ENODIS INDUSTRIAL HOLDINGS LIMITED

Report and Financial Statements

Year Ended

31 December 2013

Company Number 2887689

Secretary and Registered Office

Prima Secretary Limited
St Ann's Wharf, 112 Quayside, Newcastle upon Tyne NE1 3DX

Auditors

BDO LLP, 55 Baker Street, London W1U 7EU

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the year ended 31 December 2013. Comparative information represents the results for the year ended 31 December 2012.

Principal Activity, Review of the Business and Future Prospects

The Company has taken advantage of Section 414A(2) Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 not to prepare a strategic report.

The company serves as an investment holding company. No change to this activity is envisaged.

As part of a group-wide initiative to streamline its legal entity structure, the company submitted strike-off applications for the majority of its subsidiaries and an indirect subsidiary. This has resulted in an impairment charge of £129,123,226 being taken in the year.

A number of other group-wide initiatives have occurred since the balance sheet date. The company has: reduced its share capital (see post balance sheet events on note 10); and benefitted from the release of a £4m intercompany liability (see note 5). These transactions will be reflected in the 2014 financial statements.

Results and Dividend

Details of the results for the year are set out in the profit and loss account on page 5. The directors do not recommend payment of a dividend (2012: £nil).

Going Concern

The company has a commitment in writing from its ultimate parent company which confirms that it will not demand repayment of any intercompany loans and will provide financial support for a period of at least twelve months after the signing of these financial statements, if such repayment would leave the Company unable to meet its other liabilities. As a consequence, the directors believe that the company is well placed to manage its business risk successfully. After making enquiries the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and the financial statements.

Directors

The directors of the company during the year and to the date of this report were:

AD Gray
M DeLon Jones
MJ Kachmer resigned 3 April 2013
GPB Veal

The company has qualifying indemnity insurance in place for its directors.

REPORT OF THE DIRECTORS (continued)

Financial Instruments and Risks

The main financial risks arising from the company's activities are interest rate risk and liquidity risk. These are monitored by the board of directors on a regular basis. The company's policy in respect of interest rate risk and liquidity risk is to maintain access to a mixture of long term and short term debt finance from group companies and to regularly review interest rates.

Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK 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 that 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 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

The auditors, BDO LLP, are deemed to have been reappointed in accordance with section 487 of the Companies Act 2006.

On behalf of the Board

AD Gray
Director
St Ann's Wharf
112 Quayside
Newcastle upon Tyne NE1 3DX

26 September 2014

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENODIS INDUSTRIAL HOLDINGS LIMITED

We have audited the financial statements of Enodis Industrial Holdings Limited for the year ended 31 December 2013 which comprise the profit and loss account, the reconciliation of movements in shareholder's deficit, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENODIS INDUSTRIAL HOLDINGS LIMITED (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanation we require for our audit; or
- the directors were not entitled to the exemption from the requirement to prepare a strategic report.

BDO LLP

Marc Reinecke (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor

London, United Kingdom

Date:

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	Year to 31 December 2013 £'000	Year to 31 December 2012 £'000
Investment impairment	2	(129,123)	-
Loss on ordinary activities before taxation	2	(129,123)	-
Tax on loss on ordinary activities	3	-	-
Retained loss for the year		(129,123)	-

The company has no recognised gains or losses in the current or prior year other than those included in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been presented. There is no difference between historical cost losses and the losses stated above.

All activities relate to continuing activities.

The notes on pages 7 to 10 form part of these financial statements.

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S (DEFICIT) / FUNDS

	31 December 2013 £'000	31 December 2012 £'000
Shareholder's funds at the beginning of the year	125,076	125,076
Loss for the year	(129,123)	-
Shareholder's (deficit) / funds at the end of the year	(4,047)	125,076

The notes on pages 7 to 10 form part of these financial statements.

BALANCE SHEET
31 DECEMBER 2013

Company Number 2887689	Notes	31 December 2013 £'000	31 December 2012 £'000
FIXED ASSETS			
Investments	4	-	129,124
CREDITORS: amounts falling due within one year	5	(4,047)	(4,048)
NET CURRENT LIABILITIES		(4,047)	(4,048)
TOTAL ASSETS LESS CURRENT LIABILITIES		(4,047)	125,076
NET ASSETS		(4,047)	125,076
SHARE CAPITAL AND RESERVES			
Called up share capital	6	-	-
Share premium	7	129,010	129,010
Profit and loss account	7	(133,057)	(3,934)
SHAREHOLDER'S (DEFICIT) / FUNDS		(4,047)	125,076

Approved by the directors and authorised for issue on 26 September 2014.

AD Gray
Director

The notes on pages 7 to 10 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

1. ACCOUNTING POLICIES

The financial statements have been prepared on a going concern basis under the historical cost convention in accordance with applicable law and accounting standards in the United Kingdom. The principal accounting policies are summarised below. They have all been consistently applied throughout the current and preceding year.

Consolidated financial statements

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the publically available consolidated financial statements of The Manitowoc Company, Inc. These financial statements present information about the company as an individual undertaking and not about its group.

Cash flow

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 "Cash Flow Statements (Revised 1996)" not to prepare a cash flow statement on the grounds that at least 90% of the voting rights are controlled by the group headed by The Manitowoc Company, Inc. and the company is included in its consolidated financial statements.

Investments

Investments are held at cost less permanent diminution in value.

Taxation

Corporation tax payable is provided on taxable profits at the current rate using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred taxation is provided on timing differences that result in obligations at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets and liabilities are not discounted. Deferred tax liabilities are recognised in full. Deferred tax assets are recognised to the extent that it is considered more likely than not that the asset will be recovered.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013 (continued)

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

As part of a group-wide initiative to streamline its legal entity structure, the company submitted strike-off applications for the majority of its subsidiaries and an indirect subsidiary. This has resulted in an impairment charge of £129,123,226 being taken in the year.

No auditor's remuneration has been charged in the financial statements, as this expense is borne by Enodis Group Limited. Management believe that £2,000 (2012: £nil) of the total audit fee disclosed by Enodis Group Limited is attributable to the audit of the company.

The directors were not remunerated for their services to the company (2012: £nil). The company does not have any employees other than the directors (2012: none).

3. TAX ON LOSS ON ORDINARY ACTIVITIES

There is no corporation tax charge or credit for the current or prior year.

Rate reconciliation

The tax assessed for the year is different to that resulting from applying the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The differences are explained below:

	Year to 31 December 2013 £'000	Year to 31 December 2012 £'000
Loss on ordinary activities multiplied by the standard tax rate	(30,021)	-
Effects of:		
Disallowed items	30,021	-
Transfer pricing adjustments	(75)	(79)
Group relief surrendered for £nil consideration	75	79
Current tax for the year	-	-

The company has capital losses of £2.4m (2012: £2.4m) carried forward. No deferred tax asset has been recognised as the directors consider the likelihood of suitable profits to utilise the loss to be uncertain.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013 (continued)

4. INVESTMENTS

	31 December 2013 £'000	31 December 2012 £'000
Cost:		
At the beginning of the year	145,270	145,270
Subsidiaries struck off during the year	(15,650)	-
At the end of the year	129,620	145,270
Provision for impairment:		
At the beginning of the year	(16,146)	(16,146)
Charge for the year	(129,123)	-
Subsidiaries struck off during the year	15,649	-
At the end of the year	(129,620)	(16,146)
Book Value:		
At the beginning of the year	129,124	129,124
At the end of the year	-	129,124

The principal investments in group undertakings, all held directly by the company, are:

	Country of incorporation	Holding %	Details of holding of share capital
		100	205,000 £1 ordinary shares
Enodicom No 2 Limited	UK	100	20,000 £1 ordinary shares
Enodis International Limited	UK	100	3 £1 ordinary shares

Enodicom No 2 Limited was struck off on 12 August 2014 with no financial impact on the company.

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2013 £'000	31 December 2012 £'000
Amount owed to group undertakings	4,047	4,048

The amounts owed to group undertakings are non-interest bearing and repayable on demand. After the balance sheet date the entire liability was waived by the group undertaking.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013 (continued)

6. SHARE CAPITAL

	31 December 2013 £	31 December 2012 £
Called up, allotted and fully paid:		
2 ordinary shares of £1 each	2	2

After the balance sheet date the share capital of the company was reduced to one ordinary share of £1, with the cancelled share being transferred to the profit and loss account.

7. RESERVES

	Share Premium £'000	Profit & Loss £'000
At the beginning of the year	129,010	(3,934)
Retained loss for the year	-	(129,123)
At the end of the year	129,010	(133,057)

8. TRANSACTIONS WITH RELATED PARTIES

The company has taken advantage of the exemption allowed by Financial Reporting Standard 8 "Related Party Disclosures" not to disclose any transactions with wholly owned subsidiaries of the group headed by The Manitowoc Company, Inc. as the consolidated statements, in which the company is included, are publicly available.

9. CONTINGENT LIABILITIES

The company, together with other group undertakings, is party to a cross guarantee in favour of the Royal Bank of Scotland for overdraft pooling arrangements. There was no liability as at 31 December 2013 (2012: £nil).

10. POST BALANCE SHEET EVENT

After the balance sheet date the share capital of the company was reduced to one ordinary share of £1, with the outstanding share premium being transferred to the profit and loss account.

11. ULTIMATE PARENT COMPANY

The immediate parent company is Enodis Group Limited, a company incorporated in England and Wales. The ultimate parent company and controlling entity is The Manitowoc Company, Inc. a company incorporated in Wisconsin, USA. The Manitowoc Company, Inc. is the smallest and largest group of undertakings for which group financial statements are prepared. Copies of the Financial Statements of The Manitowoc Company, Inc. can be obtained from the Secretary at 2400 South 44th Street, P O Box 66, Manitowoc, WI 54221-0066.