

COMPANY NUMBER 02884087

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WHITLENGE DRINK EQUIPMENT LIMITED

Circulation date 4 June 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned eligible member 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 issued share capital of the Company be reduced by cancelling and extinguishing 8,397,516 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 4 June 2014

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



WE CERTIFY THAT THIS IS A  
TRUE COPY OF THE ORIGINAL  
DOCUMENT 10 June 2014  
*Bond Dickinson LLP*  
BOND DICKINSON LLP

WHITLENGE DRINK EQUIPMENT LIMITED

Company number 02884087

(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

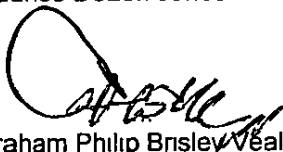
We, the directors named below (being all the directors of the Company as at the date of this statement), having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that

- 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



Graham Philip Brisley Veal

Date 4 June 2014

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Maurice DeLon Jones

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Date 4 June 2014