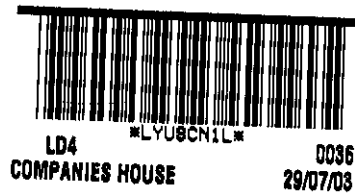


**WHITLENGE ACQUISITION LIMITED**

**Report and Financial Statements**

**28 September 2002**

**Deloitte & Touche  
London**



**REPORT AND FINANCIAL STATEMENTS 2002**

**CONTENTS**

**Page**

<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>2</b>
<b>Statement of directors' responsibilities</b>	<b>3</b>
<b>Independent auditors' report</b>	<b>4</b>
<b>Profit and loss account</b>	<b>5</b>
<b>Balance sheet</b>	<b>6</b>
<b>Notes to the accounts</b>	<b>7</b>

**REPORT AND FINANCIAL STATEMENTS 2002**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Berisford (Overseas) Limited  
S & W Berisford Limited

**SECRETARY**

R S Syms

**REGISTERED OFFICE**

Chancel Way  
Halesowen Industrial Estate  
Halesowen  
West Midlands  
B62 8EY

**BANKERS**

Bank of Scotland  
55 Temple Row  
Birmingham  
B2 5LS

**SOLICITORS**

Wragge & Co.  
55 Colmore Row  
Birmingham  
B3 2AS

**AUDITORS**

Deloitte & Touche  
Chartered Accountants  
London

## **DIRECTORS' REPORT**

The Directors present their annual report and audited financial statements for the 52 weeks ended 28 September 2002.

### **PRINCIPAL ACTIVITIES AND FUTURE PROSPECTS**

The principal activity of the Company continues to be that of an investment holding company. The Directors anticipate no change in the principal activity of the Company.

### **RESULTS AND DIVIDENDS**

The Company did not trade during the period.

The Directors do not recommend payment of a dividend (52 weeks ended 29 September 2001 - £120,000).

### **DIRECTORS AND THEIR INTERESTS**

The directors who served throughout the period and subsequently are:

Berisford (Overseas) Limited

S & W Berisford Limited

None of the Directors in office at the period end had any interests in the shares of the Company.

The interests of the Directors in office at 28 September 2002 in shares of other companies in the Enodis group are set out in Note 10 to the accounts. Other than as shown in Note 10 none of the Directors had any interest in the shares of other group companies.

### **AUDITORS**

Deloitte & Touche have expressed their willingness to continue in office as auditors and a resolution to reappoint them is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



R S Syms  
Secretary

28 July 2003

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the Directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss of the Company for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act. They are also responsible for the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF  
WHITLENGE ACQUISITION LIMITED**

We have audited the financial statements of Whitleng Acquisition Limited for the period ended 28 September 2002 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 10. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of Directors and auditors**

As described in the statement of Directors' responsibilities, the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the Directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' report for the above period and consider the implications for our report if we become aware of any apparent misstatements.

**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 28 September 2002 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche*

Deloitte & Touche  
Chartered Accountants and Registered Auditors  
London

29 July 2003

**PROFIT AND LOSS ACCOUNT**  
**52 weeks ended 28 September 2002**

	Note	52 weeks ended 28 September 2002 £'000	52 weeks ended 29 September 2001 £'000
Net operating expenses		-	-
<b>PROFIT FOR THE FINANCIAL PERIOD</b>	2	-	-
Dividends proposed on non-equity shares	3	-	(120)
<b>Transferred to reserves</b>		-	(120)

All activity arose from continuing operations.

There are no recognised gains or losses in either period other than the loss for each period. Consequently, no statement of total recognised gains and losses has been prepared.

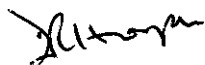
## BALANCE SHEET

28 September 2002

	Note	28 September 2002 £'000	29 September 2001 £'000
<b>FIXED ASSETS</b>			
Investments	4	<u>8,728</u>	<u>8,728</u>
<b>CURRENT ASSETS</b>			
Cash at bank		<u>6</u>	<u>6</u>
<b>NET CURRENT ASSETS</b>		<u>6</u>	<u>6</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		8,734	8,734
<b>CREDITORS: amounts falling due after one year</b>	5	<u>(1,571)</u>	<u>(1,571)</u>
<b>NET ASSETS</b>		<u>7,163</u>	<u>7,163</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	6	3,000	3,000
Profit and loss account		<u>4,163</u>	<u>4,163</u>
<b>SHAREHOLDERS' FUNDS</b>	7	<u>7,163</u>	<u>7,163</u>
<b>Shareholders' funds may be analysed as:</b>			
Equity interests		5,163	5,163
Non-equity interests		<u>2,000</u>	<u>2,000</u>
		<u>7,163</u>	<u>7,163</u>

These financial statements were approved by the Board of Directors on 28 July 2003.

Signed on behalf of the Board of Directors



For and on behalf of  
Berisford (Overseas) Limited

Director



## NOTES TO THE ACCOUNTS

52 weeks ended 28 September 2002

## 1. ACCOUNTING POLICIES

A summary of the Company's principal accounting policies, which have been applied consistently throughout the current and preceding period is set out below.

**Basis of accounting**

The financial statements are prepared in accordance with applicable accounting standards and under the historical cost convention.

Under the provision of FRS1 (Revised), the Company has not prepared a cash flow statement because the ultimate parent undertaking, Enodis Plc, has prepared consolidated accounts which are publicly available (see note 8).

These financial statements present information about the individual company and not about its group. The Company has not prepared group accounts as, in accordance with S228 of the Companies Act 1985, the Company is a wholly owned subsidiary of another company incorporated in the United Kingdom (see note 8).

**Taxation**

The company adopted FRS 19 "Deferred Taxation" during the period. This adoption has had no impact on the results of the current or prior period.

**Investments**

Fixed asset investments are shown at cost less provisions for impairment in value.

## 2. PROFIT FOR THE FINANCIAL PERIOD

Audit fees in respect of the Company for both the current and preceding periods were borne by another group company. The Company had no employees during the current or preceding period. The Directors did not receive any remuneration during the current or preceding period in respect of services to the Company.

## 3. DIVIDENDS PROPOSED ON NON-EQUITY SHARES

	52 weeks ended 28 September 2002 £'000	52 weeks ended 29 September 2001 £'000
Preference shares - proposed	-	120

The holders of the preference shares have waived their entitlement to dividends in the current period.

## 4. INVESTMENTS

Fixed asset investments comprise a wholly-owned subsidiary undertaking at cost and other trade investments as follows:

	Description and proportion of shares held	Country of incorporation and operation	Principal activity	28 September 2002 £'000	29 September 2001 £'000
Whitleng Drink Equipment Limited	100% 1p ordinary	Great Britain	Factoring and manufacture of drink dispense equipment	-	-
	100% £1 deferred			8,727	8,727
Other trade investments	-	-		1	1
				8,728	8,728

## NOTES TO THE ACCOUNTS

52 weeks ended 28 September 2002

## 5. CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR

	28 September 2002 £'000	29 September 2001 £'000
Amounts owing to group undertakings	1,571	1,571

The other group company has agreed not to require payment of the inter-company account within 12 months of signing the annual financial statements. Other than this commitment there are no fixed repayment terms for these amounts.

## 6. CALLED UP SHARE CAPITAL

	28 September 2002 £'000	29 September 2001 £'000
Authorised, allotted, called up and fully paid		
150,000 A ordinary shares of £1 each	150	150
775,000 B ordinary shares of £1 each	775	775
75,000 C ordinary shares of £1 each	75	75
20,000 redeemable 12% preference shares of £100 each	2,000	2,000
	3,000	3,000

The A, B and C ordinary shares rank pari passu in all respects.

**Redeemable preference shares**

The holders of the preference shares have waived their entitlement to dividends in the current period.

The preference shares must be redeemed, at par, prior to a sale of the Company or a listing on the London Stock Exchange.

The Company may redeem all or any part of the shares at par provided 30 days notice is given to the holders of the shares.

The shares have no voting rights, except at a meeting to vary their class rights, and receive preferential return of capital on a winding up of the Company.

## 7. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	52 weeks ended 28 September 2002 £'000	52 weeks ended 29 September 2001 £'000
Opening shareholders' funds	7,163	7,283
Loss for the financial period	-	(120)
Closing shareholders' funds	7,163	7,163

## NOTES TO THE ACCOUNTS

52 weeks ended 28 September 2002

## 8. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

Enodis plc, a company incorporated in Great Britain, is the Company's ultimate parent company and controlling party. The immediate parent company is Scotsman Beverage Systems Limited. Enodis plc is the parent company of the smallest and largest groups which include the Company and for which group financial statements are prepared. Copies of the financial statements of Enodis Plc are available from the Secretary at Washington House, 40-41 Conduit Street, London W1S 2YQ.

## 9. RELATED PARTY TRANSACTIONS

The Company is applying the exemption granted by paragraph 3(c) of Financial Reporting Standard No.8 "Related Party Disclosures" not to disclose transactions between group companies.

## 10. DIRECTORS' INTERESTS IN OTHER ENODIS GROUP COMPANIES

	Nominal value of ordinary shares held	Number of shares	
		28 September 2002	29 September 2001
Interests of Berisford (Overseas) Limited in:			
Berisford (Jersey) Limited	£1	103,492	103,492
Turner Curzon Limited (non beneficial)	5p	1	1
Non beneficial interests of S&W Berisford Ltd in:			
Berisford Bristar Investments Limited	£1	46,240,001	46,240,001
Berisford Bristar Limited	£1	275,481	275,481
Berisford-Charter Residential Limited	£1	1	1
Berisford Holdings Limited	£1	1	1
Berisford Industries Limited	£1	1	1
Berisford International Limited	£1	1	1
Enodis Investments Limited (formerly called Berisford Investments Limited)	50p	1,001	1,001
Enodis Property Developments Limited	£1	1,240	1,240
Berisford (Overseas) Limited	£1	1	1
Enodis Property Group Limited (formerly called Berisford Property Group Limited)	£1	1	1
Berisford Treasury Limited	£1	1	1
Berisford (UK) Limited	£1	1	1
Bristar Trading Limited	£1	1	1
Bristar Trading Overseas Limited	£1	1	1
Craneheath Limited	£1	1	1
Garland Catering Equipment Limited	£1	1	1
J. H. Rayner (Cocoa) Limited	£1	1	1
J. H. Rayner (Mincing Lane) Limited	£1	2	2
Manston Limited	US\$1	1	1
Steamhammer Limited	£1	1	1
Turner Curzon Limited	5p	6	6