

**COLUMBUS McKINNON CORPORATION  
RELATED PERSON TRANSACTIONS POLICY**

**Introduction**

Columbus McKinnon Corporation (the “Company”) recognizes that Related Person Transactions (as defined herein) involve potential issues regarding both conflicts of interest and disclosure, and therefore the Audit Committee of the Board of Directors of the Company (the “Committee”) has adopted this policy, which shall be followed in connection with all Related Person Transactions involving the Company. The Committee will review and may amend this policy from time to time.

**General Policy Statement**

No Related Person Transaction may be entered into without the approval of the Committee in accordance with the procedures set forth herein.

**Definitions**

A “Related Person” is any person described in paragraph (a) of Item 404 of Regulation S-K, including:

- (1) an executive officer, a director or a director nominee of the Company;
- (2) a beneficial owner of five percent or more of any class of the Company’s voting securities; and
- (3) a person who is an immediate family member of any director, nominee for director, executive officer or significant stockholder of the Company (the term “immediate family member” shall include any child, step-child, parent, step-parent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law and any person (other than a tenant or employee) sharing the household of any director, nominee for director, executive officer or significant stockholder of the Company).

A “Related Person Transaction” is any transaction that is reportable by the Company under paragraph (a) of Item 404 of Regulation S-K in which the Company was or is to be a participant and the amount involved exceeds \$120,000 and in which any Related Person had or will have a direct or indirect material interest. A “transaction” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

**Approval Process**

Every Related Person Transaction subject to this policy must be approved or ratified by the Committee. If the transaction involves a Related Person who is a director or an immediate family member of a director, such director may not participate in the deliberations or vote respecting such approval or ratification, and such director may not be counted in determining the presence of a quorum at a meeting of the Committee that considers such transaction.

A Related Person must promptly disclose to the General Counsel any Related Person Transaction in which such Related Person had or will have a direct or indirect material interest and all material facts with respect thereto. The General Counsel will promptly communicate such information to the Chairperson of the Audit Committee.

In the event the Chairperson of the Committee determines it is impractical or undesirable to wait until a Committee meeting to consummate a Related Person Transaction, the Chairperson of the Committee may review and approve the Related Person Transaction in accordance with the criteria set forth herein. If the Chairperson or an immediate family member of the Chairperson is the subject Related Person, such transaction may be reviewed and approved by another member of the Audit Committee (the Chairperson or such other member is sometimes referred to as the “Presiding Member”). The Presiding Member shall report any such approval to the Committee at the next regularly scheduled Committee meeting and to the General Counsel. All Related Person Transactions will be reported by the Committee to the Board.

The Committee or Presiding Member reviewing such Related Person Transaction will undertake a full review of the proposed Related Person Transaction. The Committee or Presiding Member considering the matter must be informed of (a) the Related Person's relationship or interest, including all conflicts of interest that may exist or otherwise arise on account of the Related Person Transaction, and (b) the material facts of the proposed Related Person Transaction.

In approving or ratifying any transaction, the Committee or Presiding Member must determine that the transaction is fair and reasonable to the Company. The Committee or Presiding Member shall not be required by this policy to obtain a fairness opinion or other third party support or advice regarding the fairness of the transaction, but may do so if it (or he or she) so determines in its (or his or her) discretion. The Committee shall also periodically review and assess ongoing relationships with Related Persons to ensure compliance with the Committee's guidelines and directives and to ensure that such Related Person Transaction remains fair to the Company.

In the event the Company becomes aware of a Related Person Transaction that has not been approved under this policy prior to its consummation, the matter shall be reviewed by the Committee or Presiding Member as provided herein. The Committee or Presiding Member reviewing such transaction shall consider all of the relevant facts and circumstances respecting such transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of such transaction. The Committee or Presiding Member, in consultation with the Board and working in concert with management as it deems appropriate, shall take such course of action as the Committee or Presiding Member deems appropriate under the circumstances. The Committee or Presiding Member shall also examine the facts and circumstances pertaining to the failure to present such transaction to the Committee under this policy and shall take any such action as deemed appropriate under the circumstances.

No approval or ratification of a transaction hereunder shall be deemed to satisfy or supersede the requirements of the Company's Code of Business Conduct and Ethics applicable and to the extent applicable, any transactions subject to this policy shall also be considered in light of the requirements of such code.

#### **Disclosure**

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's proxy statement, as required by applicable laws, rules and regulations.

rev. 06/20/07