

**Manitex International, Inc.’s
Compliance with Laws
And
Business Integrity and Ethics
Policy**

Introduction

Manitex International, Inc.’s Board of Directors has adopted a Business Integrity and Ethics Policy and Compliance Policy. These policies serve to establish the “tone at the top” as to what is expected of Manitex International employees at all levels within Manitex International.

Persons Covered

This policy covers all employees, officers, and members of the Board of Directors of Manitex International (“Covered Persons”). The Board has concluded that Manitex International’s values and standards of proper business conduct apply equally to all Covered Persons and that there is no need to make any distinctions based on function or level within Manitex International.

Entities Covered

This policy is applicable to Manitex International and all subsidiaries, affiliates, partnerships, outsourced personnel, and other business organizations over which Manitex International has control. As to business ventures in which Manitex International is involved other than those over which it has control, Manitex International shall exercise its power and authority as a shareholder or participant to attempt to cause this policy to be adopted and implemented.

Governing Principal

The fundamental principal governing corporate actions and the actions of all employees, officers, and Board members is that ethics and business are inseparable at Manitex International. Manitex International’s business objectives can be achieved only by following the highest ethical standards and complying with all the local and national laws and regulations that pertain to its operations. Business and functional units shall seek to ensure that Covered Persons are familiar with the laws, regulations, and corporate standards of business conduct that govern their areas of responsibility and that they fully comply with those external and internal requirements. Any lapses in compliance must be reported to an appropriate level of management and compliance must be restored promptly.

Conflicts of Interest

No employee, officer, or Board member may have a personal, financial, or family interest that could in any way prevent the individual from acting in the best interests of Manitex International. All Covered Persons must be sensitive to appearances of conflicts of interest as well as to actual or potential conflicts of interest.

- Actual or potential conflicts of interest can take many forms including: employment, consulting, or agency relationships, business investments, receipt of improper personal benefits, and competition with Manitex International.
- All actual or potential conflicts of interest must be reported to management promptly.
- Any conflict of interest waiver relating to Board members or Executive Officers may only be made after review & approval by the Board upon the recommendation of its Governance and Nominating Committee.
- Any such waiver must be publicly disclosed to the extent required by law.

Corporate Opportunities

Employees, officers, and Board members are prohibited from taking for themselves business opportunities discovered as a result of their position with Manitex International. All such opportunities belong to Manitex International and may not be used by Covered Persons for personal gain unless first offered to Manitex International and rejected by it.

Financial Integrity

Manitex International shall maintain its books and records at all times consistent with the requirements of generally accepted accounting principles. All Covered Persons shall undertake to insure that Manitex International's records will fairly reflect its transactions and its assets.

- No unrecorded funds shall be established.
- No false entry or entry that obscures the purpose of the underlying transaction shall be made in the books and records of Manitex International.
- No payment on behalf of Manitex International shall be authorized or made by any Covered Person with the intention or understanding that any part of such payment is for a purpose other than that described by the documents supporting the payment.
- No funds or assets of Manitex International shall be used to make any payment for any unlawful purpose or to influence or attempt to influence improperly any other person.

Inside Information

Non-Public information that may be considered “material” to investors and others shall be disclosed to the public only by an authorized Manitex International representative. Until such disclosure is made, such information, often referred to as “inside information”, shall be retained in strict confidence. Specifically, Covered Persons shall not:

- Disclose inside information to any outside person or group until the information has been publicly released by Manitex International,
- Disclose inside information to any other Covered Person except on a strict need-to-know basis,
- Take any economic or personal advantage of such information, such as buying or selling stock or other securities of Manitex International or of any other entity which the inside information may pertain.

Compliance Program Elements

Each Manitex International business unit shall determine the significant compliance risks related to its business and establish such practices and procedures as are necessary to adequately prevent and detect non-compliance.

- No delegation of authority shall be made to any individual with a known propensity to engage in illegal activities.
- Reasonable steps shall be taken to train Covered Persons regarding compliance standards and procedures.
- Monitoring and auditing programs that are reasonably designed to detect illegal conduct by Covered Persons, and a reporting system (AlertLine) under which violations can be reported, has been established.
- Appropriate disciplinary action shall be taken against those Covered Persons who violate this policy.
- If a violation is detected, Manitex International or the relevant business unit shall take all reasonable steps to respond appropriately and prevent reoccurrence.

Reporting Irregularities

Any Covered Person who becomes aware of a violation or potential violation of this policy must promptly report that information to a supervisor, or to a Board member or via our AlertLine communication system. AlertLine can be accessed on the Internet at <http://manitexinternational.alertline.com> or by calling 1-877-874-8416 (toll free). Any retaliation or threatened retaliation against any Covered Person who reports a violation or suspected violation of this Policy is strictly prohibited.

Manitex International, Inc.'s Procedures for the Receipt, Retention, and Treatment of Complaints

Sarbanes-Oxley Act Section 301 Requirements

The Sarbanes-Oxley Act of 2002 (“SOX”) Section 301 requires that each audit committee establish procedures for the receipt, retention, and treatment of complaints received by Manitex International regarding accounting, internal accounting control, or auditing matters; and confidential, anonymous submissions of concerns by employees of Manitex International regarding questionable accounting or auditing matters.

Guidelines for Reporting

Complaints or concerns regarding accounting, internal accounting controls, or auditing matters may be submitted by employees and/or third parties to a member of the Board of Directors via our AlertLine communication system. AlertLine can be accessed on the Internet at <http://manitexinternational.alertline.com> or by calling 1-877-874-8416 (toll free). AlertLine accepts anonymous submissions and forwards them to a Board member. All complaints received by the Board member are reviewed and validated. The Board member has an affirmative duty to report all issues for which the Board member has credible evidence of a material or potential violation of any applicable securities laws, fiduciary duty, or similar violation to the Audit Committee (“AC”) in a timely manner. The Board member is not required to bring issues to the AC until the Board member has credible evidence. However, the Board member may bring any issue to the attention of the AC if, in the Board member’s opinion, it is necessary and appropriate to inform the AC.

When the Board member brings an issue to the AC, the AC and the Board member will collaboratively discuss the issue and agree to a course of action which may include an internal investigation by the Board member, Corporate Security, Human Resources Department, the Legal Department, or appropriate Division representative, or the hiring of outside counsel.

The Board member will maintain appropriate records for all issues presented to the AC and provide updates. The Board member will retain issue related documentation in accordance with Manitex International’s record retention policy.

Third party reporting procedures are posted on Manitex International's internet website in the Investor Relations-Compliance Section.

No employee shall suffer retaliation in any form for reporting, in good faith, suspected violations of the Business Code of Conduct.