

COMPANY NUMBER 1097824

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
CRANEHEATH LIMITED

Circulation date 24 August 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolution as a written resolution and agree, that if duly passed, it shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION


That the share premium account of the Company be cancelled and the issued share capital of the Company be reduced by cancelling and extinguishing -

- 1 1 of the issued ordinary shares of £1 each (being all of the ordinary shares of £1 each registered in the name of S & W Berisford Limited),
- 2 2,000,000 of the issued ordinary shares of £1 each (being all of the ordinary shares of £1 each registered in the name of Enodis Limited), and
- 3 12,563,773 of the issued ordinary shares of £1 each (registered in the name of Enodis Group Limited)

AGREEMENT


A copy of the solvency statement required by section 642 of the Companies Act 2006 is attached to this resolution as required by section 642(2) of that Act

The persons named below, being the persons entitled to vote on the above resolution hereby irrevocably agree to the above resolution



For and on behalf of Enodis Group Limited

Date 24 August 2012

WE CERTIFY THAT THIS IS A TRUE  
COPY OF THE ORIGINAL  
DOCUMENT  
  
DICKINSON DEES LLP







For and on behalf of S & W Berisford Limited

Date 24 August 2012



For and on behalf of Enodis Limited

Date 24 August 2012

#### NOTES

- 1 A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it The percentage must be achieved within the period of 28 days beginning on the circulation date specified above
- 2 A copy of the solvency statement is set out on the next page



CRANEHEATH LIMITED

Company number 1097824

(the "Company")

SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 (2006 ACT) MADE FOR THE PURPOSES OF SECTION 642 OF THE 2006 ACT

We, the directors named below (being all the directors of the Company as at the date of this statement), having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that

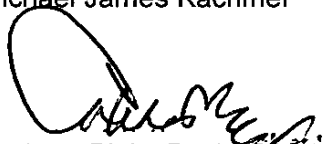
- 1 as regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement



Adrian David Gray

Maurice DeLon Jones

Michael James Kachmer



Graham Philip Brisley Veal

Date

24 August

2012



CRANEHEATH LIMITED

Company number 1097824

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- 1 as regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement

Adrian David Gray



Maurice DeLon Jones



Michael James Kachmer

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Date 24 August 2012

