANY, INC.

The 2017 Annual Meeting of Shareholders of The Manitowoc Company, Inc. will be held as follows:

Meeting date:	Tuesday, May 2, 2017
Meeting time:	9:00 a.m. Central Daylight Time
Meeting place:	Holiday Inn Manitowoc, 4601 Calumet Avenue, Manitowoc, Wisconsin 54220
Materials available:	Proxy Statement, Proxy Card and Annual Report
View Materials:	www.proxydocs.com/mtw
Request materials:	Internet: www.investorelections.com/mtw Phone: 1-866-648-8133 Email: paper@investorelections.com

The 2017 Annual Meeting of Shareholders of The Manitowoc Company, Inc. will be held for the following purposes:

1. To elect nine directors for one-year terms expiring at the 2018 Annual Meeting of Shareholders, all as set forth and described in the Proxy Statement;
2. To ratify the appointment of PricewaterhouseCoopers LLP, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;
3. To consider an advisory vote to approve the compensation of the Company's named executive officers;
4. To consider holding future advisory votes **EVERY YEAR** to approve the compensation of the Company's named executive officers; and

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5. To transact such other business as may properly come before the 2017 Annual Meeting.

Shareholders of record as of the close of business on February 28, 2017 are cordially invited to attend and are entitled to vote at the 2017 Annual Meeting. However, whether or not you expect to attend the 2017 Annual Meeting in person, you are requested to properly complete the proxy card online at www.proxypush.com/mtw or to obtain, complete, date, sign, and promptly return a hard copy of the proxy card, which can be obtained by request through the website, toll free number or email address noted above.

By Order of the Board of Directors

Louis F. Raymond

Vice President, General Counsel and Secretary

Manitowoc, Wisconsin

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THE MANITOWOC COMPANY, INC.

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SOLICITATION AND VOTING

This Proxy Statement is furnished by the Board of Directors (the Board of Directors or Board) of The Manitowoc Company, Inc., a Wisconsin corporation (referred to in this Proxy Statement as the Company, we or our), to the shareholders of the Company in connection with a solicitation of proxies for use at the 2017 Annual Meeting of Shareholders (the 2017 Annual Meeting) to be held at 9:00 a.m., Central Daylight Time, on Tuesday, May 2, 2017, at the Holiday Inn Manitowoc, located at 4601 Calumet Avenue, Manitowoc, Wisconsin 54220, and at any and all adjournments thereof. This Proxy Statement and the accompanying materials are being provided to shareholders on or about March 17, 2017.

Introductory Note

On March 4, 2016, the Company completed the spin-off of its former wholly-owned subsidiary, Manitowoc Foodservice, Inc. (NYSE:MFS) (now known as Welbilt, Inc. (NYSE:WBT)), as an independent, publicly-traded company (the spin-off transaction is referred to throughout the Proxy Statement as the Separation). As of the effective date of the Separation, Barry L. Pennypacker became the Company's President and Chief Executive Officer, succeeding Kenneth W. Krueger, who had been serving in those roles on an interim basis; Mr. Krueger continues with the Company as Chair of the Board. Effective immediately upon the effectiveness of the Separation: José María Alapont, Anne M. Cooney, C. David Myers, Mr. Pennypacker and John C. Pfeifer became directors of the Company; Roy V. Armes and Keith D. Nosbusch retired from the Board of Directors; Dino J. Bianco, Joan K. Chow and Cynthia M. Egnotovitch left the Company's Board to become directors of MFS; and Robert G. Bohn, Donald C. Condon, Jr. and Jesse A. Lynn continued on in their service as directors for the Company. Unless the context indicates otherwise, discussions in this Proxy Statement regarding corporate performance and the compensation of executive officers and directors relate to the Company and not MFS.

Who can vote?

On February 28, 2017, the record date for determining shareholders entitled to vote at the 2017 Annual Meeting, there were outstanding 140,481,931 shares of Company common stock, \$0.01 par value per share (the common stock). Each share outstanding on the record date is entitled to one vote on all matters presented at the meeting.

How to vote

Any shareholder entitled to vote may vote in person or by duly executed proxy. Shareholders of record will have the option to vote by written proxy or electronically via either the Internet or a touch-tone telephone. Instructions on how to vote are set forth in the Proxy Materials sent to shareholders. Shareholders may access and complete the proxy card online at www.proxypush.com/mtw. In order to vote online, a shareholder will need the control number provided to the shareholder along with the Notice of Meeting. The Company is offering electronic services both as a convenience to its shareholders and as a step towards reducing costs. Shareholders not wishing to use electronic voting methods may continue to cast votes by returning their signed and dated proxy card.

How to obtain meeting materials

All Proxy Materials for the 2017 Annual Meeting, including this Proxy Statement and the 2017 Annual Report to Shareholders, are available on the Internet at www.proxydocs.com/mtw. All shareholders have been

separately provided an Important Notice Regarding the Availability of Proxy Materials. As indicated in that Notice, if you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed in that Notice on or before April 22, 2017 to facilitate timely delivery.

Proxies

A proxy may be revoked at any time before it is exercised by filing a written notice of revocation with the Secretary of the Company, by delivering a duly executed proxy bearing a later date, or by voting in person at the 2017 Annual Meeting. Attendance at the 2017 Annual Meeting will not in itself constitute revocation of a proxy. The shares represented by all properly executed unrevoked proxies received in time for the 2017 Annual Meeting will be voted as specified on the proxies. Shares held for the accounts of participants in the Company's Dividend Reinvestment Plan and The Manitowoc Company, Inc. 401(k) Retirement Plan (for which the proxies will serve as voting instructions for the shares) will be voted in accordance with the instructions of participants or otherwise in accordance with the terms of those Plans. If no direction is given on a properly executed unrevoked proxy, it will be voted **FOR** each of the nine director nominees, **FOR** ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, **FOR** approval of the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis and the Executive Compensation sections of this Proxy Statement, and **FOR** holding future advisory votes **EVERY YEAR** to approve named executive officer compensation.

The cost of soliciting proxies will be borne by the Company. Solicitation will be made principally by distribution via mail and the Internet pursuant to the rules of the Securities and Exchange Commission (SEC), but also may be made by email, telephone, facsimile, or other means of communication by certain directors, officers, employees, and agents of the Company. The directors, officers, and employees will receive no compensation for these proxy solicitation efforts in addition to their regular compensation, but may be reimbursed for reasonable out-of-pocket expenses in connection with the solicitation. The Company will request persons holding shares in their names for the benefit of others or in the names of their nominees to send Proxy Materials to and obtain proxies from their principals and will reimburse such persons for their expenses in so doing.

Required Quorum

To be effective, a matter presented for a vote of shareholders at the 2017 Annual Meeting must be acted upon by a quorum (*i.e.*, a majority of the votes entitled to be cast represented at the 2017 Annual Meeting in person or by proxy). Abstentions, shares for which authority is withheld to vote for director nominees, and broker non-votes (*i.e.*, proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owners or other persons entitled to vote shares as to a matter with respect to which the brokers or nominees do not have discretionary power to vote) will be considered present for the purpose of establishing a quorum. Once a share is represented at the 2017 Annual Meeting, it is deemed present for quorum purposes throughout the meeting or any adjourned meeting, unless a new record date is or must be set for the adjourned meeting.

Your Broker needs your approval to vote certain matters

We remind you that your broker may not vote your shares in its discretion in the election of directors (Proposal 1); therefore, you must vote your shares if you want them to be counted in the election of directors. In addition, your broker is also not permitted to vote your shares in its discretion regarding matters relating to executive compensation (Proposals 3 and 4). However, your broker may vote your shares in its discretion on routine matters such as the ratification of the Company's independent registered public accounting firm (Proposal 2).

Required Vote

Proposal 1: Election of Directors. Directors are elected by a majority of the votes cast by the holders of shares entitled to vote in the election at a meeting at which a quorum is present, assuming the election is uncontested (the plurality voting standard applies in contested elections). For this purpose, a majority of votes cast means that the number of votes cast for a director's election must exceed the number of votes cast withhold with respect to that director's election. Any shares not voted (whether by broker non-vote or otherwise) will have no effect on the election of directors.

Pursuant to the Company's By-laws, any nominee who receives fewer votes cast for his or her election than votes cast withhold is required to promptly tender his or her resignation to the Chair of the Board following certification of the shareholder vote. The Corporate Governance Committee of the Board of Directors will promptly consider the resignation, and make a recommendation to the Board of Directors as to whether to accept or reject such resignation.

Proposal 2: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017. The affirmative vote of a majority of the votes cast on the Proposal by the holders of shares entitled to vote at the meeting at which a quorum is present is required for ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, provided that a majority of the outstanding shares of the Company's Common Stock are voted on the Proposal. Assuming that proviso is met, any shares not voted (whether by broker non-vote or otherwise, except abstentions) have no impact on the vote. Shares of common stock as to which holders of shares abstain from voting will be treated as votes against ratification.

Proposal 3: Advisory vote to approve the compensation of the Company's named executive officers. The affirmative vote of a majority of the votes cast on the Proposal (assuming a quorum is present) is required to approve the advisory vote on the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis and the Executive Compensation sections of this Proxy Statement. Abstentions and broker non-votes will not be included in the votes cast and thus will have no effect other than not providing the Company with your view on the Proposal. Although the outcome of this advisory vote is not binding on the Company, the Compensation Committee and the Board of Directors will review and consider the outcome of the vote when making future compensation decisions pertaining to the Company's named executive officers.

Proposal 4: Advisory vote related to the frequency of future advisory votes to approve the compensation of the Company's named executive officers. The shareholders' recommendation on how often (every year, every two years, or every three years) the advisory vote to approve the compensation of the Company's named executive officers should be held will be the frequency receiving the greatest number of votes. Abstentions and broker non-votes will not be included in the votes cast and thus will have no effect other than not providing the Company with your view on the Proposal. Although the outcome of this advisory vote is not binding on the Company, the Board of Directors will review and consider the outcome of the vote when considering how often to hold advisory votes to approve named executive officer compensation.

The Board of Directors recommends a vote: **FOR** the election of the nine directors named in the Proposal; **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm; **FOR** approval of the compensation of the Company's named executive officers; **FOR** a frequency of **EVERY YEAR** (*i.e.*, 1 Year on the proxy card or voting instruction) for future non-binding shareholder advisory votes to approve the compensation of the Company's named executive officers.

1. PROPOSALS REQUIRING YOUR VOTE

PROPOSAL 1

ELECTION OF DIRECTORS

All nine of the Company's directors are to be elected at the 2017 Annual Meeting because the classification of the Board will have been completely phased out as of the 2017 Annual Meeting. The nominees to the Board are Ms. Cooney and Messrs. Alapont, Bohn, Condon, Krueger, Lynn, Myers, Pennypacker and Pfeifer, all of whom are currently directors. Information regarding each nominee is set forth below. If elected, each individual will hold office for a one-year term expiring at the 2018 Annual Meeting of Shareholders, subject to the limit discussed in the following sentence, or until their respective successors are duly elected and qualified. Pursuant to the Company's Corporate Governance Guidelines, when a director reaches the age of 72, the director will resign from the Board at the first annual meeting held after reaching that age.

The election of directors is determined by a majority of the votes cast, if the election is uncontested. Shares represented by proxies in the accompanying form will be voted for the election of the nominees listed below, unless a contrary direction is indicated. The nominees have indicated that they are able and willing to serve as directors. However, if any of the nominees should be unable to serve, which management does not contemplate, it is intended that the proxies will vote for the election of such other person or persons as management may recommend.

As also explained in the Corporate Governance Committee Report, in identifying candidates for the Board of Directors, the Corporate Governance Committee considers foremost the qualifications and experience that the Board believes would best suit the Board's needs created by each particular vacancy. As part of the process, the Corporate Governance Committee and the Board endeavor to have a Board comprised of individuals with diverse backgrounds, viewpoints, and life and professional experiences, provided such individuals should all have a high level of management and/or financial experience and expertise. In this process, the Board of Directors and the Corporate Governance Committee do not discriminate against any candidate on the basis of race, color, national origin, gender, religion, disability, sexual orientation or gender identity.

A description of the particular experience, qualifications, attributes and skills that led the Board of Directors to conclude that each of the nominees should continue to serve as a director of the Company follows the biographical information of each nominee below.

Nominees for a One-Year Term Expiring at the 2018 Annual Meeting of Shareholders

All nine nominees were recommended to the Board by the Corporate Governance Committee.

José María Alapont, 66, has been a director of the Company since 2016 and serves as a member of the Company's Audit and Corporate Governance Committee. Mr. Alapont served as the President and Chief Executive of Federal-Mogul Corporation, an automotive and industrial equipment supplier, from 2005 until he retired in 2012. Mr. Alapont also served as a director of Federal-Mogul until 2013. Prior to joining Federal-Mogul, Mr. Alapont served as Chief Executive Officer and as a director of Fiat Iveco, S.p.A., the global manufacturer and supplier of commercial trucks, buses, vans, off-road, firefighting and defense vehicles, from 2003 until 2005. Previously, Mr. Alapont held executive positions with increasing responsibility at Ford Motor Company, the global automotive vehicle manufacturer, at Delphi Corporation, an automotive parts manufacturing company, and at Valeo S.A., an automotive supplier. Mr. Alapont currently serves as a director of Hinduja Automotive Limited and was a director of Mentor Graphics Corporation until 2012. Mr. Alapont earned an Industrial Technical Engineering degree from la Escuela de Ingenieros Tecnicos de Valencia and a B.A. from Universidad de Valencia.

Mr. Alapont's more than 40 years of senior executive and board experience in global automotive manufacturing and operations make him a valuable contributor to the Company's Board of Directors. Culturally diverse, he has an appreciation for global business models, has strong manufacturing and supply chain experience, and has successfully led businesses as an operating executive.

Robert G. Bohn, 64, has been a director of the Company since 2014 and serves on the Company's Corporate Governance Committee as Chair and on the Compensation Committee. He served as Chief Executive Officer of Oshkosh Corporation, a leading manufacturer of access equipment, specialty vehicles, and truck bodies for the primary markets of defense, concrete placement, refuse collection, and fire and emergency vehicles, from 1997 until 2010, and as its Chair of the Board from 2000 to 2011. Mr. Bohn joined Oshkosh Corporation in 1992 as Group Vice President, and also served as its President from 1994 to 2007 and as its Chief Operating Officer from 1994 to 1997. Prior to joining Oshkosh Corporation, he held various executive positions with Johnson Controls, Inc. from 1985 to 1992. He also serves as a Director of Carlisle Companies Inc., Parker Hannifin Corporation and Menasha Corporation.

Mr. Bohn's extensive experience in growth strategy development and execution, international market development, acquisitions integration, and maximizing operational efficiency make him qualified to serve on the Company's Board.

Donald M. Condon, Jr., 67, has been a director of the Company since 2010 and serves on the Company's Compensation Committee as Chair and on the Audit Committee. Mr. Condon is President (2012 to present) of IDSM Distribution Services, Inc., a family-owned company providing distribution services. Mr. Condon previously served as Senior Vice President (2006-2012) of Olefins and Corporate Business Development for Westlake Chemical Corporation, an owner and operator of facilities for the manufacture of petrochemicals, plastics and fabricated plastic products. Prior to joining Westlake, Mr. Condon held executive positions in the petrochemical, plastics, oil and gas, and industrial fabrication business with Titan Chemicals Corp. Bhd. (2003-2006), Conoco (1993-2003), and E.I. DuPont De Nemours (1974-1993). While at Titan Chemicals, Mr. Condon was Managing Director and Chief Executive Officer, and he led the company when it went public on the Malaysian Stock Exchange (Bursa Malaysia) and the NYSE in 2005, and continued to serve as a director until 2010. Mr. Condon also serves as Chair of the Advisory Board of the Nicholas Center for Finance at the University of Wisconsin-Madison, Director of the Depression and Bipolar Support Alliance of Greater Houston, and is a National Association of Corporate Directors (NACD) Board Leadership Fellow, NACD's highest accreditation for boardroom leadership.

Mr. Condon's more than 40 years of senior executive and board experience in management, finance, operations, strategy, and corporate development in the chemical, industrial, and energy industries make him a valuable contributor to the Company's Board of Directors.

Anne M. Cooney, 56, has been a director of the Company since 2016 and serves as a member of the Company's Audit and Compensation Committees. She has served since 2014 as President, Process Industries and Drives of Siemens Industry, Inc., a division of Siemens AG, a multinational conglomerate primarily engaged in industrial engineering, electronics, energy, healthcare, and infrastructure activities. Since joining Siemens in 2001, Ms. Cooney has held a variety of high-level management positions, including serving as Chief Operating Officer, Siemens Healthcare Diagnostics from 2011 until 2014, and as President, Drives Technologies of Siemens Industry, Inc. from 2008 until 2011. She previously held various positions with increasing responsibility at General Electric Company and also served as Vice President, Manufacturing of Aladdin Industries, LLC. Ms. Cooney earned a B.S. from Gannon University and an M.B.A. from Emory University.

Ms. Cooney brings senior management and operational experience to the Company's Board of Directors. Her extensive background and leadership experience in various segments of large manufacturing companies make her qualified to serve on the Company's Board of Directors.

Kenneth W. Krueger, 60, has been a director of the Company since 2004, currently serves as the Board Chair and served as the interim President and Chief Executive Officer of the Company from October 2015 until the effectiveness of the Separation. Mr. Krueger was the Chief Operating Officer (2006 to 2009) and Executive Vice President (2005 to 2006) of Bucyrus International, Inc., a global leader in mining equipment manufacturing. Mr. Krueger also was the Sr. Vice President and Chief Financial Officer (2000 to 2005) of A. O. Smith

Corporation, a global manufacturer of water heating and water treatment systems, and Vice President, Finance and Planning, Hydraulics, Semiconductor Equipment and Specialty Controls Group (1999 to 2000) of Eaton Corporation. Mr. Krueger also serves as a director of Douglas Dynamics, Inc. and Albany International Corporation.

Mr. Krueger has extensive financial, accounting and operations experience. He has served as a chief financial officer and chief operating officer of publicly-traded companies and has other significant senior management experience. His experience and background in finance and accounting in a publicly-traded manufacturing company bring great focus to the Company's accounting, auditing and internal controls. Mr. Krueger's operations leadership experience in the heavy manufacturing industry, coupled with his experience in accounting and finance, make him a valued adviser as a member of the Company's Board of Directors and as the current Chair.

Jesse A. Lynn, 46, has been a director of the Company since April 2015 and currently serves on the Audit Committee and Corporate Governance Committee. He has been General Counsel of Icahn Enterprises L.P. (a diversified holding company engaged in a variety of businesses, including investment, automotive, energy, gaming, railcar, food packaging, metals, mining, real estate and home fashion) since January 2015. From 2004 to January 2015, Mr. Lynn was Assistant General Counsel of Icahn Enterprises. Prior to joining Icahn Enterprises, Mr. Lynn worked as an associate in the New York office of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. in its business and finance department from 2000 until 2004. From 1996 until 2000, Mr. Lynn was an associate in the corporate group at Gordon Altman Butowsky Weitzen Shalov & Wein. Mr. Lynn is a director of Herbalife Ltd. Carl C. Icahn has non-controlling interests in Herbalife and the Company through the ownership of securities. Mr. Lynn received a B.A. in 1992 from the University of Michigan and a J.D. in 1996 from the Boston University School of Law.

Mr. Lynn was originally elected as a director pursuant to an agreement between the Company and Mr. Icahn and his affiliated entities, as described in Corporate Governance Committee Report Consideration of Candidates for the Board Who Are Incumbent Directors below. As General Counsel to a diversified holding company with investments in many companies, Mr. Lynn's significant legal background and experience bring a valuable perspective to the Board, Audit Committee and the Corporate Governance Committee.

C. David Myers, 53, has been a director of the Company since 2016 and serves as the Chair of the Company's Audit Committee. He is retired as President Building Efficiency of Johnson Controls, Inc., a global diversified technology and industrial company, in 2014 after serving in such role since 2005. Mr. Myers previously served as President and Chief Executive Officer, as well as a director, of York International Corporation, a provider of heating, ventilating, air conditioning, and refrigeration products and services, from 2004 until York was acquired by Johnson Controls in 2005. Prior thereto, he held other positions with increasing responsibility at York, including serving as Executive Vice President and Chief Financial Officer. Mr. Myers previously served as a Senior Manager at KPMG LLP. Mr. Myers serves as a Member on the Children's Hospital of Wisconsin board. Mr. Myers earned a B.S. from Pennsylvania State University.

Mr. Myers brings senior management, accounting, and financial controls experience to the Company's Board of Directors. The foundation of Mr. Myers' financial controls and accounting expertise is from when he served as a senior manager at KPMG and continued through his service as Chief Financial Officer of York. His background and experience in finance, accounting, and senior management in various segments of large manufacturing companies make him qualified to serve on the Company's Board of Directors.

Barry L. Pennypacker, 56, has served as the Company's President and Chief Executive Office since Separation after having joined the Company in December 2015 as President and Chief Executive Officer of the Company's Crane business. Prior to joining the Company, Mr. Pennypacker served as Founder, President, and Chief Executive Officer of Quantum Lean LLC, a privately held manufacturer and supplier of precision components since 2013. Prior to that, he was President, Chief Executive Officer, and a director of Gardner

Denver, Inc., a manufacturer and marketer of engineered industrial machinery and related parts and services, from 2008 to 2012. Prior to joining Gardner Denver, Mr. Pennypacker served in positions of increasing responsibility at Westinghouse Air Brake Technologies, The Stanley Works, and Danaher Corporation.

Mr. Pennypacker was originally appointed as a director in 2016 pursuant to the terms of the offer letter he received in connection with joining the Company. Prior to joining the Company, his results-focused leadership style led the transformation of several complex businesses through continuous process improvements as well as delivering significant operational and financial performance improvements. In addition to serving as the Company's President and Chief Executive Officer, Mr. Pennypacker's deep industrial expertise, coupled with the successful execution of numerous lean initiatives throughout his career, qualifies him to serve on the Company's Board of Directors.

John C. Pfeifer, 51, has been a director of the Company since 2016 and serves as a member of the Company's Compensation and Corporate Governance Committees. He has served as corporate Vice President and President Mercury Marine a subsidiary of the Brunswick Corporation, a global designer, manufacturer and marketer of recreation products including marine engines, boats, fitness equipment and billiards, since 2014. Mr. Pfeifer previously served as Vice President Global Operations for Mercury Marine from 2012 until 2014 and as President, Brunswick Marine in EMEA from 2008 until 2012. Prior to joining Brunswick in 2006 as President, Asia Pacific Group, Mr. Pfeifer held various executive level positions with increasing responsibility at ITT Corporation, a diversified manufacturer. Mr. Pfeifer earned a B.A. from the University of Michigan.

Mr. Pfeifer has extensive management and operational experience in the international operations of large, diversified manufacturers. His experience in international market development, integration, and maximizing operational efficiency make him qualified to serve on the Company's Board of Directors.

The Board of Directors recommends a vote FOR the election of the nine above nominees.

PROPOSAL 2

RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP

AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE

FISCAL YEAR ENDING DECEMBER 31, 2017

The Audit Committee and the Board of Directors have appointed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, and ask that the shareholders ratify that appointment. A representative of PricewaterhouseCoopers LLP is expected to be present at the 2017 Annual Meeting to respond to appropriate questions and to make a statement if he or she desires to do so. Although ratification is not required by the Company's By-laws or otherwise, the Board of Directors is submitting the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 to its shareholders for ratification as a matter of good corporate practice and because the Board values the input of its shareholders on this matter. As previously pointed out, a majority of the votes cast on the Proposal by the holders of shares entitled to vote at the 2017 Annual Meeting is required for ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, provided that a majority of the outstanding shares of the Company's Common Stock are voted on the Proposal.

If the shareholders fail to ratify the appointment of PricewaterhouseCoopers LLP, the Audit Committee will consider it as a direction by shareholders to consider the appointment of a different independent registered public accounting firm. Nevertheless, the Audit Committee will still have the discretion to determine whom to appoint as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017. Even if the appointment of PricewaterhouseCoopers LLP is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company.

The Board of Directors recommends a vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.

PROPOSAL 3

ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS

As explained in detail in the Compensation Discussion and Analysis and Compensation Committee Report sections of this Proxy Statement, through our executive compensation program we seek to align the interests of our executives with the interests of our shareholders and Company performance, as well as to motivate our executives to maximize long-term total returns to our shareholders. In accordance with rules adopted by the SEC, we are asking our shareholders to approve, on an advisory basis, the compensation of our named executive officers. The Company currently holds these votes annually (and is holding an advisory vote at the 2017 Annual Meeting regarding the frequency of future votes; see Proposal 4). We believe the 2016 actual compensation paid to the named executive officers is commensurate with the Company's 2016 performance and is aligned with the interests of our shareholders. Accordingly, we ask your indication of support **FOR** approval of the compensation of the Company's named executive officers as described in this Proxy Statement by voting in favor of the following resolution:

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

Although the outcome of this advisory vote is not binding on the Company, the Compensation Committee and the Board of Directors will review and consider the outcome of the vote when making future compensation decisions pertaining to the Company's named executive officers.

In seeking your approval of the compensation of the named executive officers, we direct you to the Compensation Discussion and Analysis section, including its Executive Summary, and the Executive Compensation section.

The Board of Directors recommends a vote FOR approval of the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis and the Executive Compensation sections of this Proxy Statement.

PROPOSAL 4

ADVISORY VOTE RELATED TO HOLDING FUTURE ADVISORY VOTES EVERY YEAR TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS

Pursuant to SEC rules, publicly-traded companies are required to hold an advisory vote of their shareholders at least every six years related to the frequency of future advisory votes to approve named executive officer compensation. The last such vote was held by the Company at the 2011 Annual Meeting of Shareholders. Advisory votes to approve named executive officer compensation may be held every one, two or three years. The Company currently holds advisory votes every year to approve named executive officer compensation. The Board is recommending that the Company continue to hold advisory votes every year to approve named executive compensation.

The Company's compensation philosophy seeks to maximize returns to its shareholders. The Board of Directors has considered the appropriate interval for future advisory votes to approve named executive officer compensation and recommends that the advisory vote continue to be held every year, which will allow the Company's shareholders to annually express their views on our compensation program. The Company values the annual input provided by its shareholders.

Similar to the advisory vote to approve named executive officer compensation, this Proposal is also an advisory vote and is not binding on the Company. However, the Company values the opinions expressed by its shareholders, and will consider the outcome of the advisory votes to approve named executive officer compensation itself and on the frequency of future advisory votes when making decisions on the frequency of future votes.

The Board of Directors recommends a vote for a frequency of EVERY YEAR (i.e., 1 Year on the proxy card or voting instruction) for future non-binding shareholder advisory votes to approve the compensation of the Company's named executive officers.

2. GOVERNANCE OF THE BOARD AND ITS COMMITTEES

Governance of the Company

Composition. Currently the Board is comprised of nine directors. Under the Company's By-laws, the number of directors may not be less than seven or more than twelve. The Board of Directors has determined that the following non-employee directors—José María Alapont, Robert G. Bohn, Donald M. Condon, Jr., Anne M. Cooney, Jesse A. Lynn, C. David Myers and John C. Pfeifer—do not have any material relationships with the Company, other than serving as directors, and that each is independent as defined in the Company's Corporate Governance Guidelines (which may be viewed on the Company's website at www.manitowoc.com) and under applicable law and the New York Stock Exchange listing standards. In addition, Roy V. Armes, Dino J. Bianco, Joan K. Chow, Cynthia M. Egnotovich, and Keith D. Nosbusch, who served as non-employee directors until the Separation, were also considered independent. In determining whether a director has a material relationship with the Company, the Board has adopted nine criteria which may be viewed on the Company's website at www.manitowoc.com. Any director who meets all of the nine criteria will be presumed by the Board to have no material relationship with the Company. Kenneth W. Krueger, who served as Interim President and Chief Executive Officer from October 2015 until the Separation, and prior thereto earned special fees totaling \$240,000 for services related to the Separation in fiscal 2015, is not considered to be independent. Barry L. Pennypacker, the Company's President and Chief Executive Officer, is not an independent director.

Guidelines. The Company has adopted Corporate Governance Guidelines in order to set forth internal Board policies and procedures. A copy of the current Corporate Governance Guidelines may be viewed on the Company's website at www.manitowoc.com.

As set forth in the Corporate Governance Guidelines, all directors are strongly encouraged to attend all annual shareholder meetings of the Company. All of the directors serving at the time attended the 2016 Annual Meeting of Shareholders.

Ethics. The Company has a Code of Business Conduct that includes a Global Ethics Policy that pertains to all employees including but not limited to the Company's principal executive officer, principal financial officer, principal accounting officer and controller. A copy of these policies can be viewed at the Company's website at www.manitowoc.com.

Meetings. During the fiscal year ended December 31, 2016, the Board of Directors met nine times. All members of the Board attended at least 75 percent of the meetings held by the Board and the committees on which they served. As required by the Company's Corporate Governance Guidelines, the Board met in executive session at each regular Board meeting during 2016.

Board Leadership Structure. The Board of Directors has determined that the interests of the Company and the Board of Directors are best served at this time by separating the roles of Chair of the Board and Chief Executive Officer of the Company. Among the factors considered by the Board in reaching this conclusion, the

Board of Directors believes that with the recent Separation, it is important for Mr. Pennypacker to focus solely on his responsibilities as President and Chief Executive Officer of the Company and that a Board member with a long-standing familiarity with the Company should serve as the Chair of the Board of Directors.

The Corporate Governance Guidelines provide that if the Chair of the Board is also the Chief Executive Officer, the chairperson of the Corporate Governance Committee, Robert G. Bohn currently, will serve as the lead director. If for any reason the chairperson of the Corporate Governance Committee is unable to perform the lead director role on a temporary basis, he/she will designate the chairperson of either the Compensation Committee or the Audit Committee to assume the role of lead director on an interim basis. The lead director has the following duties and responsibilities: (a) preside at all meetings of the Board of Directors at which the Chair of the Board is not present, including independent director sessions; (b) call independent director sessions; (c) serve as a liaison between the Chair of the Board and the independent directors; (d) review and approve the agendas for Board meetings, including the schedule of meetings; (e) meet with the Chair of the Board and Chief Executive Officer after each Board meeting to provide feedback to the Chair of the Board and Chief Executive Officer regarding the Board meeting and any other matters deemed appropriate by the independent directors; and (f) such other duties and responsibilities as the Board of Directors may request from time to time.

Committees. The Company has standing Corporate Governance, Audit, and Compensation Committees of the Board of Directors, comprised of only independent directors as follows:

Audit Committee

C. David Myers, Chair
 José María Alapont
 Donald M. Condon, Jr.
 Anne M. Cooney
 Jesse A. Lynn

Compensation Committee

Donald M. Condon, Jr., Chair
 Robert G. Bohn
 Anne M. Cooney
 John C. Pfeifer

Corporate Governance Committee

Robert G. Bohn, Chair
 José María Alapont
 Jesse A. Lynn
 John C. Pfeifer

Risk Oversight

The Board of Directors is responsible for the oversight of risk across the entire Company. This responsibility is administered more directly through the Audit Committee of the Board of Directors. As set forth in the Audit Committee Charter, one purpose of the Audit Committee is to assist the Board of Directors in fulfilling its role in the oversight of the risk across the organization and the management and/or mitigation of those risks. On a regular basis in its committee meetings, the Audit Committee specifically reviews the risk factors identified by management that could have a material adverse effect on the business, financial condition, or results of operations of the Company. Additionally, the Audit Committee works to identify the Company's material risks and risk factors through regular meetings and discussions with senior management, the director of internal audit and the Company's independent auditors. Management reviews with the Audit Committee the potential risks and mitigating strategies related to each of the Company's key business areas (*i.e.*, market, financial, operational, reputation, competition, legal and regulatory, environmental, health and safety, product liability, public reporting, information systems, employment and labor, and strategic planning). As specific issues arise and are identified, the Audit Committee reviews with management those issues and the controls that have been put in place, as well as the actions taken to address and mitigate those risks. The management of the risks takes place through the following offices based on responsibility: Chief Financial Officer (market, financial, accounting, information systems, public reporting, reputation, regulatory, and strategic planning risks); General Counsel (legal, regulatory, product liability, and insurance risks); Senior Vice President of Human Resources (employment, labor, regulatory, environmental, health, welfare and safety risks); and the mobile and tower segment Executive Vice Presidents (market, operational, and competition risks).

Transactions with Related Persons

The Company's policies and procedures regarding the review, approval, and ratification of related party transactions are circumscribed in the director independence criteria adopted by the Board and may be viewed on the Company's website at www.manitowoc.com, and in the Company's Code of Business Conduct and Code of Ethics, which also may be viewed on the Company's website at www.manitowoc.com. The Company's Code of Ethics specifically requires that (a) without the prior approval of the Chief Executive Officer, the Chief Financial Officer or General Counsel of the Company, no officer or employee will enter into any transaction for or on behalf of the Company with any other person or entity in which the employee or officer has a direct or indirect interest; (b) directors and officers of the Company are required to report annually, on a director and officer questionnaire circulated by the Company, any material interest that such director or officer has in any business enterprise with which the Company conducts business; and (c) any transactions or agreements relating to transactions between the Company and any such business enterprise must be approved by those members of the Company's Board of Directors who have no interest in the business enterprise, which approval may be a continuing approval. There were no reportable transactions with related parties during 2016.

Corporate Governance Committee

The Corporate Governance Committee is also the Company's nominating committee. The purpose of the Corporate Governance Committee is to assist the Board in its corporate governance responsibilities, including to identify individuals qualified to become Board members, to recommend to the Board for the Board's selection director nominees, and to recommend to the Board the corporate governance principles and guidelines. The Corporate Governance Committee conducts an annual assessment of its own performance and it manages the annual evaluation of the Board. The Corporate Governance Committee has a charter that may be viewed on the Company's website at www.manitowoc.com.

All members of the Corporate Governance Committee are independent as defined in the Company's Corporate Governance Guidelines (which may be viewed at the Company's website at www.manitowoc.com), applicable law, and the corporate governance listing standards of the New York Stock Exchange.

The Corporate Governance Committee met four times during 2016. For further information, see the Corporate Governance Committee Report below.

Audit Committee

The purpose of the Audit Committee, is to (A) assist the Board of Directors in fulfilling its oversight of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, (4) the performance of the Company's internal audit function and independent auditors, (5) the risk across the organization and the management and/or mitigation of those risks, (6) the Company's compliance with ethical standards established by law, rule, regulation, and Company policy, and (7) the Company's disclosure processes and procedures; and (B) prepare the report that SEC rules require be included in the Company's annual Proxy Statement. The Audit Committee conducts an annual evaluation of its own performance. The Audit Committee has a charter, which may be viewed on the Company's website at www.manitowoc.com.

All the members of the Audit Committee are independent, as defined in the Company's Corporate Governance Guidelines (which may be viewed on the Company's website at www.manitowoc.com), applicable law, and the corporate governance listing standards of the New York Stock Exchange relating to audit committees. The Board has determined that all members of the Audit Committee are financially literate and that Messrs. Myers and Condon are audit committee financial experts, as defined in the Company's Audit Committee Charter and in the SEC regulations.

The Audit Committee met seven times during 2016. For further information, see the Audit Committee Report below.

Compensation Committee

The Compensation Committee provides assistance to the Board of Directors in fulfilling its responsibility to achieve the Company's purpose of maximizing the long-term total return to shareholders by ensuring that officers, directors, and employees are compensated in accordance with the Company's philosophy, objectives, and policies. The Compensation Committee reviews and approves compensation and benefits policies, strategies, and pay levels necessary to support corporate objectives and provides an annual report on executive compensation for inclusion in the Company's annual Proxy Statement, in accordance with applicable rules and regulations. The Compensation Committee conducts an annual evaluation of its own performance. A copy of the Compensation Committee Charter can be viewed on the Company's website at www.manitowoc.com.

All the members of the Compensation Committee are independent as defined in the Company's Corporate Governance Guidelines, the Compensation Committee Charter (both of which may be found on the Company's website at www.manitowoc.com), applicable law, and the corporate governance listing standards of the New York Stock Exchange relative to compensation committees. The Compensation Committee is primarily responsible for administering the Company's executive compensation program. As such, the Compensation Committee reviews and approves all elements of the executive compensation program that cover the named executive officers. Management is responsible for making recommendations to the Compensation Committee (except with respect to compensation paid to the Chief Executive Officer) and effectively implementing the executive compensation program, as established by the Compensation Committee. To assist the Compensation Committee with its responsibilities regarding the executive compensation program, the Compensation Committee currently retains Willis Towers Watson as its independent compensation consultant. The Compensation Committee considered the factors set forth in the Compensation Committee Charter and in applicable SEC and New York Stock Exchange rules regarding independence, and does not believe that its retention of Willis Towers Watson has given rise to any conflict of interest.

The Compensation Committee's responsibilities include the following:

Acting on behalf of the Board of Directors in setting compensation policy, administering compensation plans, and making decisions with respect to the compensation of key Company executives, including the review and approval of merit/other compensation budgets and payouts under incentive plans

Reviewing and recommending to the full Board for approval, annual base salary levels, short-term and long-term incentive opportunity levels, executive perquisites, employment agreements (if and when appropriate), benefits, and supplemental benefits of the Chief Executive Officer and other key executives of the Company

Annually appraising the performance of the Chief Executive Officer and providing developmental feedback to the Chief Executive Officer and, when appropriate, to other key executives of the organization

Annually evaluating Chief Executive Officer and other key executives' compensation levels and payouts against (1) pre-established, measurable performance goals and objectives; and (2) an appropriate comparison group

Reviewing and recommending pay levels for non-employee directors for vote by the full Board

The Compensation Committee met seven times during 2016. For further information, see the Compensation Discussion and Analysis and the Compensation Committee Report below.

3. CORPORATE GOVERNANCE COMMITTEE REPORT

The Corporate Governance Committee has adopted the following policies and procedures regarding consideration of candidates for the Board:

Consideration of Candidates for the Board of Directors Submitted by Shareholders. The Corporate Governance Committee will only review recommendations for director nominees from any shareholder beneficially owning,