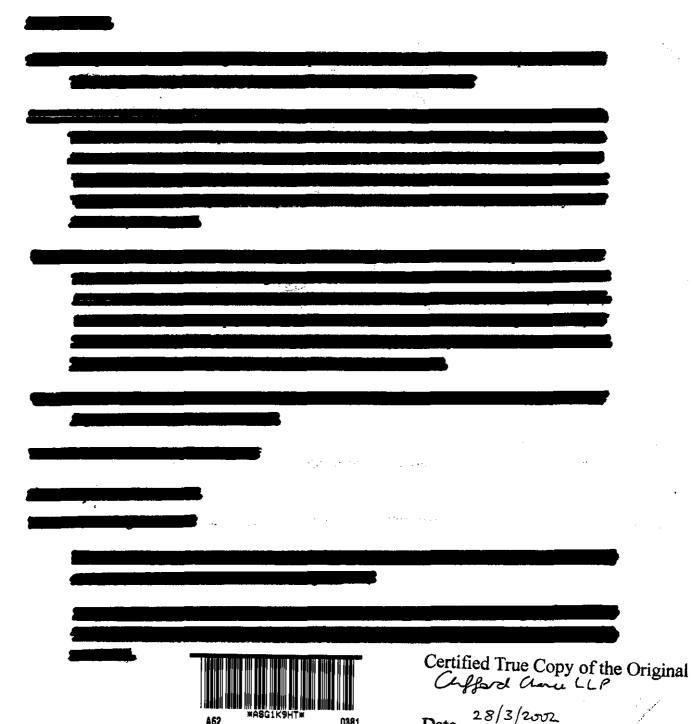
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6330202

THIS DEED OF AGREEMENT (hereinafter referred to as "this Agreement") is made on 19 February 2002

## BETWEEN:

- (1) ENODIS HOLDINGS LIMITED, a company incorporated in England and Wales (registered no. 4330209), whose registered office is at Washington House, 40-41 Conduit Street, London W1S 2YQ (the "Seller"); and
- (2) **ENODIS GROUP LIMITED**, a company incorporated in England and Wales (registered no. 4330202), whose registered office is at Washington House, 40-41 Conduit Street, London W1S 2YQ (the "Buyer").



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'Settlement Shares" means 700,000,000 ordi	inary shares of £1 each in the capital of
he Buyer;	
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~	- you have the
	Date 28/3/2002

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3.	PURCHASE PRICE
3.1	The consideration shall be
	£700,000,000 ("Purchase Price").
3.2	The Purchase Price shall be satisfied by the Buyer by the allotment and issue of the Settlement Shares at Completion.
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	("Ulford Chance

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Date 28/3/2001 B1653/05394\_

EXECUTED AND DELIVERED as a deed by

ENODIS HOLDINGS LIMITED

Signature of director

Name of director/secretary

Name of director/secretary

EXECUTED AND DELIVERED as a deed by )

ENODIS GROUP LIMITED

Signature of director

Name of director

Name of director

Signature of director

Name of director

SSMMS Name of director/secretary

AS WITNESS executed and delivered as a deed by the parties on the date first written above.

Certified True Copy of the Original affect Close LLP

Date. 29/3/2502